

**Opinion of the Independent Financial Advisor on  
the Request for Waiver from Mandatory Tender  
Offer by using the Resolutions of Shareholders'  
Meeting (Whitewash),  
the Share Allocation by Private Placement to  
Connected Person,  
the Acquisition of Assets and Connected  
Transaction**

(Supporting Document for Agenda 3, 6.2 and 7 of  
the Extraordinary Shareholders' Meeting No. 1/2023)

of



**JCK Hospitality Public Company Limited**

The Independent Financial Advisor



**Capital Advantage Company Limited**

February 17, 2023

**-TRANSLATION-**

*The English Translation of the Independent Financial Advisor's Opinion has been prepared solely for the convenience of foreign shareholders of the Company 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. 010/2023

February 17, 2023

**Subject:** Opinion of the Independent Financial Advisor on the Request for Waiver from Mandatory Tender Offer by using the Resolutions of Shareholders' Meeting (Whitewash), the Share Allocation by Private Placement to Connected Person, the Acquisition of Assets and Connected Transaction of JCK Hospitality Public Company Limited

**To** Audit Committee and Shareholders of  
JCK Hospitality Public Company Limited

**References:** 1) Resolution of the Board of Directors' Meeting No. 2/2023 of JCK Hospitality PLC. held on January 13, 2023.  
2) Information Memorandum concerning the acquisition of assets and connected transaction dated January 13, 2023.  
3) Information Memorandum concerning the Request for Waiver from Mandatory Tender Obligation (Whitewash) dated January 13, 2023.  
4) Request Form for Shareholders' Meeting Resolution to Approve Acquisition of New Securities without Requirement to Make a Tender Offer for All Securities of the Business (Form 247-7) dated January 6, 2023.  
5) Information Memorandum for the Allocation of Shares by Private Placement dated January 13, 2023.  
6) The Capital Increase Report Form dated January 13, 2023.  
7) Annual Registration Statement (Form 56-1) of JCK Hospitality PLC. for the year ended December 2019-2021.  
8) Financial Statements audited by certified public accountant of JCK Hospitality PLC. for the 12-month period ended December 31, 2019 – 2021, and financial statements reviewed for the 9-month period ended September, 2022.  
9) Financial Statements audited by certified public accountant of C.P.T. Hotel and Resorts Co.,Ltd. and A.S.P. Hotel and Resorts Co.,Ltd. for the 12-month period ended December 31, 2020 – 2021.  
10) Financial Statements audited by certified public accountant of JC Kevin Development Co.,Ltd. for the 12-month period ended December 31, 2020 – 2021.  
11) Appraisal Report for the valuation of Assets of JC Kevin Development Co.,Ltd. done by South-East Asia International Co.,Ltd. and Thai Property Appraisal Lynn Phillips Co.,Ltd. with the public purpose.  
12) Appraisal Report for the valuation of assets of JCK Hospitality PLC. done by Three Tree Appraisal Co., Ltd., South-East Asia International Co.,Ltd. and General Valuation and Consultant Co.,Ltd. with the public purpose.  
13) Appraisal Report for C.P.T. Hotel and Resort Co.,Ltd. done by Three Tree Appraisal Co.,Ltd. with the public purpose.  
14) Appraisal Report for A.S.P. Hotel and Resort Co.,Ltd. done by Thai Property Appraisal Lynn Phillips Co.,Ltd. with the public purpose.  
15) Company Affidavit, Memorandum of Association, Trial Balance, Information and other documents, as well as interviews with the management and relevant staff of JCK Hospitality PLC and JC Kevin Development Co.,Ltd.

- Disclaimers: 1) Results of the study conducted by Capital Advantage Company Limited ("CapAd" or the "Independent Financial Advisor") in this report are based on information and assumptions provided by management of JCK Hospitality PLC. ("the Company") and JC Kevin Development Co., Ltd. ("JCKD") as well as information disclosed to the public on the websites of the Securities and Exchange Commission ([www.sec.or.th](http://www.sec.or.th)) and the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th))
- 2) The Intendent 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 considers and provides 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 of JCK Hospitality Public Company Limited ("the "Company") No. 2/2023 on January 13, 2023 passed a resolution approving to propose the Extraordinary General Meeting of Shareholders to consider and approve the purchase of land and office building at a total value of not exceeding Bt. 657.14 million, which shall be divided into as follows:

- (1) The purchase of land and office building located on Soi Sathon 11 Yaek 9, Narathiwat Ratchanakarin Road, Yannawa Sub-district, Sathon District, Bangkok, with a total land area of 1 rai 2 ngan 53 square wah or equal to 653 square wah from JC Kevin Development Co., Ltd. ("JCKD"), which is a connected person of the Company, consisting of
  - (a) A plot of land of 2 ngan 87.7 square wah or equal to 287.7 square wah with title deed no. 2185, worth Bt. 163.02 million with a six-storied office building with one underground floor and a roof deck, having a total usable area of 5,460 square meters, worth Bt. 80.00 million, making up a total value of Bt. 243.02 million. The office building is mainly occupied by companies under Taechaubol Group.
  - (b) A plot of vacant land of 3 ngan 65.3 square wah or equal to 365.3 square wah, worth Bt. 206.98 million with title deed no. 2184.

The two pieces of land are attached and total value of (a) and (b) will not exceed Bt. 450.00 million, which is the agreed price between the Company and JCKD whereby JCKD intends to sell such assets through an inseparable one-off transaction.

- (2) After the transaction, the Company will have vacant land. There is a plan to use the aforementioned land to develop into a 6-storey office building with 1 basement floor as parking for approximately 27 cars and a roof deck with a usable area of approximately 5,924.82 square meters with the purpose of allowing outside companies to rent to use as an office location. The construction is expected to be completed in 2024. In this regard, the Company has to procure an additional investment of not more than Bt. 207.14 million to fund the complete development of the said office building. The building is located on Narathiwat Ratchanakarin Road, close to Sathorn Road and Silom Road which is the center of business and office buildings.

The Company will pay for the consideration for the transaction of not exceeding Bt. 657.14 million as follows:

- (1) Payment for the consideration for the purchase of assets from JCKD of not exceeding Bt. 450.00 million in two tranches as follows:
  - (a) Payment by issuance of new shares for offering through Private Placement to JCKD in the amount of not more than 1,617,531,400 shares (par value of Bt. 0.25 per share) at the offering price of Bt. 0.17 per share, totaling Bt. 274,980,338.00 (or approximately Bt. 274.98 million), as part of the consideration for the purchase of assets from JCKD, or equivalent to 61.11% of the total consideration. The objective of setting offering price at higher than the market price at Bt. 0.13 per share is to reduce price dilution and control dilution to existing shareholders.

After the transaction with the consideration to be partially paid to JCKD in form of the Company's shares, JCKD will then hold 1,617,531,400 shares in the Company, representing 37.78% of the Company's issued and paid-up capital, and, if including shares of Mr. Apichai Taechaubol, the related person under Section 258 of JCKD, will hold an aggregate of 1,894,004,184 shares, representing 44.24% of the Company's issued and paid-up capital (after

the paid-up capital increase following the issuance of new shares on this occasion). As a result, JCKD is required to make a tender offer for all securities of the Company. Nonetheless, JCKD intends to apply for a waiver of the requirement to make a tender offer for all securities by virtue of the resolution of the shareholders' meeting of the Company (Whitewash), and will seek approval from the Company's shareholders on the same occasion as the request for approval of the transaction and the issuance and offering of new shares through Private Placement to JCKD, and

- (b) Payment of the remaining Bt. 175.02 million in cash, whereby the Company will issue its new ordinary shares for rights offering to its existing shareholders in the amount of not exceeding 12,843,894,555 shares (par value of Bt. 0.25 per share) at the offering price of Bt. 0.03 per share, totaling Bt. 385,316,836.65 (or approximately Bt. 385.32 million). The Rights Offering accounts for 75% of total paid-up capital after Private Placement and Rights Offering.
- (2) Payment for the consideration for the additional investment of not exceeding Bt. 207.14 million in cash, which will be fully raised from borrowing from financial institutions. The Company is currently in discussion with a bank about the condition of loan for investment, to be finalized in the 3<sup>rd</sup> quarter of 2023.

The acquisition of asset at the amount of Bt. 657.14 million is the transaction under the Notification of the Capital Market Supervisory Board No. Tor. Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition 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 or Disposition of Assets B.E. 2547 (2004) and its amendments ("Notifications on Acquisition or Disposition of Assets"). The highest transaction size is equal to 60.72%, calculated based on criteria of total value of newly-issued shares according to the Company's consolidated financial statements for 9-month period ended September 30, 2022. In the previous 6 months, the Company did not execute any asset acquisition transaction.

The entering into the transactions is also deemed as connected transactions under the Notification of Capital Market Supervisory Board No. Tor Chor. 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) (collectively referred to as the "Notifications on Connected Transactions") because JCKD and the Company have a mutual director and major shareholder, namely Mr. Apichai Taechaubol (Person under Section 258 of JCKD) as who, as at January 11, 2023, held 276,472,784 shares in the Company, representing 10.38% of the Company's total issued and paid-up capital, and as of May 9, 2022, held 5,500,000 shares in JCKD (including the related persons, his spouse), representing 55% of JCKD's total issued and paid-up capital. The total value of consideration for the connected transaction is not exceeding Bt. 450.00 million (excluding the additional investment in the office building development, after the acquisition of asset, of not exceeding Bt. 207.14 million because this is not considered as a consideration payable to the connected person). The maximum size of this transaction is equal to 471.15% of the Company's net tangible assets (NTA) of the Company's consolidated financial statements as of September 30, 2022. During the previous 6 months, the Company did not enter into any connected transaction.

As the size of transaction is in the range of 50% - 100% according to the Notifications on Acquisition or Disposition of Assets and the size of connected transaction is over 3.00% of Net Tangible Asset. Therefore, the Company is required to disclose information on the entering into the asset acquisition and connected transactions to the SET and appoints an independent financial advisor to render an opinion to the shareholders of the Company. It also has to seek 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.

After the completion of the transaction, JCKD will hold the Company shares of 1,617,531,400 shares or accounting for 37.78% of total issued and paid-up capital and if including Mr. Apichai Taechaubol's Company shares (Person under Section 258 of JCKD), total shareholding in the Company will be 1,894,004,184 shares or accounting for 44.24% of total issued and paid-up capital.

After being allotted the said newly issued shares to JCKD, it will result in JCKD acquiring the Company's shares in the proportion that crosses the mandatory tender offer requirement threshold prescribed in the Notification of the Capital Market Supervisory Board No. Tor. Chor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, dated May 13, 2011, and its amendment ("Notification on the Tender Offer"). However, JCKD has an intention to apply for a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash) pursuant to the SEC Notification No. Sor. Kor. 29/2561 Re: Rules for the Application for a Waiver from the Requirement to Make a Tender Offer for All Securities of the Business by Virtue of the Resolution of the Shareholders' Meeting, dated May 31, 2018, and its amendments ("Notification of Whitewash"). The Board of Directors' meeting of the Company resolved to propose this matter to the shareholders' meeting on this same occasion. Such waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting must be approved by the shareholders' meeting with required affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes cast by the related persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) ("Persons under Section 258") of the applicant or the concert parties of the applicant and the Persons under Section 258 of the foregoing persons.

Therefore, the Company has appointed Capital Advantage Company Limited as the Independent Financial Advisor to render an opinion to shareholders regarding reasonableness and fairness of price and conditions for the waiver for Whitewash, the share allocation by Private Placement, the acquisition of assets and connected transaction. CapAd has studied Information Memorandum concerning the waiver for Whitewash, the share allocation by Private Placement, the acquisition of assets and connected transaction and information from interviews with management and executives of the Company and JCKD as well as documents received from the Company and JCKD such as financial statements, business plan, relevant documents, and information disclosed to the public, information disclosed on websites of the Stock Exchange of Thailand ("the SET") and the Office of the Securities and Exchange Commission ("the SEC"), and financial information available from 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 Company and assessment and analysis of CapAd, as well as decision of shareholders on the waiver for Whitewash, the share allocation by Private Placement, the acquisition of assets and connected transaction.

In providing the opinion to shareholders, CapAd studies and analyzes information stated above by considering the reasonableness of transaction, price and conditions with the other relevant factors which CapAd has considered such information thoroughly and reasonably according to the professional standards for the best interests of shareholders.

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

After CapAd considering and studying all the information on the waiver for Whitewash, the share allocation by Private Placement, the acquisition of assets and connected transaction, CapAd would like to summarize the study results as follows:

### Abbreviation

"the Company" or "JCKH"	JCK Hospitality PLC.
"JCKD" or "the Applicant"	JC Kevin Development Co.,Ltd.
"Taechaubol Group"	Mr. Apichai Taechaubol, Mrs. Chalida Taechaubol, Mr. Chotiwiit Taechaubol, Mr. Athawut Taechaubol, Mr. Noppawee Taechaubol, Mr. Kritawat Taechaubol, Mr. Akarawin Taechaubol and Miss Oranat Taechaubol
"ASP"	A S P Hotel and Resort Co.,Ltd.
"B&L"	B&L Operating Limited, which owns "Burger & Lobster"
"CPT"	C P T Hotel and Resort Co.,Ltd.
"JCK"	JCK International PLC.
"LP"	Lobster Power Co.,Ltd.
"the Waiver for Whitewash"	The request for waiver from mandatory tender offer by using the resolution "of the Shareholders' Meeting.
"Rights Offering" or "RO"	The allocation of newly-issued shares of the Company to its existing "shareholders by proportion of shareholding
"Private Placement" or "PP"	The allocation of newly-issued shares of the Company to specific investor
"General Valuation Co"	General Valuation and Consultant Co.,Ltd. as independent appraiser of the Company
"Three Tree Co"	Three Tree Appraisal Co.,Ltd. as independent appraiser of the Company
"South-East Co"	South-East Asia International Co.,Ltd. as independent appraiser of land & building of JCKD and asset appraisal of land & building in Prathumthani of the Company
"Thai Appraisal Co"	Thai Appraisal Lynn Phillips Co.,Ltd. as independent appraiser of JCKD
"the Independent Financial Advisor" or "CapAd"	Capital Advantage Co.,Ltd.
"The SEC"	The Office of the Securities and Exchange Commission, Thailand
"The SET"	The Stock Exchange of Thailand
"the MAI"	The Market for Alternative Investment
"Person under Section 258"	Related persons under Section 258 of the Securities and Exchange Act B.E. 2535 and its amendments
"Form 247-7"	Request Form for Shareholders' Meeting Resolution to Approve the Acquisition of New Securities without Requirement to Make a Tender Offer for All Securities of the Business
"Notifications of Whitewash"	The Notification of the Office of Securities and Exchange Commission No. Sor. Kor. 29/2018 re: Guideline on Waiver for Mandatory Tender Offer by Using the Resolution of Shareholders' Meeting (Whitewash)
"Notification on the Tender Offer"	The Notification of the Capital Market Supervisory Board No. Tor. Chor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, dated May 13, 2011, and its amendments
"Notifications on Acquisition or Disposition of Assets"	The Notification of the Capital Market Supervisory Board No. Tor. Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition 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 or Disposition of Assets B.E. 2547 (2004) and its amendments
"Notifications on Connected Transaction"	The Notification of the Capital Market Supervisory Board No. Tor. Chor. 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 the Connected Transactions B.E. 2546 (2003) and its amendments
"Notification of on Private Placement"	"The Notification of the Capital Market Supervisory Board No. Tor. Chor. 72/2015 Re: The Approval of Share Offering to Private Placement dated October 28, 2015 and its amendments
"NTA"	Net Tangible Assets
"WACC"	Weighted Average Cost of Capital

## Contents

<b>Executive Summary .....</b>	<b>7</b>
<b>Part 1: The Request for Waiver from Mandatory Tender Offer by using the Resolutions of the Shareholders' Meeting (Whitewash) and Share Allocation by Private Placement to Connected Person .....</b>	<b>25</b>
1.1 Characteristics and Details of the Transaction .....	25
1.1.1 Characteristics of the Relevant Securities and the Securities Offered to the Applicant.....	27
1.1.2 General Information of the Applicant and Relationship with the company.....	27
1.1.3 General Information of the Securities Issuer.....	29
1.2 Opinion of the Independent Financial Advisor on the Waiver for Whitewash .....	30
1.2.1 Opinion on Business Management Policy and Plan as Proposed by the Applicant.....	30
1.2.2 Total Voting Right that the Applicant would be Entitled to after the Acquisition of Securities and to be Entitled to in the Future Without Tender Offer Requirement.....	40
1.2.3 Potential Impact on the Shareholders of the Company .....	41
1.2.4 Potential Impact to the Company.....	42
1.2.5 Risks involved with Failure to Obtain Approval for the waiver for Whitewash and Share Allocation by Private Placement .....	43
1.2.6 Conditions of Whitewash .....	44
1.3 Appropriateness of the Valuation of Shares Proposed to the Applicant.....	45
1.3.1 Book Value Approach.....	46
1.3.2 Adjusted Book Value Approach .....	46
1.3.3 Price to Book Value Ratio Approach: P/BV Ratio .....	49
1.3.4 Price to Earnings Ratio Approach: P/E Ratio .....	50
1.3.5 Market Value Approach .....	50
1.3.6 Discounted Cash Flow Approach .....	52
1.3.7 The Summary of Independent Financial Advisor's Opinion towards the Appropriateness of the Company's Share Value.....	66
1.4 The Completeness and Accuracy of the Name List and the Number of Shares held by the Applicant's Related Persons under Section 258 .....	67
1.5 Summary of the Independent Financial Advisor's Opinion on Waiver from Mandatory Tender Offer by using the Resolution of the Shareholders' Meeting (Whitewash) and the Share Allocation by Private Placement to Connected Person.....	67
<b>Part 2: The Details of Acquired Assets and Valuation.....</b>	<b>73</b>
2.1 Characteristics and Details of Assets .....	73
2.2 Valuation of Assets.....	77
2.2.1 Valuation of assets by the Independent appraiser .....	77
2.2.2 The consideration of financial viability of existing office building and new office building development .....	80
2.3 Summary of the Independent Financial Advisor's Opinion on the Valuation .....	90
<b>Part 3: The Acquisition of Assets and the Connected Transaction .....</b>	<b>92</b>
3.1 Characteristics and Details of the Connected Transaction .....	92
3.1.1 Objective and background of the transaction.....	92
3.1.2 Date of the transaction .....	92
3.1.3 Connected Parties and Relationship with the Company.....	93
3.1.4 Type and Size of Transaction.....	96
3.1.5 Total value of consideration, basis for determination of consideration value, and payment terms & source of fund .....	97
3.2 Opinion of the Independent Financial Advisor on Reasonableness of the Acquisition of Assets and the Connected transaction.....	100
3.2.1 Objective and necessity of the transaction.....	100
3.2.2 Advantages of the transaction .....	100
3.2.3 Disadvantages of the transaction .....	101
3.2.4 Risk of the Transaction .....	101
3.2.5 Comparison of Benefits and Impacts between Entering into the Transaction with Connected Person and the Transaction with a Third Party.....	102
3.3 Summary of the Independent Financial Advisor's Opinion Regarding the Reasonableness of the Transaction .....	103
<b>Part 4: Summary of Opinion of the Independent Financial Advisor on the Transaction .....</b>	<b>106</b>
<b>Attachment:</b>	
Attachment 1:	Summary information of the Company
Attachment 2:	Summary Information of the Company's Assets Appraisal
Attachment 3:	Summary Information of the Acquired Assets – Land and Building of JCKD
Attachment 4:	Overview of Office Buildings in Bangkok

**Executive Summary**

The Board of Directors meeting of JCK Hospitality Public Company Limited ("the "Company") No. 2/2023 on January 13, 2023 passed a resolution approving to propose the Extraordinary General Meeting of Shareholders No. 1/2023, to be held on March 8, 2023, to consider and approve the purchase of land and office building at a total value of not exceeding Bt. 657.14 million, which shall be divided into as follows:

- (1) The purchase of land and office building located on Soi Sathon 11 Yaek 9, Narathiwat Ratchanakarin Road, Yannawa Sub-district, Sathon District, Bangkok, with a total land area of 1 rai 2 ngan 53 square wah or equal to 653 square wah from JC Kevin Development Co., Ltd. ("JCKD"), which is a connected person of the Company, consisting of
  - (a) A plot of land of 2 ngan 87.7 square wah or equal to 287.7 square wah with title deed no. 2185, worth Bt. 163.02 million with a six-storied office building with one underground floor and a roof deck, having a total usable area of 5,460 square meters, worth Bt. 80.00 million, making up a total value of Bt. 243.02 million. The office building is mainly occupied by companies under Taechaubol Group.
  - (b) A plot of vacant land of 3 ngan 65.3 square wah or equal to 365.3 square wah, worth Bt. 206.98 million with title deed no. 2184.

The two pieces of land are attached and total value of (a) and (b) will not exceed Bt. 450.00 million, which is the agreed price between the Company and JCKD whereby JCKD intends to sell such assets through an inseparable one-off transaction.

- (2) After the transaction, the Company will have vacant land. There is a plan to use the aforementioned land to develop into a 6-storey office building with 1 basement floor as parking for approximately 27 cars and a roof deck with a usable area of approximately 5,924.82 square meters with the purpose of allowing outside companies to rent to use as an office location. The construction is expected to be completed in 2024. In this regard, the Company has to procure an additional investment of not more than Bt. 207.14 million to fund the complete development of the said office building. The building is located on Narathiwat Ratchanakarin Road, close to Sathorn Road and Silom Road which is the center of business and office buildings.

The Company will pay for the consideration for the transaction of not exceeding Bt. 657.14 million as follows:

- (1) Payment for the consideration for the purchase of assets from JCKD of not exceeding Bt. 450.00 million in two tranches as follows:
  - (a) Payment by issuance of new shares for offering through Private Placement to JCKD in the amount of not more than 1,617,531,400 shares (par value of Bt. 0.25 per share) at the offering price of Bt. 0.17 per share, totaling Bt. 274,980,338.00 (or approximately Bt. 274.98 million), as part of the consideration for the purchase of assets from JCKD or equivalent to 61.11% of the total consideration. The objective of setting offering price at higher than the market price at Bt. 0.13 per share is to reduce price & control dilution to existing shareholders.

After the transaction with the consideration to be partially paid to JCKD in form of the Company's shares, JCKD will then hold 1,617,531,400 shares in the Company, representing 37.78% of the Company's issued and paid-up capital, and, if including shares of Mr. Apichai Taechaubol, the related person under Section 258 of JCKD, will hold an aggregate of 1,894,004,184 shares, representing 44.24% of the Company's issued and paid-up capital (after the paid-up capital increase following the issuance of new shares on this occasion). As a result, JCKD is required to make a tender offer for all securities of the Company. Nonetheless, JCKD intends to apply for a waiver of the requirement to make a tender offer for all securities by virtue of the resolution of the shareholders' meeting of the Company (Whitewash), and will seek approval from the Company's shareholders on the same occasion as the request for approval of the transaction and the issuance and offering of new shares through private placement to JCKD, and

- (b) Payment of the remaining Bt. 175.02 million in cash, whereby the Company will issue its new ordinary shares for rights offering to its existing shareholders in the amount of not exceeding 12,843,894,555 shares (par value of Bt. 0.25 per share) at the offering price of Bt. 0.03 per



share, totaling Bt. 385,316,836.65 (or approximately Bt. 385.32 million). The Rights Offering accounts for 75% of total paid-up capital after Private Placement and Rights Offering.

Referring to the mentioned capital increase, the Shareholders' Equities will increase from Bt. 178.08 million to Bt. 453.06 million after the share allocation by Private Placement, and after the Rights Offering the Shareholders' Equities will increase to Bt. 838.37 million (Excluding the impact or other factors from future performance). The details are shown as follows:

Shareholders' equity (Unit : Million Baht)	As of Sep 30, 2022	Adjustment with conversion of CD and PP-General Mandate	Shareholder s' equity before PP	Share Allocation by PP	Shareholders' equity after PP	Share Allocation by RO	Shareholders' equity after RO
Paid-up capital	513.83	152.11	665.94 <sup>1/</sup>	404.38	1,070.32	3,210.97	4,281.30
Premium ( Discount) of share <sup>2/</sup>	587.48	(78.15)	509.33	(129.40)	379.92	(2,825.66)	(2,445.73)
Retained earnings	(1,220.03)	-	(1,220.03)	-	(1,220.03)	-	(1,220.03)
Other components of Shareholders' equity	222.84	-	222.84	-	222.84	-	222.84
<b>Total Shareholders' equity</b>	<b>104.12</b>	<b>73.96</b>	<b>178.08</b>	<b>274.98</b>	<b>453.06</b>	<b>385.32</b>	<b>838.37</b>

Note:

1/ Shareholder list from the register book closing January 27, 2023.

2/ The Company has a par value of Bt. 0.25 per share, therefore, the sale of share below the par value will result in the discount in share value in "Premium (Discount) of shares.

3/ Under the assumption that existing shareholders exercise 100% of their rights.

(2) Payment for the consideration for the additional investment of not exceeding Bt. 207.14 million in cash, which will be fully raised from borrowing from financial institutions. The Company is currently in discussion with a bank about the condition of loan for investment, to be finalized in the 3<sup>rd</sup> quarter of 2023.

After receiving approval from the Company's Shareholders' Meeting and the SEC, the Company will do the share allocation by Private Placement to JCKD amounting Bt. 274.98 million and JCKD will transfer assets to the Company, expected to be completed in the 2<sup>nd</sup> quarter of 2023. Then within the 3<sup>rd</sup> quarter of 2023, the Company will do the Rights Offering to existing shareholders whereby JCKD is entitled to subscribe the increased capital by this approach. The amount of Bt. 175.02 million will be paid to JCKD for the remaining unpaid amount and the rest of Bt. 210.30 million will be used in the Company. With this transaction, the Company is able to save rental and service expenses and will generate additional rental and service revenues from the existing office building and the new office building to be constructed. This will help diversify of business. However, the Company still generates key revenues from restaurant business. (Please see more detail about schedule of the transaction in Clause 3.1.2 of this report)

According to the transaction, the Company is able to save rental and service expenses and will have additional revenue from rental and service revenues as recurring cash flow from the existing office building and new office building, as a diversification of business. However, the Company still has key revenues from restaurant business.

The acquisition of asset which are land and building at the amount of Bt. 657.14 million has the highest transaction size is equal to 60.72%, calculated based on criteria of total value of newly-issued shares according to the Company's consolidated financial statements for 9-month period ended September 30, 2022. In the previous 6 months, the Company did not execute any asset acquisition transaction.

The entering into the transactions is deemed as connected transactions because JCKD and the Company have a mutual director and major shareholder, namely Mr. Apichai Taechaubol (Person under Section 258 of JCKD) as who, as at January 11, 2023, held 276,472,784 shares in the Company, representing 10.38% of the Company's total issued and paid-up capital, and as of May 9, 2022, held 5,500,000 shares in JCKD (including the related persons, his spouse), representing 55% of JCKD's total issued and paid-up capital. The total value of consideration for the connected transaction is not exceeding Bt. 450.00 million (excluding the additional investment in the office building development, after the acquisition of asset, of not exceeding Bt. 207.14 million because this is not considered as a

consideration payable to the connected person). The maximum size of this transaction is equal to 471.15% of the Company's net tangible assets (NTA) of the Company's consolidated financial statements as of September 30, 2022. During the previous 6 months, the Company did not enter into any connected transaction.

As the size of transaction is in the range of 50% - 100% according to the Notifications on Acquisition or Disposition of Assets and the size of connected transaction is over 3.00% of Net Tangible Asset. Therefore, the Company is required to disclose information on the entering into the asset acquisition and connected transactions to the SET and appoint an independent financial advisor to render an opinion to the shareholders of the Company. It also has to seek 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.

After the completion of the transaction, JCKD will hold the Company shares of 1,617,531,400 shares or accounting for 37.78% of total issued and paid-up capital and if including Mr. Apichai Taechaubol's Company shares (Person under Section 258 of JCKD), total shareholding in the Company will be 1,894,004,184 shares or accounting for 44.24% of total issued and paid-up capital. After being allotted the said newly issued shares to JCKD, it will result in JCKD acquiring the Company's shares in the proportion that crosses the mandatory tender offer requirement threshold at 25%. However, JCKD has an intention to apply for a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash). The Board of Directors' meeting of the Company resolved to propose this matter to the shareholders' meeting on this same occasion. Such waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting must be approved by the shareholders' meeting with required affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes cast by the related persons as follows:

- (a) a person under Section 258 of the Applicant
- (b) a concert party of the Applicant
- (c) a person under Section 258 of the person in (b)

In this respect, Person under Section 258 of the Applicant, namely Mr. Apichai Taechaubol, and the four persons having an interest, comprising (1) Mr. Chotiwit Taechaubol, (2) Mr. Athawut Taechaubol, (3) Mr. Noppawee Taechaubol, and (4) Miss Oranat Taechaubol, shall not exercise their rights to cast votes on the agenda to consider and approve the application for a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting.

(Please see more details about relationship of the applicant and the Company in Clause 1.1.2 of this report)

When considering the overview of the transaction, which are the waiver for Whitewash, the significant of transaction size and the connected transaction, the Company is required to disclose information on the entering into the asset acquisition and connected transactions to the SET and appoint an independent financial advisor to render an opinion to the shareholders of the Company. It also has to seek 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 Board of Directors' Meeting of the Company No. 2/2023, held on January 13, 2023, passed a resolution approving to propose the Extraordinary General Meeting of Shareholders No. 1/2023, to be held on March 8, 2023, to consider and approve the transaction. The Company has set agenda relating to the acquisition of assets and connected transaction, the capital increase, the waiver of Whitewash as follows:

- Agenda 3 To consider and approve entering into the acquisition of asset and connected transaction
- Agenda 4 To consider and approve the issuance and offering of the Warrant to Purchase Ordinary Shares of the Company No. 2 (JCKH-W2) to shareholders who subscribed and have been

- allocated the newly issued ordinary share to existing shareholders in proportion to their shareholding (Right Offering)
- Agenda 5 To consider and approve the increased of registered capital of the Company and the amendment of the Company's Memorandum of Association Clause 4 to be in line with the capital increase
- Agenda 6 To consider and approve the allocation of newly issued ordinary share of the Company
- Agenda 6.1 To consider and approve the allocation of newly issued ordinary share to accommodate the exercise of convertible debentures
- Agenda 6.2 To consider and approve the allocation of the newly issued ordinary share to offer to a private placement
- Agenda 6.3 To consider and approve the allocation of newly issued ordinary share to offer to existing shareholders in proportion to their shareholding (Right Offering)
- Agenda 6.4 To consider and approve the allocation of newly issued ordinary share to accommodate the exercise of the Warrant to Purchase Ordinary Shares of Company No.2 (JCKH-W2)
- Agenda 6.5 To consider and approve the allocation of newly issued ordinary share to accommodate the exercise of warrant to purchase ordinary shares of Company No.1 (JCKH-W1)
- Agenda 7 To consider and approve the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash)

In case the shareholders' meeting no.1/2023 dated March 8, 2023 does not approve the agenda 3: To consider and approve entering into the acquisition of asset and connected transaction which consist of (1) land and office building and (2) vacant land from JCKD, it will cause the agenda 5 (To consider and approve the increased of registered capital of the Company and the amendment of the Company's Memorandum of Association Clause 4 to be in line with the capital increase, the agenda 6.2 (To consider and approve the allocation of the newly issued ordinary share to offer to a private placement), the agenda 7 (To consider and approve the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash)), which are connected and conditional to each other. If one of such agendas is not approved by the shareholders' meeting, any agenda which is connected and conditional to each other which has been approved prior shall be canceled. In addition, the Company will stop proceeding asking for loan of Bt. 207.14 million from the bank to construct new office building on vacant land as mentioned above.

In this regard, Agenda 6.2 (To consider and approve the allocation of the newly issued ordinary share to offer to a private placement) which is not connected and conditional to Agenda 3, 5, 6.2 and 7, the Agenda 6.3 is still considered and the Company will use cash from Rights Offering for the loan repayment and/or working capital and/or business expansion in the future.

The Company has appointed Capital Advantage Company Limited as the Independent Financial Advisor (the "Independent Financial Advisor" or "CapAd") to render an opinion to shareholders regarding reasonableness and fairness of the waiver of Whitewash, the share allocation by Private Placement, the fairness of price and conditions, the acquisition of assets and the connected transaction. The analysis and opinion are classified by the agenda for the consideration of shareholders as follows:

Agenda	The Content of the Report
<u>Agenda 3</u> To consider and approve entering into the acquisition of asset and connected transaction	<u>Part 2</u> The Details of Acquired Assets and Valuation and <u>Part 3</u> The Acquisition of Assets and the Connected Transaction
<u>Agenda 6.2</u> To consider and approve the allocation of the newly issued ordinary share to offer to a private placement	<u>Part 1</u> The Request for Waiver from Mandatory Tender Offer by using the Resolutions of the Shareholders' Meeting (Whitewash) and Share Allocation by Private Placement to Connected Person
<u>Agenda 7</u> To consider and approve the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash)	

The opinion of the Independent Financial Advisor is summarized as follows:

**1. Summary of the Independent Financial Advisor's Opinion on Waiver from Mandatory Tender Offer by using the Resolution of the Shareholders' Meeting (Whitewash) and the share allocation by Private Placement to Connected Person**

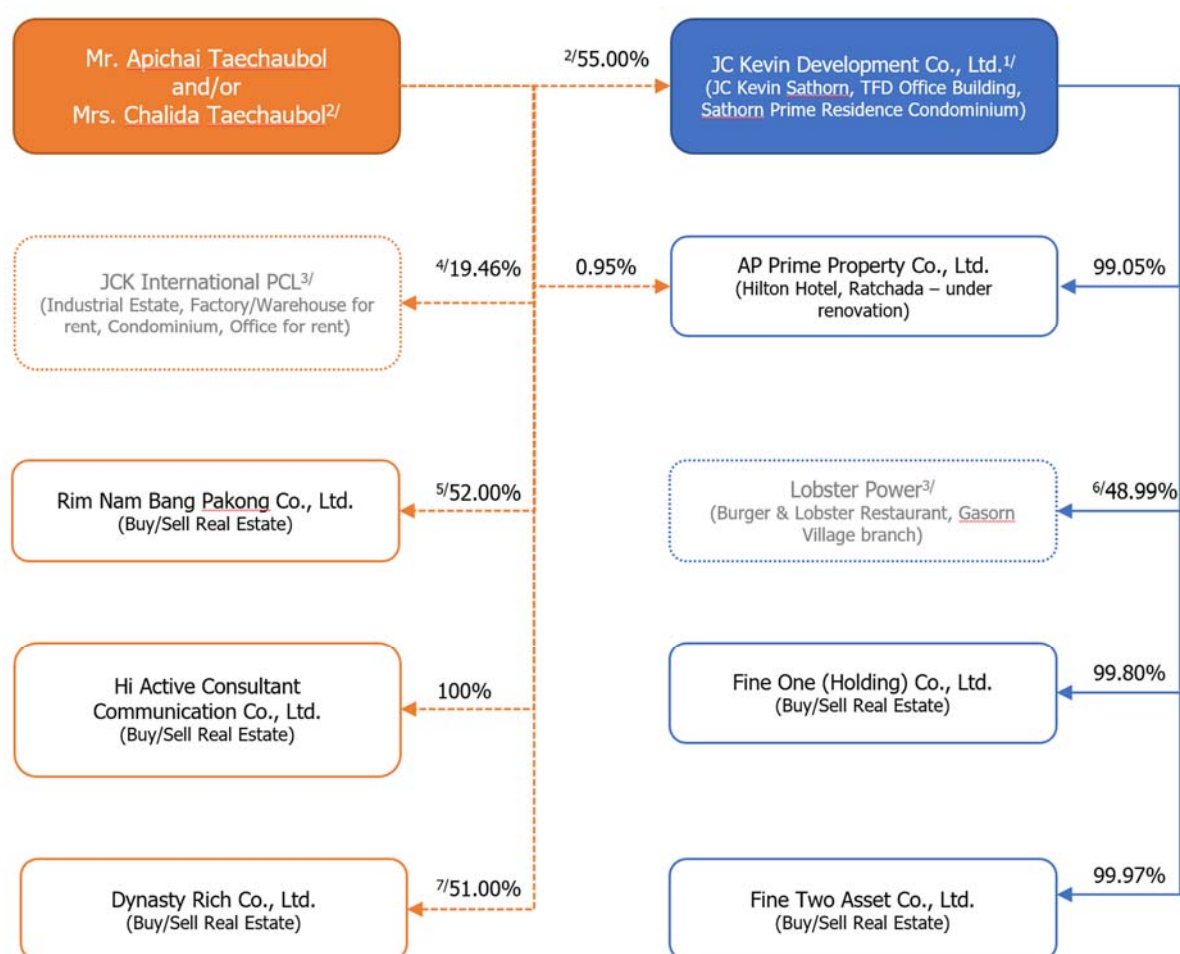
The Independent Financial Advisor has considered the acquisition of land and building from JCKD totaling Bt. 450 million and the plan to develop new office building on vacant land next to the existing office building having a budget approximately Bt. 207.14 million. The total transaction value is Bt. 657.14 million. The amount of Bt. 450 million will be divided into 2 parts; the allocation of 1,617,531,400 shares (Par value of Bt. 0.25) by Private Placement to JCKD at the offering price of Bt. 0.17 per share or totaling Bt. 274.98 million and the remaining amount of Bt. 175.02 million to JCKD will come from the capital increase by Rights Offering totaling Bt. 385.32 million. Regarding the construction cost of new office building of Bt. 207.14 million, the Company will ask for loan from financial institution.

Regarding the acquisition of land and building totaling Bt. 450 million, the Company increase the capital by Private Placement as a major source of fund and the remaining amount will be paid from the fund from Rights Offering, or representing the proportion of 61:39, respectively. The capital increase would help strengthen financial status, reduce risk of financial ratio. JCKD, who will become the Company's major shareholder, is a capable investor, is able to afford for the investment in the Company and support the business of the Company.

After the completion of the transaction, JCKD will hold the Company shares of 1,617,531,400 shares or accounting for 37.78% of total issued and paid-up capital and if including Mr. Apichai Taechaubol's Company shares (Person under Section 258 of JCKD), total shareholding in the Company will be 1,894,004,184 shares or accounting for 44.24% of total issued and paid-up capital. After being allotted the said newly issued shares to JCKD, it will result in JCKD acquiring the Company's shares in the proportion that crosses the mandatory tender offer requirement threshold at 25%. However, JCKD has an intention to apply for a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash).

Regarding the transaction, the Company is able to save rental office expenses and will generate more revenue from rental and service revenue from the existing office building, which has companies under Taechaubol Group as major customers. The Company will also receive rental and service revenue from outside customers from the new office building to be constructed on the vacant land next to the existing office building, expected to be completed in 2024 and start generating revenue in 2025 onwards. The Company will have more source of revenues as a continued and recurring revenue for its business operation. However, the Company still have major revenues from restaurant business and there will be no significant change.

In addition, shareholding structure, business characteristic of JCKD and Person under Section 258 of JCKD are as follows:



Note:

1/ JCKD

2/ the person under Section 258 of JCKD.

3/ It is the company that JCKD and/or the person under Section 258 of JCKD do not have controlling in business.

4/ Shareholders can study top 10 of shareholders from the website of the SET.

5/ Other shareholders of Rim Nam Bangpakong Co.,Ltd. are (1) Mr. Chotiwit Taechaubol (2) Mr. Kritwat Taechaubol (3) Mr. Akarawin Taechaubol (4) Mr. Atthawut Taechaubol (5) Mr. Noppwee Taechaubol (6) Miss Oranut Taechaubol, with total shareholding of 48% of paid-up capital. Each person has equal shareholding at 8% of paid-up capital.

6/ Other shareholders of Lobster Power Co.,Ltd. are (1) Akarafoods Co.,Ltd (Mr. Akarawin Taechaubol is the controlling person) holds 51% of paid-up capital and (2) Mr. Atthawut Taechaubol holds 0.01% of paid-up capital.

7/ Other shareholders of Dynasty Rich Co.,Ltd. is Miss Oranut Taechaubol holding 8% of paid-up capital.

And current business structure of the Company, business of the Applicant and connected person are as follows:

Type of Business	The Company	JCKD	JCK <sup>1/</sup>
Food & Beverage	- International Buffet - Suki Shabu - Grill Buffet - Chinese food, Dim sum - Premium Shabu - Burger & Lobster, Siam Paragon Branch <sup>2/</sup>	- Burger & Lobster, Kaysorn Village Branch <sup>2/</sup>	-
Office Building	-	- TFD Building <sup>3/</sup> on Narathiwas Ratchnakarin Road, Bangkok	- SG Tower 1, Ratchdamri Road, Bangkok - The Millenia Tower, Langsuan Road, Bangkok
Hotel	Hotel of CPT, Chiang rai Province (However, ASP is still unclear on business operations.)	- JC Kevin Sathorn Hotel, Bangkok - Hilton Hotel, Bangkok	-

Type of Business	The Company	JCKD	JCK <sup>1/</sup>
Residences and Condominium for sale	-	Sathorn Prime Residences, Bangkok	- 15 Sukhumvit Residences, Sukhumvit Road, Bangkok - The Colonial Kao Tao Hua Hin, Prachuabkirikan Province - Mahadlek Residences, Ratchdamri Road, Bangkok - Artisan Ratchada, Huay Kwang, Bangkok
Industrial Estate	-	-	- TFD Industrial Estate, Chachoengsao Province - Project One Nakornphanom, Nakornphanom Province
Factory and Warehouse	-	-	Construction for sales in several industrial estates
Asset Management	-	-	Asset management of land and factories of REITs such as Thai Industrial Fund 1 (TIF1) and MFC Industrial Investment (M-II)

Note:

- 1/ Mr. Apicahi Taechaubol and Ms. Chalida Taechaubol are shareholders of JCK with total shareholding of 19.74% of total paid-up capital but they are not the controlling persons of JCK.
- 2/ JCKD holds 48.99% in Lobster Power Co.,Ltd. ("LP") as of June 23, 2022, which is granted from B&L Operating Limited (B&L) to exclusively operate restaurant business under the brand "Burger & Lobster" in Thailand. The remaining shareholder of 51% is Akara Foods Co., Ltd. (indirectly held by Mr. Akarawin Taechaubol who is son of Mr. Apichai Taechaubol). Currently, LP is the owner of Kaysorn Village Branch and the Company is granted to operate one branch in Siam Paragon, starting business in November 2022.
- 3/ It will be changed to the Company's after the completion of the transaction and JCKD will not own the office building.

Regarding the business structure, the Company will mainly operate Suki Shabu business and other types of restaurants with several branches across Thailand as a main revenue. The Company also has a plan to operate hotel business in Chiang rai via its subsidiary, CPT, which is expected to commence operation in the 3<sup>rd</sup> quarter of 2023. (In the case of a subsidiary, ASP, the business operation is unclear.) In addition, after the completion of the transaction, the Company will have additional revenue from rental and service revenue from office buildings on Narathiwas Ratchnakarin Road.

In case of the issues of connected transaction and the conflict of interest of business as shown in the table above, please see more detail in Clause 1.2.1 of this report)

### **The Independent Financial Advisor' opinion on the policy and business plan proposed by the Applicant**

#### **(1) The impact of the change in policy or the Company's business plan**

The Independent Financial Advisor has the opinion that the Company and its subsidiaries will not be significantly affected by the change in policy or business plan as the Applicant has no plan or policy to change the objectives of business operation of the Company and subsidiaries including the business objective and other management policy. The Company still operates restaurant which are Suki Shabu, Grilled food, Chinese food and A La carte as main revenues. Moreover, the Company will have additional revenues in the future from rental and service revenues which are rental and service revenues of existing office building from JCK and JCKD amounting Bt. 21 million per year starting from 2023 onwards. And the Company will have rental and service revenues of new office building from third parties in the range of Bt. 30 – 54 million per year starting from 2025 onwards. When compared with current revenue structure, it is expected that rental and service revenue would account for approximately 10% of total revenues of the Company.

If considering the corporate organization, the Applicant still does not have any policy to change the Company's management plan. In addition, Mr. Apichai Taechaubol has already been a director and major shareholder of the Company with Mr. Chotiwiit Taechaubol and Mr. Athawut Taechaubol (Mr. Apichai Taechaubol's sons) are the director and management of the Company who are responsible for setting policies and business direction of the Company before the waiver for the tender offer. They are still management of the Company after the completion of the transaction.

If considering the financial restructuring plan, the Applicant still has no policy to make any significant financial restructuring in the Company. The Company will raise funds from Private Placement and Rights Offering of Bt. 274.98 million and Bt. 385.32 million, totaling Bt. 660.30 million. With this amount, the Company will have strong financial status and D/Eq ratio will significantly reduce from

11.12 times as of September 30, 2022 to 1.38 times after the completion of the transaction. Although, the Company will borrow approximately Bt. 209 million for the construction of new office building, D/Eq ratio will slightly adjust up to 1.63 times only. (The forecasted ratio does not include the impact or other factors that may occur from future performance).

If considering the plan for disposal of core assets of the Company and its subsidiaries and dividend payment policy, the Applicant has no policy to materially change them.

## (2) Connected transaction

Presently, the Applicant has entered into a related party transaction with the Company by renting its office space and providing office services to the Company. For such related party transaction, the Company's Board of Directors has established the approval policy and procedure according to the rules and regulations of the SEC and the SET so as to prevent a conflict of interest in such related party transaction between the Company and the Applicant or the related persons.

As the Company will acquire land and office building from the Applicant, resulting in having connected transaction with the Applicant and JCK. The Applicant will rent areas of the office building from the Company and will transfer right of rental and service agreement of the existing lessees which is JCK to the Company. Agreement with lessee can be renewed and rental & service rate will be set at market price which will be connected transaction in the future. Regarding the development of new office building, expected to generate revenue in 2025 onwards, the Company will mainly rent to outside customers and there will be no more connected transaction with Taechaubol Group.

### Other connected transactions

- The sale of Bonsai restaurant to Hi-Active Consultant Co.,Ltd. ("HAC"), of which Mr. Chotiwit Taechaubol is the major shareholder (son of Mr. Apichai Taechaubol), had the amount of Bt. 12 million. There still be unpaid amount of Bt. 3.06 million which is expected to be paid to the Company in the 1st quarter of 2023. In addition, the buyer (HAC) sold the Bonsai restaurant to a third party and the name of the restaurant was changed.
- The unpaid amount of Bt. 6.58 million from the purchase of right to operate Burger & Lobster restaurant, Siam Paragon Branch with Lobster Power Co.,Ltd. ("LP") whereby JCKD hold 49% and Mr. Akarawin Taechaubol holds 51% (via Akara Foods Co.,Ltd.) in LP. This amount is the fee for opening new branch set from the cost as stipulated in the Master Agreement with the owner of the right and does not gave any gain from the fee.
- The loan from Mr. Apichai Taechaubol amounting Bt. 0.28 million. He lent the Company as a short-term loan at the interest rate of 3.50% p.a. This type of transaction may occur again in the future when the Company needs cash flow for working capital.

The Independent Financial Advisor has the opinion that the Company have complied with policies, procedures, and approval process of entering into the connected transactions as required by the SET and the SEC in order to prevent conflicts of interest in the connected transactions of the Company, subsidiaries, associated companies, relevant companies and/or persons who may have conflicts. However, if in the future, the Applicant and the Company have more connected transactions, the Applicant and the Company still have an obligation to comply with policies and procedures of entering into the connected transactions which must be in accordance with good corporate governance policy. The Audit Committee shall be responsible for considering the entering into the connected transactions.

## (3) The Conflict of Interest

The Independent Financial Advisor has the opinion as follows:

### (a) Between the Company and the Applicant

#### Office building for rent business

After the Applicant transfer the assets which are land and office building to the Company, the Applicant will no longer have office building and there will be no competition between the company and no conflict of interest.

#### Hotel Business

The hotel business of the Company that is expected to start operation is the hotel of its subsidiary, CPT in Chiangrai Province. (Hotel business of ASP is still not clear in the direction and have issues with a bank, please see more details in Clause 1.3 of this report). As hotels of the Applicant are located in Bangkok, they locate in different location and have different customer groups. Therefore, hotel business has no competition between the company and no conflict of interest.

Development and sale of residential condominium business

It is the business of the Applicant and the Company does not have intention to operate that type of business. Therefore, there is no conflict of interest.

Trading properties

It is the business of the Applicant and the person under Section 258 of the Applicant. The Company does not have intention to operate that type of business. Therefore, there is no conflict of interest.

In summary, the Independent Financial Advisor has the opinion that the said businesses do not compete each other and there is no conflict of interest.

(b) Between the Company and other related companies

The business operation of Burger & Lobster restaurant

The Company, LP and B&L has an agreement to find conclusion of the restaurant business of Burger & Lobster. In 2022, there is an amendment of the Master Agreement that the Company will have right to develop Burger & Lobster Branch No. 2, branch No. 3 and new branch in the future in line with the existing right with LP. The Company is able to deal directly to B&L, the owner of the right, not to via LP any more. As LP has only one branch and LP cannot expand new branch, the Independent Financial Advisor has opinion that conflict of interest is expected to be limited and will reduce when the Company has more branches and unlikely to have a significant impact when compared to total revenues of the Company.

The office for rent between the Company and JCK

The office for rent is one of business that JCK is currently operating. Mr. Apichai Taechaubol and Ms. Chalida Taechaubol holds shares of JCK in total of 19.74% of total paid-up capital. Mr. Apichai Taechaubol is the Chairman of the Board of Director and Chairman of the Executive Committee of JCK but not being the controlling person as he is the only one member as director of total 9 directors.

JCK has 2 office buildings which are SG Tower 1 and the Millenia Tower located on Ratchadamri Road and Langsuan Road. They are large buildings with rental areas of each building approximately 13,000 – 15,000 sq.m. with rental fee in the range of Bt. 650 – 700 per sq.m. per month. If compared with the acquired asset, the office building on Narathiwat Rajanakarin Road, it has rental area of approximately 3,014 sq.m. and the new office building to be constructed of 5,925 sq.m. with rental fee in the range of Bt. 400 – 530 per sq.m. per month.

Therefore, the said office buildings have different customer groups as locating in different locations and have different range of rental fee. In addition, in the center of Bangkok, there are a number of office buildings for rent. The real competition would be from the outside customers over the competition between the company. The Independent Financial Advisor has the opinion that the business of office building between the Company and JCK does not compete each other and there is no conflict of interest.

(c) Potential Conflict of Interest of business in the future

The Independent Financial Advisor has the opinion that the Company and the Applicant has clearly set the guideline of business operation in the future. JCKD and the Applicant will give the Company the first right to invest in such project. Where necessary, JCKD and the Company may consider making a joint venture in the project including the case that the Company, the Applicant and the person under Section 258 may consider to transfer or be transferred business among the company. It is subject yet to the investment conditions and/or the financial capability or limitation of each party while making the investment, taking into account the best interests of the Company's shareholders. The decision on any such investment that may create a conflict of interest between the Company and the Applicant will rest with the Company's non-interested Board of Directors including audit committee to consider and take care of the benefit of investment. The decision of connected transaction will be in accordance with the rules and regulations of the SEC and the SET.



## (4) Potential impact to shareholders on Control Dilution, Earnings Dilution, and Price Dilution

Impact	Control Dilution	Price Dilution	Earnings Dilution
New shares are allocated to the Applicant by Private Placement	37.78%	No impact as selling price is higher than market price	Control Dilution equal to 37.78%

Existing shareholders will be effected on the dilution effect of 37.78% only. When the Applicant and the Person under Section 258 has a significant increase in total shareholding or the shareholding exceeding 25% but not over 50% of total votes of the Company. The Applicant and Mr. Apichai Taechaubol is able to block vote of the key agenda that needs the affirmative votes of at least three-fourths of the total votes of the shareholders who attend the meeting and are eligible to vote such as the capital increase, the capital decrease, the waiver for Whitewash, the acquisition or disposition of assets, the connected transaction and the debenture issuance.

## (5) Risks involved with Failure to Obtain Approval for the waiver for Whitewash

In case the Applicant could not get approval for Whitewash or the Shareholders' Meeting does not approve the Whitewash, the Company will not be able to seek fund as planned as the Company issue new shares as key source of fund for the exchange of assets and pay the remaining in cash. Therefore, the Company has to cancel the transaction of acquisition of assets which are land and office building as the Company does not have other source of fund to pay for the assets. However, the Company still rents areas from JCKD as usual.

However, the Company still raise fund via Rights Offering and allocate warrants to shareholders who exercise their rights. Existing shareholders can subscribe new shares by their proportion and in case there are shares left from the subscription, shareholders can subscribe shares over their rights and the remaining shares can be allocated to specific investors under Private Placement. The Company has an intention to reserve cash for working capital and it still generates key revenues from restaurant business as usual.

## (6) The Appropriateness of the Valuation of Shares Proposed to the Applicant

Regarding the appropriateness of the valuation, the Independent Financial Advisor has evaluated 6 approaches as summarized in the table below:

Valuation Approach	The Company value		Selling price (Baht/share)	Selling price is higher (lower than) the appraised price. (Baht per share/%)	Appropriateness of valuation approach
	(Bt. million)	(Baht/share)			
1. Book Value Approach	178.08	0.07	0.17	0.10 / 157.29%	Not Appropriate
2. Adjusted Book Value Approach	188.51	0.07	0.17	0.10 / 140.22%	Not Appropriate
3. P/BV Ratio Approach	593.73 – 652.28	0.22 – 0.24	0.17	(0.07) - (0.05) / (30.58%)-(23.73%)	Not Appropriate
4. P/E Ratio Approach	Cannot evaluate				
5. Market Value Approach	347.55 – 349.01	0.130 – 0.131	0.17	0.039 - 0.040 / 29.75%-30.29%	Appropriate
6. Discounted Cash Flow Approach	(242.04) - (190.82)	(0.091) – (0.072)	0.17	0.242 - 0.261 /	Not Appropriate

Note: Par value of Bt. 0.25 per share

When considering the appropriateness of the selling price of shares at Bt. 0.17 per share to the Applicant, the Independent Financial Advisor has opinion that the fair price of the Company should be based on the market price as an appropriate valuation. Shares of the Company are traded with high liquidity and market price is the mechanism set by demand and supply of investors to the Company's shares. It can reflect valuation of share at certain period of time, fundamental factor and demand from investors expecting to see capacity and growth of the Company in the future. Therefore, the market price can be used to reflect the value or intrinsic value of the Company's shares.

The market price is calculated by the weighted average of share price traded on the SET for 15 working days (during December 22, 2022 – January 12, 2023) prior to the date of the Board of Director's meeting to propose agenda to the shareholders' meeting. The price range is between Bt.

0.130 – 0.131 per share. When compared with the offering price of Bt. 0.17 per share, the Board of Director has clearly set the price which refers to the weighted averaged of share price traded on the SET during the past 6 months from July 1, 2022 to December 31, 2022 (Source: SETSMART). The offering price is Bt. 0.039 – 0.040 per share higher than the market price or accounting for 29.75% - 3029% of the market price. **Therefore, the offering price of Bt. 0.17 per share is appropriate.**

Regarding the agenda to be considered by shareholders which are Agenda 6.2: To consider and approve the allocation of the newly issued ordinary share to offer to a private placement and Agenda 7: To consider and approve the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash), shareholders can study Part 1 of this report. The Independent Financial Advisor is of opinion that the allocation of the newly issued ordinary share to offer to a private placement and the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash) is reasonable as mentioned above. The price and conditions of the transaction are fair whereby the Company and shareholders will get benefits from the transaction.

The Board of Director of the Company has considered that the issuance and allocation of shares by Private Placement to JCKD as part of the payment of assets, the transaction is done with the company with financial strength. The number of shares of the offering price are definitely determined resulting the Company to receive fund with certainty and to schedule the time to receive fund in time. The issuance of shares by Private Placement also helps reduce burden to existing shareholders. The Company will have JCKD as its strategic partner. JCKD's executives and team of staff have had the knowledge, capability and experience in the office space rental and services business, which could bolster the Company's entry into this business. The offering price of Bt. 0.17 per share is higher than the market price, which is the weighted averaged of share price traded on the SET during the past 6 months from July 1, 2022 to December 31, 2022 and could help reduce the impact of control dilution. In addition, the deal with connected transaction does not have significant impact on policy and management. Thus, the Board of Director considered and approved the allocation of the newly issued ordinary share to offer to a private placement and the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash)

**In conclusion, shareholders should vote to approve Agenda 6.2: To consider and approve the allocation of the newly issued ordinary share to offer to a private placement and Agenda 7: To consider and approve the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash).**

## 2. The Details of Acquired Assets and Valuation

### 2.1 Characteristics and Details of Assets

Detail of assets can be summarized as follows:

Assets	<p>Asset 1: Vacant land title deed no. 2184 being used as parking lot to facilitate the tenant with area of 3 ngan 65.3 sq.wah (365.3 sq.wah), worth Bt. 206.98 million.</p> <p>Asset 2: Land title Deed no. 2185 with a 6-storey office building, deck and 1 basement under the name "TFD Building" with area of 2 ngan 87.7 sq.wah (287.7 sq.wah), worth Bt. 243.02 million.</p> <p><b>Total area of 1-2-53 rai or 653 sq.wah.</b></p> <p>In this regard, JCKD intends to sell such assets through an inseparable one-off transaction.</p>
Asset Location	18, Soi Sathorn 11 Intersection 9, Narathiwat Ratchanakarin Road, Yannawa Sub district, Sathorn District, Bangkok.
Detail of building and structures	a 6-storey office building with a basement and a deck. It is steel-reinforced concrete building with 5,460 square meter of total usable area. The building has been constructed for 6 years with solid condition.
Entrance and Exit	<ul style="list-style-type: none"> <li>- Cars can travel in and out from side of Narathiwat Ratchanakarin Road, and allowed to be used as a public way</li> <li>- Cars can also travel within land's road, with the right to use the road as a servitude, it is allowed among the users within the same group of company and authorized state properties</li> <li>- Soi Sathorn 11 Intersection 9, starting from Sathorn Road to the assets, cars can travel in and out with right to use it as a public way.</li> </ul> <p>The location assets is approximately 230 meters from Narathiwat Ratchanakarin Road and road in front of the building is 10 meter wide.</p>
Ownership	JC Kevin Development Company Limited
Obligation	Mortgage as collateral with Bank of Ayudhya Public Company Limited
Town Planning	Brown Area (Yor.10-11) Highly dense residential area
Optimal purpose	Commercially development as offices and residences
Tenants and users	Currently, there are 2 tenants: the Company rents an area of 997.56 square meters at a rate of Bt.400 per month and JCK rents an area of 1,695.44 square meters at a rate of Bt.530 per month. The lease term is 3 years with JCKD using approximately 320 square meters of office space.

Detail of current tenants and area used by owner within current office building.

Tenants	Rental Area (sq.m.)	Lease Terms	Rental and Service Rate (Bt./sq.m./month)	Total Monthly rental and service (Baht)	Security Deposit (Baht)
1.JCK Hospitality PCL.	997.56	January 1, 2022 – Dec 31, 2024	400.00	399,024.00	1,573,998.00
2.JCK International PCL.	1,695.44	Sep 1, 2022 – Aug 31, 2025	530.00	898,583.20	5,391,499.20
3. JC Kevin Development Co., Ltd. <sup>1/</sup>	321.00	-	-	-	-
Total	3,014.00			1,297,607.20	6,965,497.20

Note: 1/ JCKD is currently the owner of office building and use some area as its office. After the transfer of asset, it is expected that JCKD will pay for rental fee equal the rate charged to JCK, which is Bt. 530 per sq.m. per month.

### 2.2 Valuation of assets by the Independent appraisers

The Company has appointed 2 independent appraisers which are Southeast Asia International Company Limited. ("South-East Co") and Thai Property Appraisal Lynn Phillips Company Limited. ("Thai Appraisal Co") to compare the appraisal prices, and use as information for decision making on the transaction. CapAd has considered the Market Approach and Cost Approach as reference to determine the value of assets as the appropriate approaches as market price is generally used as reference for sales and purchase and the comparative appraised value is shown as follows:

Asset (Unit: Million Baht)	Appraised Value by Market Approach and Cost Approach (1)		Transaction Value (2)	Discrepancy between the Appraised Value and Transaction Value (2) – (1)	
	South-East Co	Thai Appraisal Co		South-East Co	Thai Appraisal Co
Title Deed no. 2184 <sup>1/</sup>	230.14	255.71	206.98	Bt. (23.16) million (21.17%)	Bt. (48.73) million (19.06%)
Title Deed no. 2185 <sup>1/</sup>	181.25	201.39	163.02	Bt. (18.23) million (10.06%)	Bt. (38.37) million (19.05%)
Office building <sup>2/</sup>	110.00	112.00	80.00	Bt. (30.00) million (27.27%)	Bt. (32.00) million (28.57%)
<b>Total</b>	<b>521.39</b>	<b>569.10</b>	<b>450.00</b>	<b>Bt. (71.39) million (13.69%)</b>	<b>Bt. (119.10) million (20.93%)</b>

Note: 1/ Valued by Market Approach on Land valuation

2/ Valued by Cost Approach on Building valuation

The actual agreed price may be lower than the appraised value mentioned above depending on the bargain between the seller and the buyer. The agreed price for this transaction is equal to Bt. 450.00 million, which is lower than the appraised value during Bt. (119.10) million – Bt. (71.39) million or from (13.69%) to (20.93%). As the transaction value is lower than the appraised value, the transaction price is appropriate.

The two appraisers have also done Income Approach, but the appraisal has the valuation of existing office building only, not taken into account the new office building project on land deed no. 2184, which will be under construction, so it does not reflect the overall ability to generate income and profits of all acquisition assets. Therefore, the Income Approach cannot be referred.

### 2.3 The consideration of financial viability of existing office building and office building development

Existing office building has customers under Taechaubol Group. The Company has plan to build a new office building on the adjacent vacant land, title deed no. 2184, which is expected to be completed in 2024 and will generate revenues in 2025 onwards to external customers. CapAd therefore has prepared a projection of the performance of the existing office building and the new office building in order to see the overall picture and the ability to generate revenue and profits of all assets acquired with a plan of construction and operation of new office project as follows:

Title	Details
Project	An office building to be constructed on land title deed no. 2184 to rent space to external customers.
Design and Construction Period	From 2023 - 2024
Characteristics of the building	Reinforced concrete building, approximately 6 stories high with parking.
Approximate usable areas	9,006 square meters
Approximate rental areas	5,924.82 square meters (about 65.79 percent of usable area)
Period of operation	Within the year 2025
Building construction value	Approximately Bt. 209.24 million.
Source of funds	Loans from financial institutions approximately Bt. 209.24 million by using land and office building as collateral.

According to the projection of existing office building and new office building, the net present value of cash flow after deducting the investment value of the new office building and the transaction value of Bt. 450 million are as follows:

Sensitivity Analysis	Unit	Discount Rate (Per annum)		
		WACC + 0.25%	WACC-Base case	WACC - 0.25%
NPV of existing and new office buildings	Bt. million	(37.22)	(12.91)	13.28

Based on the sensitivity analysis by changing the discount rate, the present value of the net cash flows of the existing and new office building is in the range between Bt. (37.22) –13.28 million. Therefore, CapAd views that the value of the transaction at Bt. 450 million is not an appropriate price. This is because the value of the transaction is higher than the net present value of cash flows from

both buildings and causes the net present value of negative cash flows in both the base case and the case that has WACC + 0.25%.

Considering the overall of the valuation when comparing the transaction value with the appraised value by the appraisers, the transaction price is lower than the appraised value during Bt. (119.10) million – Bt. (71.39) million or from (13.69%) to (20.93%). Thus, the transaction price is appropriate. When considering the present value of the net cash flows of the existing and new office building, it is in the range between Bt. (37.22) –13.28 million. The Independent Financial Advisor emphasize the ability to generate revenues and profit which is the main objective of the transaction. **Therefore, the Independent Financial Advisor views that the value of the transaction at Bt. 450 million is not an appropriate price.**

### **3. Summary of the Independent Financial Advisor's Opinion Regarding the Reasonableness of the Transaction**

The issuance of shares to JCKD who is the Applicant is part of the payment of land and office building, which is the connected transaction. The capital increase could help the Company to have sufficient fund for the acquisition of land and office building. Currently, the Company has rented some areas used as the main office and it can save rental office expenses and will generate more revenue from rental and service revenue from the existing office building, which has companies under Taechaubol Group as major customers.

In addition, the Company has a plan to construct new office building on a vacant land next to the existing office building mainly for outside customers. The Company expects to start generating revenue in 2025 onwards and will also receive rental and service revenue as additional source of revenues with a continued and recurring revenue for its business operation and reduce volatility in revenue. The acquisition of assets is the investment with good potential, located in the center of city, close to the center of business and the land price has potential to increase in the future.

The acquisition of assets and connected transaction has advantages, disadvantages and risks as follows:

#### **Advantages of the transaction**

(1) The Company can save rental and service expenses and have additional revenue from rental and service revenue

Currently, the Company paid rental and service expenses for Bt. 4.79 million per year. After the completion of the transaction, the Company will be the owner of assets which are land and office building. The Company is able to save rental office expenses and will generate more revenue from rental and service revenue from the existing office building from companies under Taechaubol Group, JCK and JCKD. The Company will also receive rental and service revenue from outside customers from the new office building to be constructed on the vacant land next to the existing office building, expected to start generating revenue in 2025 onwards. The Company will have more source of revenues as a continued and recurring revenue for its business operation. The Company still generate key revenues from restaurant business with no significant change in revenue structure.

(2) It is long-term investment

The land and office building is located in the center of the city, which is the residential and commercial area on Narathiwrajnarakarin Road. It is close to the center of business within 1 – 2 kilometers from Sathorn Road and Silom Road. Most of this areas have been developed to commercial buildings, condominium, hotel buildings and residences, therefore, the land price is likely to jump up every year. The CBD area (Central Business District) may move to area around Sathorn Road, Praram 4 Road and also Narathiwrajnarakarin Road, which still has large pieces of land that can be highly developed, resulting in surrounding areas to have chance for the price to jump up, too.

(3) The Company can use these assets as collateral of loan

The Company could bring land and office building as collateral of loan with financial institutions with the intention to be used for the construction of new office building and facility of working capital in order to have sufficient source of fund for business and future expansion.

(4) There is no significant change in the Company's management

The transaction by allocating 1,617,531,400 shares of the Company, JCKD will become major shareholders at 37.78% of total paid-up capital. Mr. Apichai Taechaubol is currently the major shareholder of the Company and if including all shareholding of JCKD, Mr. Apichai Taechaubol and interested persons who are sons of Mr. Apichai Taechaubol, total shareholding will be 46.09% of total paid-up capital. In addition, Mr. Chotiwiit Taechaubol and Mr. Athawit Taechaubol (sons of Mr. Apichai Taechaubol) including Mr. Apichai taechaubol are directors and management of the Company before the transaction is made. They have already in position to set policies and trend of business, therefore, no significant changes of management structure will be made.

(5) The Capital Increase by Private Placement and Rights Offering could reduce D/Eq ratio

Referring to the consolidated financial statements as of September 30, 2022, Shareholders' equity was Bt. 104.12 million and there was subsequent capital increase until January 12, 2023, which was the date before the date of the Board of Director's meeting, resulting in the Shareholders' equity equal to Bt. 256.23 million (Please see more detail in clause 1.3.1 of this report). And if including the shares by Private Placement and Rights Offering, the amount of capital increase will be in total of Bt. 660.30 million (274.98 + 385.32), resulting in D/Eq lowering from 11.12 times as of September 30, 2022 to 1.38 times after these capital increase through Private Placement and Rights Offering. (However, such forecasts do not include the impact or other factors that may occur from the future performance.)

Although the Company borrows loan from financial institution for the development of new office building of Bt. 209.24 million, D/Eq ratio will increase to 1.63 times only. In case of interest expenses, it is expected to be close to interest rate of existing long-term loan at 4.42% per annum. Therefore, interest expenses would not be over Bt. 10 million per year if calculating from total amount of loan, whereby the Company is able to make payment of interest expenses based on the projection of new office building.

**Disadvantages of the transaction**

(1) Shareholders will be affected by control dilution

As the Company will issue 1,617,531,400 shares to JCKD by Private Placement, shareholders will be affected by the control dilution of 37.78% but price dilution will not be affected as the Company is selling at Bt. 0.17 per share, which is a higher than the market price. The market price is calculated from the weighted average price of the Company's shares for 15 consecutive trading days before the date of Board of Directors' Meeting of the Company, or from December 22, 2022 – January 12, 2023, which was equal to Bt. 0.13 per share.

**Advantages of not entering into the transaction**

(1) The Company is able to invest in other projects

The Company may raise fund to invest in other business or projects which may generate more revenues or return than the current transaction. However, the Company currently does not have any plan or clear decision to invest in any project.

**Disadvantages of not entering into the transaction**

(1) The Company still faces financial risk and lose opportunity to generate recurring revenue

In case the Company does not enter into the transaction, the Company will have low capital base and Shareholders' equity due to continued losses from operation, which causes high Debt to equity ratio and financial risk. The Company will also lose opportunity to generate rental and service revenues from office building which is recurring and will be another additional revenue.

**Risk of the Transaction**

(1) Risk from creditors objecting to the capital reduction

In order to complete the transaction, there are several process to be done or need approval, for example, to comply with the conditions in Sale and Purchase Agreement for Land with Constructions, to ask for approval for Whitewash and allocation of shares by Private Placement from the SEC and to ask for approval from the shareholders' meeting with a vote of not less than three-fourths of total votes of the shareholders who attend the meeting and are entitled to vote.

(2) Risk from not receiving sufficient amount for the transaction

The acquisition of assets has a total value of Bt. 450 million. The Company will allocate 1,617,531,400 shares by Private Placement at the offering price of Bt. 0.17 per share or totaling Bt. 274.98 million and the remaining amount of Bt. 175.02 million will come from the capital increase by Rights Offering. After the completion of transaction, JCKD will have right to subscribe new shares under Rights Offering. If including shares held by JCKD and Mr. Apichai Taechaubol, the shareholding portion will be 44.24% of total issued shares after Private Placement.

The Company will have Rights Offering at the ratio of 1 existing share to 3 new shares at Bt. 0.03 per share or totaling Bt. 385.32 million (if exercised by all shareholders). The amount that JCKD and Mr. Apichai Taechaubol will subscribe in Rights Offering will be Bt. 385.32 million \* 44.24% equal to Bt. 170.47 million. Therefore, the Company will have a total amount of Bt. 445.45 million (274.98 from Private Placement+ Bt. 170.47 million from Rights Offering), which is Bt. 4.55 million (450 – 445.45) slightly lower than the amount of transaction size at Bt. 450 million.

Most of source of fund for the acquisition of assets comes from JCKD and Mr. Apichai Taechaubol for Bt. 445.45 million, whereby the Company and minor shareholders do not lose benefit or have to inject new money. Regarding the remaining of Bt. 4.55 million, the Company may consider using internal cash flow of the Company and/or additional borrowings from financial institutions and/or issuance of the remaining convertible debentures No. 2. The Company will take into account the appropriate financial structure and the best interests of the company and its shareholders. Therefore, the Company will have low risk in securing source of fund.

(3) Risk from operating the project

The acquisition of assets is land and office building with an objective to save the Company's rental and service expenses and the Company could generate revenues from renting areas to JCK and JCKD which are companies under Taechaubol Group. In addition, the Company has a plan to construct new office building on a vacant land next to the existing office building in order to have additional recurring revenue. Thus, the Company will set up new team to support the new project.

However, in case the performance is not as expected, JCKD, as its major shareholder in the future, specialized in the business of property development and office for rent, could help the Company to develop and do marketing.

(4) Risk from borrowing loan for the development of new office building

Currently, the Company has not yet asked for loan for the development of new office building of Bt. 209.24 million, thus the Company may have risk of asking loan from financial institution. However, the Company will use the acquired assets, which are land and building (existing office building), as collateral for loan. It is expected to have low risk as the transaction value is Bt. 450 million and the appraised value of assets by the independent appraisers were in the range of Bt. 521.39 – 569.10 million, which is much higher than the said loan amount.

After considering the objectives and necessity of the transaction including advantages, disadvantages and risk of the transaction, the Independent Financial Advisor has opinion that the acquisition of assets and connected transaction is appropriate.

Consideration of the appropriateness of the price of Agenda 3: To consider and approve entering into the acquisition of asset and connected transaction

When considering the Agenda 3: To consider and approve entering into the acquisition of asset and connected transaction, which is to purchase land and office building totaling Bt. 657.14 million comprising land and office building of Bt. 450 million<sup>1</sup> and investment for the construction of new office building totaling Bt. 207.14 million, the explanation already covers Part 2 and Part 3 of this report. The Independent Financial Advisor is of opinion that the acquisition of assets and connected transaction is appropriate as mentioned above. However, when considering the appropriateness of the transaction price, the present value of the net cash flows of the existing and new office building is in the range between Bt. (37.22) –13.28 million. Therefore, the Independent Financial Advisor views that the price of the transaction in the Agenda 3 is not an appropriate price.

**The Consideration of the appropriateness of the Agenda 3 and Agenda 6.2 is connected and conditional**

As the Agenda 3 and the Agenda 6.2 is connected and conditional, if one of such agenda is not approved by the shareholders' meeting, any agenda which is connected and conditional to each other which has been approved prior shall be canceled. Therefore, the Independent Financial Advisor has to consider the price of the transaction in the Agenda 3 together with the benefit from the offering of shares in the Agenda 6.2

The consideration of the appropriateness of price in the Agenda 6.2: To consider and approve the allocation of the newly issued ordinary share to offer to a private placement, which is connected transaction

The Company will pay the acquired assets with the capital increase of 1,617,531,400 shares by Private Placement to JCKD at Bt. 0.17 per share (totaling Bt. 274.98 million). The offering price has been set for 6 months prior to the transaction date and it was higher than the current market price. The Board of Director has clearly set the offering price by referring to the weighted average price of shares traded on the SET 6 months retrospective, starting from July 1, 2022 to December 31, 2022. (Source: SETSMART)

And when comparing the offering price with the fair price based on the market value approach appraised by the Independent Financial Advisor (Please see Clause 1.3.5 of this report), which is an appropriate approach for this transaction. This approach is the calculation of the share value at the weighted average market price of the Company's shares in the past 7 - 15 business days, between December 22, 2022 – January 12, 2023, before the Board of Directors' meeting (January 13, 2023). The stock price is in the range between Bt. 0.130 – 0.131 per share. In this regard, the Independent Financial Advisor determines the market value of shares as an average price of Bt. 0.13 per share from the range of such stock prices. As a result, the offering price of such shares is higher than the average market price by Bt. 0.04 per share or 30.77% higher than the average market price.

The Board of Directors of the Company did not offer shares to JCKD at the market price, but sold the shares at a price that was considerably higher than the market price, helping the Company not to issue too many shares in order to reduce the impact on the Company's shareholders, and resulting in the Premium of Private Placement Price over Fair Value as follows:

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<sup>1</sup> The acquisition of assets from JCKD of Bt. 450.00 million is based on negotiation between the Company and JCKD. Being compared to its fair price assessed by independent assets appraisers between Bt. 521.39 - 569.10 million, the said consideration has a discount on the fair price of Bt. 71.39 – 119.10 or a discount of 13.69% – 20.93% from the fair price. Besides, in order to minimize the dependency on sources of fund from minority shareholders, the Board of Director, then, negotiate to split the payment into 2 tranches: (1) by issuance of shares via Private Placement to JCKD of 1,617,531,400 shares at the offering price of Bt. 0.17 per share, totaling of Bt. 274.98 million as a part of consideration and (2) the remaining consideration of Bt. 175.02 million shall be paid by proceeds from issuance of shares via Rights Offering. The Company shall offer 12,843,894,555 shares to its existing shareholders at Bt. 0.03 per share by means of Rights Offering or totaling Bt. 385.32 million. From the exercise of such rights by JCKD and Mr. Apichai Taechaubol (Person under Section 258 of JCK) to maintain their existing combined shareholding proportion of around 44.24% of the Company's paid-up capital after the share offering through Private Placement, the Company will receive a total amount of Bt. 170.46 million, leaving a shortfall of only Bt. 4.56 million which must be obtained from other shareholders. (Source: The Company's information memorandum)



Number of shares issued for Private Placement (1)	Offering price (Baht per share)	Market price (Baht per share)	Stock price difference (Baht per share) (2)	Premium of Private Placement Price over Fair Value (Bt.million) (1) x (2)
1,617,531,400	0.17	0.13	0.04	64.70

Note: The value of Bt. 64.70 million is the benefit from the share allocation by Private Placement according to the Agenda 6.2

The Independent Financial Advisor has opinion that the price of the transaction according to the Agenda 6.2 is appropriate.

**The Consideration of the appropriateness of price of transaction of the Agenda 3 and Agenda 6.2 is connected and conditional**

The Board of Directors has resolved to enter into an asset acquisition transaction (the Agenda 3) with partial payment by Private Placement (the Agenda 6.2). As the Agenda 3 and the agenda 6.2 is connected and conditional as mentioned above

The consideration of the Agenda 3, the present value of net cash flow after deducting the investment in construction of new office building and transaction value will be in the range between Bt. (37.22) – 13.28 million as calculated in Part 2 of this report. But the consideration of the Agenda 6.2 has Premium of Private Placement over Fair Value of Bt. 64.70 million. When considering the Agenda 3 together with the Agenda 6.2, the Company will receive a net benefit from the investment in the range between **Bt. 27.48 - 77.98 million**. Therefore, the Independent Financial Advisor has the opinion that the price of the transaction in the Agenda 3 and the Agenda 6.2 are **reasonable**.

The Board of Director of the Company has considered that the transaction is reasonable and beneficial to the Company and its shareholders. The total value of consideration for the purchase of assets from JCKD of not exceeding Bt. 450.00 million is not higher than the fair value appraised by two independent appraisers, whereas the value of the additional investment of not exceeding Bt. 207.14 million is the construction cost that is comparable with the construction cost appraised by the two independent appraisers. The Company can utilize and create benefits from such land and office building. By comparing the benefits to the Company and the reasonableness of such transaction with the transaction executed with a non-connected person, the conditions for the transaction are similar to those of the transaction that is executed on an arm's-length basis and there is no transfer of benefits between the Company and the persons who may have a conflict of interest. The terms of conditions are set out according to the normal sale and purchase practices. Therefore, the Board of Directors resolved to grant approval for the Company to enter into the transaction with JCKD and propose such matter to the shareholders' meeting for approval.

The Board of director has considered the report of the Independent Financial Advisor that although the present value of the net cash flows of the existing and new office building is in the range between Bt. (37.22) –13.28 million and the base case at Bt. (12.91) million, if considering the offering price by Private Placement to JCKD of 1,617,531,400 shares at Bt. 0.17 per share, it is higher than the fair price valued by the Independent Financial Advisor in the range of Bt. 0.130 – 0.131 per share or approximately Bt. 0.13 per share. The offering price is Bt. 0.04 per share higher or the Premium of Private Placement Price over Fair Price can be calculated at Bt. 64.70 million. This amount can be offset with the present value of cash flow of the existing and new office building. And when calculated together, the Company will receive a net benefit from the investment in the range between **Bt. 27.48 - 77.98 million**. Therefore, the value of this transaction is **reasonable**.

**In conclusion, shareholders should vote to approve Agenda 3: To consider and approve entering into the acquisition of asset and connected transaction and the Agenda 6.2: To consider and approve the allocation of the newly issued ordinary share to offer to a private placement, which is connected transaction.**

Shareholders can study and consider the information and opinions on various issues. The final decision is at the discretion of each shareholder. Thus, CapAd as the Independent Financial Advisor hereby certifies that the above opinions have been carefully considered in accordance with professional standards by taking into account the interests of shareholders as important.

Details with opinion of the Independent Financial Advisor are as follows:

**Part 1: The Request for Waiver from Mandatory Tender Offer by using the Resolutions of the Shareholders' Meeting (Whitewash) and Share Allocation by Private Placement to Connected Person****1.1 Characteristics and Details of the Transaction**

The Board of Directors meeting of JCK Hospitality Public Company Limited ("the Company") No. 2/2023 on January 13, 2023 passed a resolution approving to propose the Extraordinary General Meeting of Shareholders to consider and approve the purchase of land and office building at a total value of not exceeding Bt. 657.14 million, which shall be divided into as follows:

- (1) The purchase of land and office building located on Soi Sathon 11 Yaek 9, Narathiwat Ratchanakarin Road, Yannawa Sub-district, Sathon District, Bangkok, with a total land area of 1 rai 2 ngan 53 square wah or equal to 653 square wah from JC Kevin Development Co., Ltd. ("JCKD"), which is a connected person of the Company, consisting of
  - (a) A plot of land of 2 ngan 87.7 square wah or equal to 287.7 square wah with title deed no. 2185, worth Bt. 163.02 million with a six-storied office building with one underground floor and a roof deck, having a total usable area of 5,460 square meters, worth Bt. 80.00 million, making up a total value of Bt. 243.02 million. The office building is mainly occupied by companies under Taechaubol Group.
  - (b) A plot of vacant land of 3 ngan 65.3 square wah or equal to 365.3 square wah, worth Bt. 206.98 million with title deed no. 2184.

The two pieces of land are attached and total value of (a) and (b) will not exceed Bt. 450.00 million, which is the agreed price between the Company and JCKD whereby JCKD intends to sell such assets through an inseparable one-off transaction.

- (2) After the transaction, the Company will have vacant land. There is a plan to use the aforementioned land to develop into a 6-storey office building with 1 basement floor as parking for approximately 27 cars and a roof deck with a usable area of approximately 5,924.82 square meters with the purpose of allowing outside companies to rent to use as an office location. The construction is expected to be completed in 2024. In this regard, the Company has to procure an additional investment of not more than Bt. 207.14 million to fund the complete development of the said office building. The building is located on Narathiwat Ratchanakarin Road, close to Sathorn Road and Silom Road which is the center of business and office buildings.

The Company will pay for the consideration for the transaction of not exceeding Bt. 657.14 million as follows:

- (1) Payment for the consideration for the purchase of assets from JCKD of not exceeding Bt. 450.00 million in two tranches as follows:
  - (a) Payment by issuance of new shares for offering through Private Placement to JCKD in the amount of not more than 1,617,531,400 shares (par value of Bt. 0.25 per share) at the offering price of Bt. 0.17 per share, totaling Bt. 274,980,338.00 (or approximately Bt. 274.98 million), as part of the consideration for the purchase of assets from JCKD or equivalent to 61.11% of the total consideration. The objective of setting offering price at higher than the market price at Bt. 0.13 per share is to reduce price & control dilution to existing shareholders.

After the transaction with the consideration to be partially paid to JCKD in form of the Company's shares, JCKD will then hold 1,617,531,400 shares in the Company, representing 37.78% of the Company's issued and paid-up capital, and, if including shares of Mr. Apichai Taechaubol, the related person under Section 258 of JCKD, will hold an aggregate of 1,894,004,184 shares, representing 44.24% of the Company's issued and paid-up capital (after the paid-up capital increase following the issuance of new shares on this occasion). As a result, JCKD is required to make a tender offer for all securities of the Company. Nonetheless, JCKD intends to apply for a waiver of the requirement to make a tender offer for all securities by virtue of the resolution of the shareholders' meeting of the Company (Whitewash), and will seek approval from the Company's shareholders on the same occasion as the request for approval of the transaction and the issuance and offering of new shares through Private Placement to JCKD, and

- (b) Payment of the remaining Bt. 175.02 million in cash, whereby the Company will issue its new ordinary shares for rights offering to its existing shareholders in the amount of not exceeding 12,843,894,555 shares (par value of Bt. 0.25 per share) at the offering price of Bt. 0.03 per share, totaling Bt. 385,316,836.65 (or approximately Bt. 385.32 million). The Rights Offering accounts for 75% of total paid-up capital after Private Placement and Rights Offering.

Referring to the mentioned capital increase, the Shareholders' Equities will increase from Bt. 178.08 million to Bt. 453.06 million after the share allocation by Private Placement, and after the Rights Offering the Shareholders' Equities will increase to Bt. 838.37 million (Excluding the impact or other factors from future performance). The details are shown as follows:

Shareholders' equity (Unit : Million Baht)	As of Sep 30, 2022	Adjustment with conversion of CD and PP-General Mandate	Shareholder s' equity before PP	Share Allocation by PP	Shareholders' equity after PP	Share Allocation by RO <sup>3/</sup>	Shareholders' equity after RO
Paid-up capital	513.83	152.11	665.94 <sup>1/</sup>	404.38	1,070.32	3,210.97	4,281.30
Premium ( Discount) of share <sup>2/</sup>	587.48	(78.15)	509.33	(129.40)	379.92	(2,825.66)	(2,445.73)
Retained earnings	(1,220.03)	-	(1,220.03)	-	(1,220.03)	-	(1,220.03)
Other components of Shareholders' equity	222.84	-	222.84	-	222.84	-	222.84
<b>Total Shareholders' equity</b>	<b>104.12</b>	<b>73.96</b>	<b>178.08</b>	<b>274.98</b>	<b>453.06</b>	<b>385.32</b>	<b>838.37</b>

Note:

1/ Shareholder list from the register book closing January 27, 2023.

2/ The Company has a par value of Bt. 0.25 per share, therefore, the sale of share below the par value will result in the discount in share value in "Premium (Discount) of shares.

3/ Under the assumption that existing shareholders exercise 100% of their rights.

- (2) Payment for the consideration for the additional investment of not exceeding Bt. 207.14 million in cash, which will be fully raised from borrowing from financial institutions. The Company is currently in discussion with a bank about the condition of loan for investment, to be finalized in the 3<sup>rd</sup> quarter of 2023.

After receiving approval from the Company's Shareholders' Meeting and the SEC, the Company will do the share allocation by Private Placement to JCKD amounting Bt. 274.98 million and JCKD will transfer assets to the Company, expected to be completed in the 2<sup>nd</sup> quarter of 2023. Then within the 3<sup>rd</sup> quarter of 2023, the Company will do the Rights Offering to existing shareholders whereby JCKD is entitled to subscribe the increased capital by this approach. The amount of Bt. 175.02 million will be paid to JCKD for the remaining unpaid amount and the rest of Bt. 210.30 million will be used in the Company. With this transaction, the Company is able to save rental and service expenses and will generate additional rental and service revenues from the existing office building and the new office building to be constructed. This will help diversify of business. However, the Company still generates key revenues from restaurant business. (Please see more detail about schedule of the transaction in Clause 3.1.2 of this report)

After the completion of the transaction, JCKD will hold the Company shares of 1,617,531,400 shares or accounting for 37.78% of total issued and paid-up capital and if including Mr. Apichai Taechaubol's Company shares (Person under Section 258 of JCKD), total shareholding in the Company will be 1,894,004,184 shares or accounting for 44.24% of total issued and paid-up capital. (Please see more detail in Clause 1.1.2 of this report)

After being allotted the said newly issued shares to JCKD, it will result in JCKD acquiring the Company's shares in the proportion that crosses the mandatory tender offer requirement threshold at 25%. JCKD has an intention to apply for a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) pursuant to the Notification of the Office of the Securities and Exchange Commission No. Sor. Kor. 29/2561 Re: Rules for the Application for a Waiver from the Requirement to Make a Tender Offer for All Securities of the Business by Virtue of the Resolution of the Shareholders' Meeting, dated May 31, 2018, and its amendment ("Notification of Whitewash"). The Board of Directors' meeting of the Company resolved to propose this matter to the shareholders' meeting on this same occasion. Such waiver of the requirement to make a tender offer for all securities of the Company by virtue of the

resolution of the shareholders' meeting must be approved by the shareholders' meeting with required affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and being entitled to vote, excluding votes cast by the related persons as follows:

- (a) a person under Section 258 of the Applicant
- (b) a concert party of the Applicant
- (c) a person under Section 258 of the person in (b)

In this respect, Person under Section 258 of the Applicant, namely Mr. Apichai Taechaubol, and the four persons having an interest, comprising (1) Mr. Chotiwit Taechaubol, (2) Mr. Athawut Taechaubol, (3) Mr. Noppawee Taechaubol, and (4) Miss Oranat Taechaubol, shall not exercise their rights to cast votes on the agenda to consider and approve the application for a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting.

The four persons having an interest are sons of Mr. Apichai and Ms. Chalida Taechaubol, whereby Mr. Chotiwit Taechaubol and Mr. Athawut Taechaubol are directors and management of the Company. In addition, these four persons are shareholders of JCKD with total shareholding of 30% of capital. (Please see more detail in Clause 1.1.2 of this report)

### 1.1.1 Characteristics of the Relevant Securities and the Securities Offered to the Applicant

JCKD will be allocated by Private Placement and become the Company's major shareholder with shareholding of 1,617,531,400 shares or accounting for 37.78% of total issued and paid-up capital. The share allocation will result in JCKD acquiring the Company's shares in the proportion that crosses the mandatory tender offer requirement (25%). However, JCKD has an intention to apply for a waiver of the requirement to make a tender offer for all securities of the Company (Whitewash), JCKD has to comply with the Notifications of Whitewash and ask for approval from the shareholders' meeting.

### 1.1.2 General Information of the Applicant and Relationship with the company

The Applicant is JC Kevin development Co.,Ltd. ("JCKD")	
Date of Incorporation	July 10, 1998
Address	TFD Building, No. 36 Narathivas Rajnakarin Road, Yannawa District, Sathorn, Bangkok 10120
Registered and Paid-up Capital	Bt. 1,000 million
Description of Business	Property Development, Hotel Business, Spa, and Office Building for Rent
Shareholding of the Company	None

Note: Please see more detail about the issue of conflict of interest between the Company and JCKD in Clause 1.2.1 of this report.

#### Shareholding Structure

As of May 9, 2022, shareholders of JCKD are as follows:

No.	Name of shareholders	Number of shares	Percent of shareholding (%)
1	Mr. Apichai Taechaubol	3,125,000	31.25%
2	Mrs. Chalida Taechaubol	2,375,000	23.75%
3	Mr. Chotiwit Taechaubol	750,000	7.50%
4	Mr. Athawut Taechaubol	750,000	7.50%
5	Mr. Noppawee Taechaubol	750,000	7.50%
6	Mr. Kittawat Taechaubol	750,000	7.50%
7	Mr. Akarawin Taechaubol	750,000	7.50%
8	Miss Oranat Taechaubol	750,000	7.50%
	<b>Total</b>	<b>10,000,000</b>	<b>100.00%</b>

Source: A copy of the list of shareholders (Bor Or Jor. 5) of JCKD

Note:

- (1) Mr. Apichai Taechaubol is the Company's director and major shareholder, holding 276,472,784 shares in the Company representing 10.38% of the Company's issued and paid-up capital, and also is the director and major shareholder of JCKD.
- (2) Mrs. Chalida Taechaubol (spouse of Mr. Apichai Taechaubol) is the director and major shareholder of JCKD.
- (3) Mr. Chotiwit Taechaubol, Mr. Athawut Taechaubol, Mr. Noppawee Taechaubol, Mr. Kittawat Taechaubol, Mr. Akarawin Taechaubol and Miss Oranat Taechaubol are sons and daughter of Mr. Apichai Taechaubol and Mrs. Chalida Taechaubol.

Board of Director

As of May 9, 2022, Board of Director are as follows:

No.	Name	Position
1	Mr. Apichai Taechaubol	Director
2	Mrs. Chalida Taechaubol	Director
3	Mr. Chotiwit Taechaubol	Director
4	Mr. Athawut Taechaubol	Director
5	Mr. Noppawee Taechaubol	Director

Source: Certificate of JCKD

Note: Mr. Apichai Taechaubol signs with the Company seal affixed or Mr. Chotiwit Taechaubol or Mrs. Chalida Taechaubol or Mr. Noppawee Taechaubol or Mr. Athawut Taechaubol sign together with the Company seal affixed.

Relationship between the Applicant and the Company

Before the offering of newly issued ordinary shares of the Company through Private Placement to the Applicant, the Applicant still is not the Company's shareholder. However, the Applicant is deemed as a connected person of the Company. This is because the Company and the Applicant have a mutual director and major shareholder, namely Mr. Apichai Taechaubol who, as at January 11, 2023, held 276,472,784 shares in the Company, representing 10.38% of the Company's total issued and paid-up capital, and as of May 9, 2022, held 3,125,000 shares in the Applicant accounting for 31.25% and held by his spouse (Mrs. Chalida Taechaubol) 2,375,000 shares accounting for 23.75% of the Applicant's total issued and paid-up capital.

Moreover, there are 4 directors and shareholders of the Company, namely (1) Mr. Chotiwit Taechaubol, (2) Mr. Athawut Taechaubol, (3) Mr. Noppawee Taechaubol, and (4) Miss Oranat Taechaubol, who, though not being connected persons of the Company and/or related persons under Section 258 of the Applicant, are shareholders in both the Company and the Applicant and are accordingly deemed as the persons having an interest in the application for a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting.

The relationship between Mr. Apichai Taechaubol, who is the Person under Section 258 of the Applicant, and (1) Mr. Chotiwit Taechaubol, (2) Mr. Athawut Taechaubol, (3) Mr. Noppawee Taechaubol, and (4) Miss Oranat Taechaubol, all of whom are deemed as the persons having an interest in the application for a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting, is as follows:

Name	The Company		The Applicant or JCKD		Remark
	Position	% of shareholding <sup>1/</sup>	Position	% of shareholding <sup>2/</sup>	
1. Mr. Apichai Taechaubol	Chairman and Chairman of the Executive Director	10.38%	Director/Executive Chairman	31.25%	Person under Section 258 of the Applicant
2. Mrs. Chalida Taechaubol	-	-	Director	23.75%	Spouse of Mr. Apichai Taechaubol
3. Mr. Chotiwit Taechaubol	Chief Executive Officer and Director	0.60%	Director/Executive Committee Member	7.50%	Sons and Daughter of Mr. Apichai Taechaubol and Mrs. Chalida Taechaubol
4. Mr. Athawut Taechaubol	Joint Chief Executive Officer and Director	1.20%	Director/Executive Committee Member	7.50%	
5. Mr. Noppawee Taechaubol	-	1.16%	Director/Executive Committee Member	7.50%	
6. Mr. Kritawat Taechaubol	-	-	-	7.50%	
7. Mr. Akarawin Taechaubol	-	-	-	7.50%	
8. Miss Oranat Taechaubol	-	0.02%	-	7.50%	
<b>Total</b>		<b>13.35%</b>		<b>100.00%</b>	

Note:

- 1/ Shareholding structure as of January 11, 2023 with the paid-up capital of Bt. 665.94 million or 2,663.77 million shares (Par value of Bt. 0.25 per share). Please see more detail about shareholding structure of the Company in Clause 1.2.2 of this report.  
 2/ Shareholding structure as of May 9, 2022 with the paid-up capital of Bt. 1,000 million.

### Current Business structure of the Company and connected person

Type of Business	The Company	JCKD	JCK <sup>1/</sup>
Food & Beverage	- International Buffet - Suki Shabu - Grill Buffet - Chinese food, Dim sum - Premium Shabu - Burger & Lobster, Siam Paragon Branch <sup>2/</sup>	- Burger & Lobster, Kaysorn Village Branch <sup>2/</sup>	-
Office Building	-	- TFD Building <sup>3/</sup> on Narathiwas Ratchnakarin Road, Bangkok	- SG Tower 1, Ratchdamri Road, Bangkok - The Millenia Tower, Langsuan Road, Bangkok
Hotel	Hotel of CPT, Chiang rai Province (However, ASP is still unclear on business operations.)	- JC Kevin Sathorn Hotel, Bangkok - Hilton Hotel, Bangkok	-
Residences and Condominium for sale	-	Sathorn Prime Residences, Bangkok	- 15 Sukhumvit Residences, Sukhumvit Road, Bangkok - The Colonial Kao Tao Hua Hin, Prachuabkirikan Province - Mahadlek Residences, Ratchdamri Road, Bangkok - Artisan Ratchada, Huay Kwang, Bangkok
Industrial Estate	-	-	- TFD Industrial Estate, Chachoengsao Province - Project One Nakornphanom, Nakornphanom Province
Factory and Warehouse	-	-	Construction for sales in several industrial estates
Asset Management	-	-	Asset management of land and factories of REITs such as Thai Industrial Fund 1 (TIF1) and MFC Industrial Investment (M-II)

Note:

- 1/ Mr. Apicahi Taechaubol and Ms. Chalida Taechaubol are shareholders of JCK with total shareholding of 19.74% of total paid-up capital but they are not the controlling persons of JCK.  
 2/ JCKD holds 48.99% in Lobster Power Co.,Ltd. ("LP") as of June 23, 2022, which is granted from B&L Operating Limited (B&L) to exclusively operate restaurant business under the brand "Burger & Lobster" in Thailand. The remaining shareholder of 51% is Akara Foods Co., Ltd. (indirectly held by Mr. Akarawin Taechaubol who is son of Mr. Apichai Taechaubol). Currently, LP is the owner of Kaysorn Village Branch and the Company is granted to operate one branch in Siam Paragon, starting business in November 2022.  
 3/ It will be changed to the Company's after the completion of the transaction and JCKD will not own the office building.

Regarding the business structure, the Company will mainly operate Suki Shabu business and other types of restaurants with several branches across Thailand as a main revenue. The Company also has a plan to operate hotel business in Chiang rai via its subsidiary, CPT, which is expected to commence operation in the 3<sup>rd</sup> quarter of 2023. In addition, after the completion of the transaction, the Company will have additional revenue from rental and service revenue from office buildings on Narathiwas Ratchnakarin Road.

In case of the issues of connected transaction and the conflict of interest of business as shown in the table above, please see more detail in Clause 1.2.1 of this report)

### **1.1.3 General Information of the Securities Issuer**

Regarding the general information of the securities issuer which is the Company, please see detail in the Attachment 1.

## **1.2 Opinion of the Independent Financial Advisor on the Waiver for Whitewash**

The Independent Financial Advisor has considered the business plan and policy as specified in the Tender Offer Form (Form 247-7) and from interview with management of the Company. The Independent Financial Advisor has opinion on the benefit and impact from the plan and policy of the Applicant as follows:

### **1.2.1 Opinion on Business Management Policy and Plan as Proposed by the Applicant**

#### **(1) The Policy and Business Management**

After the Applicant has acquired newly issued ordinary shares of the Company by Private Placement of 1,617,531,400 shares, resulting in the percent of shareholding and voting rights in the Company of 37.78% of total issued and paid-up capital, which exceeds 25% but not over 50% of total issued and paid-up capital. The Applicant has stated in a request form for resolution of the shareholders' meeting to approve the acquisition of new securities without making a tender offer for all securities of the business (Form 247-7) as follows:

##### **(a) Business objectives**

The Company operates restaurant business of Suki Shabu, Grilled food, Chinese food and A La Carte including hotel business in Chiangrai via its subsidiary, CPT. The Applicant has no plan or policy to change the objectives of business operation of the Company from the current objectives.

And after completion of the transaction, the Company will own land and office building and attached vacant land from the Applicant. The Company has an objective to use existing land and office building as part of its office area and rent the remaining to other companies. In case of the vacant land, the Company has a plan to develop a new office building for rent.

##### **(b) Corporate reorganization and staff management and recruitment**

After the acquisition of newly issued ordinary shares, the Applicant still does not have any policy to change the Company's management plan.

##### **(c) Plan for disposal of core assets of the Company or of its subsidiaries**

The Applicant does not have any policy to materially dispose of the core operating assets of the Company or of its subsidiaries. However, if the Company disposes of its assets, the Applicant will ensure that the Company complies with the rules and regulations of the SEC and the SET and other related regulations.

##### **(d) Financial restructuring plan**

The Applicant still has no policy to make any significant financial restructuring in the Company. However, the Company's financial structure may be changed after the acquisition of assets of Bt. 657.14 million. It can be divided as follows: (1) Land and office building comprising 1) land with building and 2) vacant land, totaling Bt. 450 million. The Company will issue new shares by Private Placement to the Applicant of 1,617,531,400 shares at Bt. 0.17 per share, totaling Bt. 274.98 million, which is expected to be completed in the 2<sup>nd</sup> quarter of 2023. And cash of Bt. 175.02 million from Rights Offering of 12,843,894,555 shares at Bt. 0.03 per share, totaling Bt. 385.32 million, which is expected to be completed in the 3<sup>rd</sup> quarter of 2023 in exchange for the acquired assets.

Referring to the mentioned capital increase, the Shareholders' Equities will increase from Bt. 178.08 million to Bt. 453.06 million after the share allocation by Private Placement, and after the Rights Offering the Shareholders' Equities will increase to Bt. 838.37 million (Excluding the impact or other factors from future performance). The details are shown as follows:

Shareholders' equity (Unit : Million Baht)	As of Sep 30, 2022	Adjustment with conversion of CD and PP-General Mandate	Shareholder s' equity before PP	Share Allocation by PP	Shareholders' equity after PP	Share Allocation by RO <sup>3/</sup>	Shareholder s' equity after RO
Paid-up capital	513.83	152.11	665.94 <sup>1/</sup>	404.38	1,070.32	3,210.97	4,281.30
Premium ( Discount) of share <sup>2/</sup>	587.48	(78.15)	509.33	(129.40)	379.92	(2,825.66)	(2,445.73)
Retained earnings	(1,220.03)	-	(1,220.03)	-	(1,220.03)	-	(1,220.03)
Other components of Shareholders' equity	222.84	-	222.84	-	222.84	-	222.84
<b>Total Shareholders' equity</b>	<b>104.12</b>	<b>73.96</b>	<b>178.08</b>	<b>274.98</b>	<b>453.06</b>	<b>385.32</b>	<b>838.37</b>

Note:

1/ Shareholder list from the register book closing January 27, 2023.

2/ The Company has a par value of Bt. 0.25 per share, therefore, the sale of share below the par value will result in the discount in share value in "Premium (Discount) of shares.

3/ Under the assumption that existing shareholders exercise 100% of their rights.

In addition, after the acquisition of assets, the Company plans to develop new office building, expected to be constructed and completed for rent in 2025. The Applicant may consider to seek funding of Bt. 207.14 million from bank loan. Expected to be finalized in the 3<sup>rd</sup> quarter of 2023. The loan for investment may cause the Company's liabilities getting higher, if considering the overall picture of financial status, the Company receives most of fund from the issuance of shares by Private Placement and Rights Offering, which has more proportion compared to amount of loan. The D/Eq ratio will finally reduce from 11.12 times (the financial statements as of September 30, 2022) to 1.63 times after the completion of capital increase via Private Placement and Rights Offering.

#### (e) Dividend payment policy

The Applicant has no policy to materially change the Company's dividend payment policy and will pay attention primarily to the Company's performance, business expansion plan, and the shareholders' returns in the long term. However, if it is necessary to improve the Company's efficiency and competitiveness, the Applicant may consider reviewing and adjusting the Company's corporate and financial structure management plans to suit and fit with the changing business condition and financial position of the Company in each period, taking into account the benefit to the Company. If such change is significantly different from that stated in the waiver application, the Applicant will, before proceeding with such change, seek a resolution from the Board of Directors' meeting and the shareholders' meeting of the Company in accordance with the Company's Articles of Association and the related laws and regulations.

#### Opinion of the Independent Financial Advisor

The Independent Financial Advisor has an opinion about the policy and business management as follows:

##### (a) Business objectives

The Company will not be affected by the change of policies or business plans of the Company and its subsidiaries in accordance with the Company's policy or business plan, which the Applicant has stated above. The Company will continue to operate as usual. In addition, the Applicant has no plan to change the business objectives, and other business management policy. The Company is still operating suki shabu restaurants, grilled-food restaurants, Chinese restaurants and A La Carte restaurant as key revenues of the Company and will have rental and service revenue as additional revenue in the future.

During the year 2021 and 9-month performance in 2022, the Company generated revenue from restaurant business of Bt. 427.61 million and Bt. 403.28 million, respectively. Referring to the projection done by the Independent Financial Advisor, the Company will have rental and service revenue from existing office building from JCK and JCKD of approximately Bt. 21 million per year during 2023-2024 and will start receiving have rental and service revenue from new office building from outside customers of approximately Bt. 30 million – Bt. 54 million per year from 2025 onwards. If compared with current revenue structure, it is expected that rental and service revenue from office building would be approximately 10% of total revenues of the Company.

##### (b) Corporate reorganization and staff management and recruitment

After the acquisition of newly issued ordinary shares, the Applicant still does not have any policy to change the Company's management plan. In addition, Mr. Apichai Taechaubol has already been a director and major shareholder of the Company with Mr. Chotiwiit Taechaubol and Mr. Athawut Taechaubol (Mr. Apichai Taechaubol's sons) are the director and management of the Company who



are responsible for setting policies and business direction of the Company before the waiver for the tender offer. They are still management of the Company after the completion of the transaction.

However, if the Applicant wishes to appoint additional directors according to the shareholding proportion and/or change the management or personnel as appropriate such as in the event of appointment, resignation or term expiration, the Applicant and the Company must consider each director's knowledge, ability, and experiences that can manage the Company's business and enhance the long-term benefit to the Company and proceed under the relevant rules and regulations which includes the Company's policies, Board of Directors' Meeting and/or Shareholders' Meeting. Moreover, a structure of directors, the management and/or personnel should be under the management pattern in accordance with the principle of good corporate governance in order to benefit the Company and the shareholders as priority.

Currently, Taechaubol Group has sent 3 representatives as director of the Company (from the total of 7 directors) and these 3 directors are also acting the executive director. However, if JCKD is able to purchase shares by Private Placement, it will result in the effect of the dilution of the shareholding on the existing shareholders; and If JCKD holds shares in excess of 25% of the paid-up shares, JCKD will have the right to object in the shareholders' meeting on a special agenda which requires a vote of not less than three-fourths of the shareholders attending the meeting.

(c) Plan for disposal of core assets of the Company or of its subsidiaries

The Applicant does not have any policy to materially dispose of the core operating assets of the Company or of its subsidiaries.

(d) Financial restructuring plan

The Applicant still has no policy to make any significant financial restructuring in the Company. The Company will raise funds from Private Placement and Rights Offering of Bt. 274.98 million and Bt. 385.32 million, totaling Bt. 660.30 million. With this amount, the Company will have strong financial status and D/Eq ratio will significantly reduce from 11.12 times as of September 30, 2022 to 1.38 times after the completion of the transaction. Although, the Company will borrow approximately Bt. 209 million for the construction of new office building, D/Eq ratio will slightly adjust up to 1.63 times only. (The forecasted ratio does not include the impact or other factors that may occur from future performance)

(e) Dividend payment policy

The Applicant has no policy to materially change the Company's dividend payment policy

## (2) Connected transaction

The Applicant and Person under Section 258 has connected transaction with the Company as follows:

Name / Relationship	Characteristic of transaction	Amount of connected transaction (Baht)		Necessity and reasonableness of the transaction
		Ended Dec 31, 2022	Ended Sep 31, 2022	
1. JCKD (the Applicant)	<b><u>Rental and service agreement of office building</u></b> The Company has rent office area from JCKD on the 2 <sup>nd</sup> floor, part of the 4 <sup>th</sup> floor and the 6 <sup>th</sup> floor, totaling 997.56 sq.m. to be used as office of the Company with term of 3 years ended December 31, 2024.	4,788,288	3,591,216	Rental and service fee and amount of guarantee are set in line with other lessee on normal basis. It is reasonable and beneficial to the Company.
2. Lobster Power Co.,Ltd. ("LP") <sup>1/</sup> Mr. Apichai Taechaubol indirectly holds shares via the Applicant and have mutual director	<b><u>The purchase of right to operate restaurant</u></b> The Company purchased the right to operate restaurant under the brand "Burger & Lobster" (1 branch located at Siam Paragon)	-	6,575,625	The transaction is done based on market price which is reasonable and beneficial to the Company.
3. Mr. Apichai Taechaubol	<b><u>Short-term loan</u></b>	280,000	280,000	Short-term loan is used for working capital in business

Name / Relationship	Characteristic of transaction	Amount of connected transaction (Baht)		Necessity and reasonableness of the transaction
		Ended Dec 31, 2022	Ended Sep 31, 2022	
(the person under Section 258 of the Applicant)	Mr. Apichai Taechaubol lent short-term loan at call for the Company to use as working capital in terms of promissory note with the interest rate of 3.50 % p.a. (the interest rate is based on the 1-year government bond plus spread of the bond at Rating BBB, term not over 3 years)			as set in the condition of the promissory note. As the Company pays interest rate lower than the rate of financial institutions, the transaction is reasonable and beneficial to the Company.
4. Hi-Active Consultant Co.,Ltd. ("HAC") <sup>2/</sup>	The Company entered into the sales and purchase agreement of Bonsai restaurant together with other equipment totaling Bt. 12 million and expected to receive the remaining amount in the 1 <sup>st</sup> quarter of 2023.	12,000,000	3,061,518 (As of Dec 31, 2022)	The transaction is done at the basis of market price which is reasonable and beneficial to the Company.

The Applicant and the person under Section 258 expect to have the transaction of short-term loan from Mr. Apichai Taechaubol as a source of fund for working capital. According to the right to operate restaurant under the brand "Burger & Lobster" in 2022, there was an amendment of the Master Agreement to let the Company to deal directly about the Branch No. 2, branch No. 3 and new branch to be opened in the future with the owner of the right, BL based in the United Kingdom, not to via LP who is connected transaction. . As LP has only one branch and LP cannot expand new branch, the Independent Financial Advisor has opinion that conflict of interest is expected to be limited and will reduce when the Company has more branches and unlikely to have a significant impact when compared to total revenues of the Company.

In case that the Company rent office area from the Applicant will not occur after the acquisition of assets and results in the end of rental agreement between the Company as a lessee and the Applicant as a lessor. In contrary, the Company will become a lessor and the Applicant will be a lessee. The Company will be transferred the right in the rental agreement of JCK and will have connected transaction with JCK in the future. For such related party transaction, the Company's Board of Directors has established the approval policy and procedure according to the rules and regulations of the SEC and the SET so as to prevent a conflict of interest in such related party transaction between the Company and the Applicant or the related persons.

And after being allocated new shares, the Applicant has no plan to significantly change the policy of connected transaction of the Company. In case the connected transactions may occur in the future, the Applicant will have the Company's Board of Directors to comply with the policy of connected transaction of the Company and considers the best benefit of the Company and shareholders same as the transaction done with outsiders on normal business basis. And to have the Company to comply with law on securities and exchange and the regulations, announcements, and orders or the regulations of the Stock Exchange of Thailand, including compliance with the disclosure requirements of the connected transaction and the acquisition or disposition of important assets of the Company."

#### Opinion of the Independent Financial Advisor

##### (a) Connected transaction arisen from the acquisition of assets and connected transaction

The Independent Financial Advisor has opinion that the Company will be the owner of land and office building after the completion of transaction and the Company will not have rental and service expenses for office. But the Company could generate revenues from rental and service from companies under Taechaubol Group; which are JCK who already made rental agreement, to be expired on August 31, 2025 and will be renewed as set in the agreement and JCKD to make rental agreement after the completion of the transaction at the market price of rental fee.

As JCK already paid 3-year rental and service expenses in advance to JCKD, JCKD has to return the amount of cash back to the Company after the completion of the transaction as follows:

Detail	Calculation and Amount of money
1. JCKD returns the rental and service amount of JCK calculating from the date after the completion of the transaction to the expiry date of the agreement.	If assuming that the transfer of assets to the Company is completed in June 2023, the Company will recognize rental and service revenue in July 2023 onwards until the expiry date, which is August 31, 2025. The period of time is 26 months multiplied with monthly revenue of Bt. 898,583.20, the amount of prepaid revenues would be approximately 23,363,163.20 Baht.
2. JCKD returns the Company's guarantee amount	1,573,998.00 Baht
3. JCKD returns JCK's guarantee amount	5,391,499.20 Baht

After the completing of the transaction, the Company will have connected transaction with JCK and JCKD as lessee of office building, and expected to be the company's income of about Bt. 21 million per year or more. (These conditions have already been mentioned in the Draft of Sale and Purchase Agreement for Land with Constructions, and please see more details in section 2.1 of this report.)

Regarding the development of new office building, it is expected to be completed in 2024 and will generate revenues in 2025 onwards. The Company will have office rented to outsiders, therefore, the independent Financial Advisor expects that there is not connected transaction with Taechaubol Group in this new office building.

(b) The progress of the sale of Bonsai restaurant

During 2021, the Company entered into the sale and purchase agreement of Bonsai restaurant together with other equipment relating to the restaurant totaling Bt. 12 million with Hi-Active Consultant Co.,Ltd. ("HAC"), of which Mr. Chotiwit Taechaubol is the major shareholder (son of Mr. Apichai Taechaubol). As of December 31, 2022, the Company received the amount of Bt. 8.94 million and expected to receive the remaining amount of Bt. 3.06 million in the 1<sup>st</sup> quarter of 2023. In addition, the buyer (HAC) sold the Bonsai restaurant to a third party and the name of the restaurant was changed.

The Independent Financial Advisor has the opinion that there would not be connected transaction regarding Bonsai restaurant with HAC anymore.

(c) The unpaid amount for the right to operate Burger & Lobster restaurant

Lobster Power Co.,Ltd. ("LP") is granted to operate restaurant under the brand "Burger & Lobster" in Thailand from the owner of the right who is B&L Operating Limited ("BL") based in the United Kingdom. LP already opened the branch no. 1 at Kaysorn Village. Later, in 2022, the Company purchased the right to operate restaurant for branch no. 2 at Siam Paragon, open in November 2022 and had the unpaid amount of fee of Bt. 6.58 million. This amount is the fee for opening branch set based on the condition in the Master Agreement with the owner of the right, no additional gain from the fee.

The Company, LP and B&L has an agreement to find conclusion of the restaurant business of Burger & Lobster. In 2022, there is an amendment of the Master Agreement that the Company will have right to develop Burger & Lobster Branch No. 2, branch No. 3 and new branch in the future in line with the existing right with LP. The Company is able to deal directly to B&L, the owner of the right, not to via LP any more. As LP has only one branch and LP cannot expand new branch, the Independent Financial Advisor has opinion that conflict of interest is expected to be limited and will reduce when the Company has more branches and unlikely to have a significant impact when compared to total revenues of the Company.

(d) Other connected transaction

Currently, the Company has other connected transaction which is short-term loan from Mr. Apichai Taechaubol. As of September 30, 2022, the amount was Bt. 0.28 million at the interest rate of 3.5% p.a. There may be more occurrence of this kind of loan for the Company to have fund for working capital as disclosed in the Information Memorandum.

The Independent Financial Advisor has the opinion that the Company have complied with policies, procedures, and approval process of entering into the connected transactions as required by the SET and the SEC in order to prevent conflicts of interest in the connected transactions of the Company, subsidiaries, associated companies, relevant companies and/or persons who may have conflicts. However, if in the future, the Applicant, connected person and the Company have more connected transactions, the Applicant and the Company still have an obligation to comply with policies

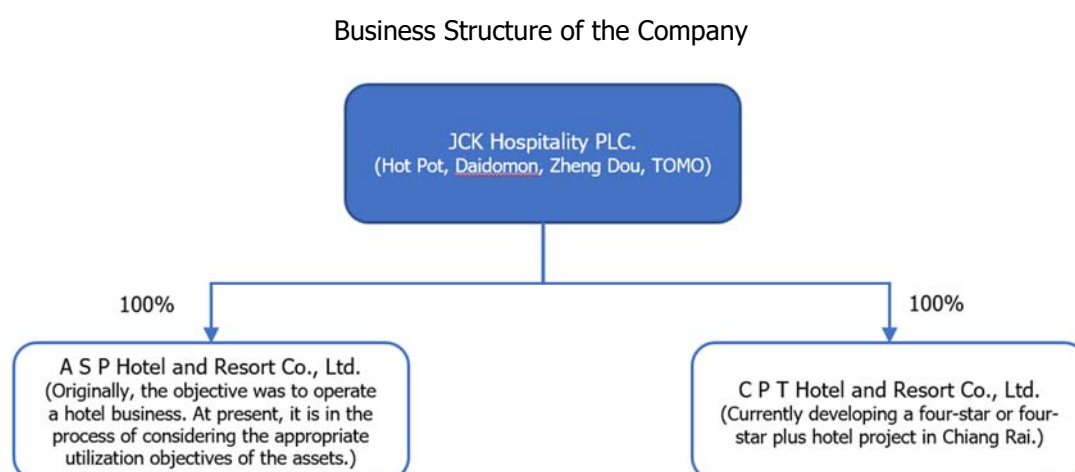
and procedures of entering into the connected transactions which must be in accordance with good corporate governance policy. The Audit Committee and/or non-interested director shall be responsible for considering the entering into the connected transactions.

### (3) Conflict of Interest

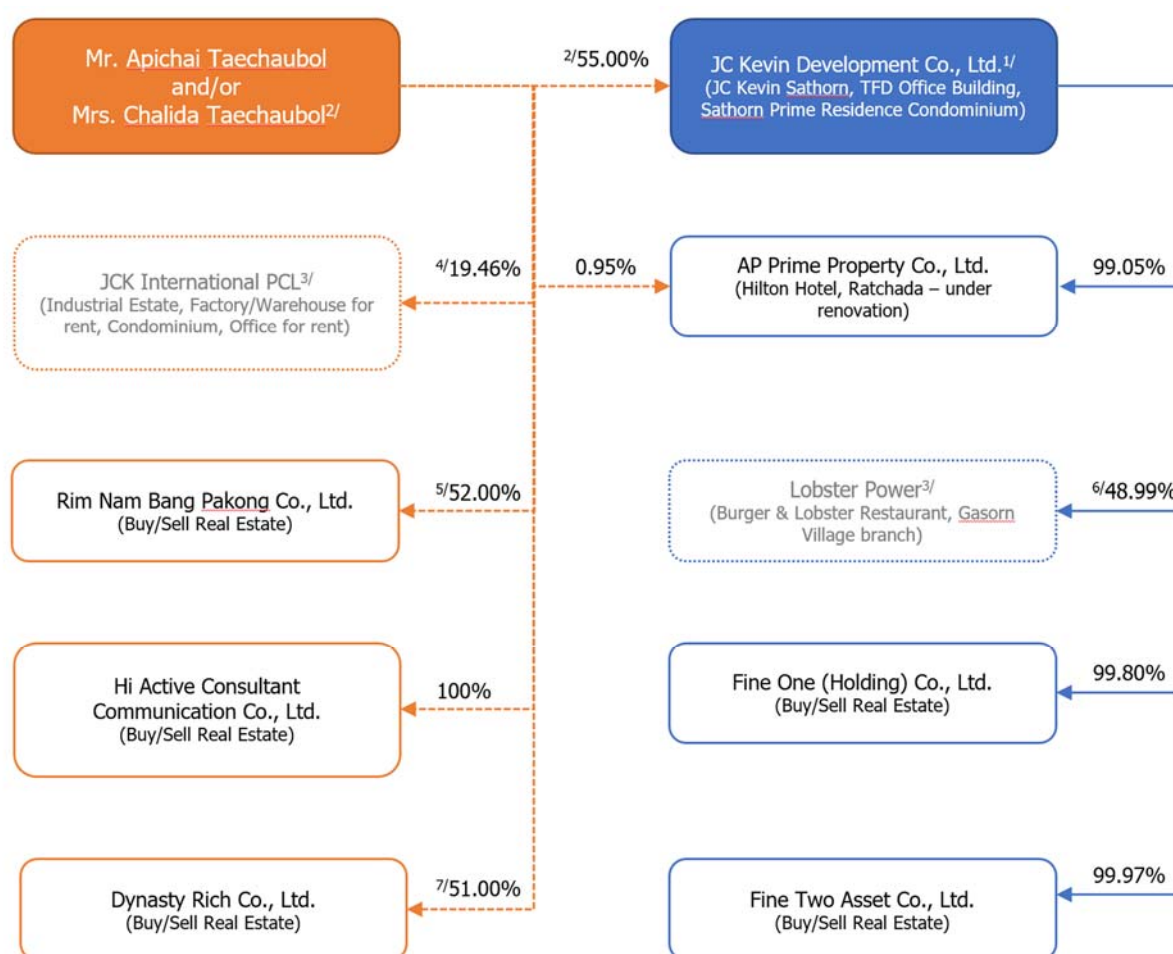
After completion of the offering and allocation of not exceeding 1,617,531,400 newly issued shares to JCKD, JCKD will become the major shareholder holding 44.24% of the total issued and paid-up shares in the Company (37.78% is directly held by JCKD and 6.46% held by Mr. Apichai Taechaubol, who is the related person under Section 258 of JCKD). JCKD currently operates three lines of business: office building for rent, hotel, and development and sale of residential condominiums. As such, JCKD has engaged in certain businesses that may compete with the Company and/or create a conflict of interest with the Company. In this respect, the Company and JCKD, both being aware of this issue, have mutually agreed to lay down a policy to prevent a conflict of interest between them, as follows:

#### (3.1) Conflict of interest in the current business operation

Currently, the Company, the Applicant and Person under Section 258 have the overall business as follows:



Shareholding structure, business characteristic of JCKD and Person under Section 258 of JCKD are as follows:



Note:

1/ JCKD

2/ the person under Section 258 of JCKD.

3/ It is the company that JCKD and/or the person under Section 258 of JCKD do not have controlling in business.

4/ Shareholders can study top 10 of shareholders from the website of the SET.

5/ Other shareholders of Rim Nam Bangpakong Co.,Ltd. are (1) Mr. Chotiwit Taechaubol (2) Mr. Kritwat Taechaubol (3) Mr. Akarawin Taechaubol (4) Mr. Atthawut Taechaubol (5) Mr. Noppwee Taechaubol (6) Miss Oranut Taechaubol, with total shareholding of 48% of paid-up capital. Each person has equal shareholding at 8% of paid-up capital.

6/Other shareholders of Lobster Power Co.,Ltd. are (1) Akarafoods Co.,Ltd (Mr. Akarawin Taechaubol is the controlling person) holds 51% of paid-up capital and (2) Mr. Atthawut Taechaubol holds 0.01% of paid-up capital.

7/ Other shareholders of Dynasty Rich Co.,Ltd. is Miss Oranut Taechaubol holding 8% of paid-up capital.

Summary of business that may have conflict of interest between the Company, the Applicant and the person under Section 258 of the Applicant

Business	The Company	JCKD or The Applicant	The person under Section 258 of the Applicant	Conflict of interest
Restaurant business	✓	- <sup>1/</sup>	-	-
Hotel business	✓	✓	-	✓
Business of rental office	✓	✓	- <sup>2/</sup>	✓
Business of trading properties	-	✓	✓	-

Note:

1/ Excluding the business of Lobster Power Co.,Ltd. ("LP") as the Application does not have controlling in business. In the beginning, LP is granted to operate the restaurant under the brand "Burger & Lobster" from the owner of the right, B&L Operating Limited ("BL"). And LP already opened the branch no. 1 at Kaysorn Village.

Later in 2022, the Company purchased the right to operate restaurant under the brand "Burger & Lobster" from LP for the branch no. 2 at Siam Paragon, opened in the end of 2022. The Company also agreed with LP to open the new branch no. 3 in the future. After that, there was an amendment of the Master Agreement among the Company, LP and BL, the Company is granted to develop the branch no. 2 and the new branch no. 3 in the future under same condition with LP. However, if the LP, which is currently the operator of the 1st branch, wants to move the said branch, the LP must obtain approval from the Company first

- 2/ Excluding the business of JCK as the person under Section 258 of the Applicant does not controlling in business. JCK operates the development and distribution of land in the industrial estate, factory and warehouse, residential including office building. Currently, there are 2 office buildings which are (1) SG Tower 1, the area of 2-3-85 rai, located at 161/1 Soi Mahadlek Luang 3, Ratchadamri Road, Lumpini, Pathumwan, Bangkok. The building has 19 floors, 2 floors of underground and parking lots of 8,108 sq.m. (220 cars). Occupancy rate is 74.36% of total rental area and it has revenues of approximately 5.23 million per month. And (2) The Millenia Tower, the area of 1-3-22 rai, located at 62 Langsuan Road, Lumpini, Pathumwan, Bangkok. The building has 26 floors, 1 floor of underground and parking lots of 9,870 sq.m. (220 cars). Occupancy rate is 71.79% of total rental area and it has revenues of approximately 5.10 million per month. (Source: Form 56-1 Annual report 2022 of JCK)

Referring to the business that may have a potential conflict of interest among the Company, the Applicant and Person under Section 258 as mentioned above, the Company, the Applicant and Person under Section 258 have mutually consider to set guideline to prevent conflict of interest of current business as follows:

(a) Office building for rent business

At present, JCKD operates one office building for rent, i.e. TFD Building, located at No. 18, Soi Sathon 11 Yeak 9, Yan Nawa Sub-district, Sathon District, Bangkok 10120. It is a six-storey office building with one underground floor and a roof-deck, having a total usable area of 5,460 square meters. The Company has rented Floor 2, Floor 4 (partly) and Floor 6 of such building, with a total area of 997.56 square meters, for use as its office.

The Company intends to purchase two plots of land and TFD Building from JCKD at a total price of Bt. 450.00 million, which constitutes a material connected transaction and will be proposed for approval from its shareholders' meeting on the same occasion as the seeking of approval for the issuance and offering of its new ordinary shares through Private Placement to JCKD.

Therefore, after completion of the issuance and offering of new ordinary shares through Private Placement to JCKD and the purchase of two plots of land and TFD Building from JCKD, such office building will become the Company's property and the original office space rental agreement between the Company and JCKD will be terminated, thereby leading to a cessation of JCKD's office building for rent business.

(b) Hotel business

The Company engages in the hotel business through its subsidiary, C P T Hotel and Resort Co., Ltd. ("CPT"). CPT presently operates one project on a total area of 1 rai 29.50 square wah with two buildings thereon (100% completed). The project features a seven-storied hotel building offering 77 guestrooms, with a total usable area of 3,927 square meters with a swimming pool, located on Rop Wiang Sub-district, Mueang Chiang Rai District, Chiang Rai Province. In September 2022, a subsidiary of the Company, ASP, purchased land with two 7-floor buildings and a swimming pool located on Ratchyotha Road, Rop Wiang Sub-District, Chiang Rai Province. The Buildings have not been completed and ASP does not have clear plan if it is worth to develop. The Company is considering about the suitable use of the asset. In summary, asset of ASP is not yet finalized if it is worth to be developed as a hotel.

JCKD currently operates two hotels, namely (1) JC Kevin Sathorn Bangkok Hotel, a 37-storied building with 310 guestrooms and facilities such as a fitness room, a swimming pool, restaurants, and others, having a total usable area of 35,438.37 square meters, currently remaining opened for services; and (2) a project to renovate a hotel on Ratchadaphisek Road in the name "Hilton Ratchada Hotel," which is a 33-storied building (including one underground floor) with 609 guestrooms and facilities such as a fitness room, a swimming pool, shops, restaurants, a conference center, etc., having a total usable area of 65,389 square meters, now still under construction and scheduled for opening in 2024.

Since the hotels of the Company and JCKD are in different locations, they do not directly compete in this business.

(c) Development and sale of residential condominium business

JCKD is the owner of "Sathorn Prime Residence" condominium, which is a 30-storied residential condominium building, completely constructed and being in the sale process with 114 units remaining unsold. Since the Company does not engage in this business, there is no conflict of interest in such business with JCKD.

(d) Trading properties

Rim Nam Bankpakong Co.,Ltd, H-Active Consultant Communications Co.,Ltd, Dynasty Rich Co.,Ltd. and Fine Two Asset Co.,Ltd. are companies under the Applicant and person under Section 258. They are incorporated to have main business of trading properties of residences and non-residences. Business may happen from time to time subject to the opportunity of investment. In 2021, no company disclosed any revenue from trading properties. However, the Company does not do business of trading properties, business of the Applicant does not have conflict of interest with the Company.

(3.2) Conflict of interest in the future business operation

In the event that there is a new investment opportunity that may have a conflict of interest between the Company, the Applicant and Person under Section 258 (Not limited to potential conflict of interest of current business such as hotel business and office for rent, but including other business that may have conflict of interest occurred from the change of business condition of the Company, the Applicant and Person under Section 258 at the time of consideration). The Applicant will grant the Company the right to consider such investment first. In case of necessity, the Applicant and the Company may consider to jointly invest in such project. This depends on the investment conditions and/or the potential or financial constraints of each company at the time of investment. By taking into account the best interests of the shareholders of the Company is important. In considering the investment that may have a conflict of interest between the Company and the Applicant above. It will depend on the consideration of the Audit Committee and/or the Board of Directors of the Company, excluding interested parties in the transaction. In addition, in the event that the investment in such project is considered a connected transaction. The company must comply with the Notification of the Capital Market Supervisory Board No. Tor. Chor. 21/2551 Re: Rules on Entering into Connected Transactions, dated August 31, 2008, and its amendment and the Notification of the SET Board of Governors Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546, dated November 19, 2003, and its amendment.

(3.3) In case of business restructuring to eliminate conflicts of interest other than items 3.1 and 3.2 mentioned above, the Company, the Applicant and Person under Section 258 may consider transferring or accepting business transfers between them in the future by taking into account the best interests of the Company's shareholders. In consideration of the transfer or acceptance of business transfer between the aforementioned parties, it will depend on the consideration of the Audit Committee and/or the Board of Directors of the Company, excluding stakeholders in the transaction. In addition, the Company must comply with the Notification of the Capital Market Supervisory Board No. Tor. Chor. 21/2551 Re: Rules on Entering into Connected Transactions, dated August 31, 2008, and its amendment and the Notification of the SET Board of Governors Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546, dated November 19, 2003, and its amendment.

3.4 In terms of interpretation, interested parties of no. 3.2 and 3.3 include the Applicant and Person under Section 258.

3.5 When the Applicant get approval for the Waiver for Whitewash and the Applicant is allocated shares by Private Placement, the Applicant will take action about the prevention of the conflict of interest as mentioned above.

**Opinion of the Independent Financial Advisor**

The Independent Financial Advisor has the opinion as follows:

(a) Between the Company and the Applicant

Office building for rent business

After the Applicant transfer the assets which are land and office building to the Company, the Applicant will no longer have office building and there will be no competition between the company and no conflict of interest.

### Hotel Business

The hotel business of the Company that is expected to start operation is the hotel of its subsidiary, CPT in Chiangrai Province. (Hotel business of ASP is still not clear in the direction and have issues with a bank, please see more details in Clause 1.3 of this report). As hotels of the Applicant are located in Bangkok. At present, since the hotel business of the Company and JCKD are located in different region of the country, there is no competing business. The areas are located very far apart. The Company's hotels aim to be 4-star hotels targeting middle to high-end tourists who visit Chiang Rai Province or nearby areas, and who are interested in attractions close to nature, including customers who are middle to upper class business people who want to stay in a quiet city near the river as well. The target customers are different from those of JCKD hotels (the Applicant), which targets middle- to upper-class tourists who come to Bangkok or neighboring provinces. The hotel also offers meeting rooms and other facilities for business events or conferences.

Therefore, hotel business has no competition between the company and no conflict of interest.

### Development and sale of residential condominium business

It is the business of the Applicant and the Company does not have intention to operate that type of business. Therefore, there is no conflict of interest.

### Purchase & Sell of properties

It is the business of the Applicant and the person under Section 258 of the Applicant. The Company does not have intention to operate that type of business. Therefore, there is no conflict of interest.

In summary, the Independent Financial Advisor has the opinion that the said businesses do not compete each other and there is no conflict of interest.

## (b) Between the Company and the other related companies

### The business operation of Burger & Lobster restaurant

The Company, LP and B&L has an agreement to find conclusion of the restaurant business of Burger & Lobster. In 2022, there is an amendment of the Master Agreement that the Company will have right to develop Burger & Lobster Branch No. 2, branch No. 3 and new branch in the future in line with the existing right with LP. The Company is able to deal directly to B&L, the owner of the right, not to via LP any more. As LP has only one branch and LP cannot expand new branch, the Independent Financial Advisor has opinion that conflict of interest is expected to be limited and will reduce when the Company has more branches and unlikely to have a significant impact when compared to total revenues of the Company.

### The office for rent between the Company and JCK

The office for rent is one of business that JCK is currently operating. Mr. Apichai Taechaubol and Ms. Chalida Taechaubol holds shares of JCK in total of 19.74% of total paid-up capital. Mr. Apichai Taechaubol is the Chairman of the Board of Director and Chairman of the Executive Committee of JCK but not being the controlling person as he is the only one member as director of total 9 directors.

JCK has 2 office buildings which are SG Tower 1 and the Millenia Tower located on Ratchadamri Road and Langsuan Road. They are large buildings with rental areas of each building approximately 13,000 – 15,000 sq.m. with rental fee in the range of Bt. 650 – 700 per sq.m. per month. If compared with the acquired asset, the office building on Narathiwat Rajnakarin Road, it has rental area of approximately 3,014 sq.m. and the new office building to be constructed of 5,925 sq.m. with rental fee in the range of Bt. 400 – 530 per sq.m. per month.

Therefore, the said office buildings have different customer groups as locating in different locations and have different range of rental fee. In addition, in the center of Bangkok, there are a number of office buildings for rent. The real competition would be from the outside customers over the competition between the company. The Independent Financial Advisor has the opinion that the business of office building between the Company and JCK does not compete each other and there is no conflict of interest.

## (c) Potential Conflict of Interest of business in the future

The Independent Financial Advisor has the opinion that the Company and the Applicant has clearly set the guideline of business operation in the future. JCKD and the Applicant will give the Company the first right to invest in such project. Where necessary, JCKD and the Company may consider making a joint venture in the project including the case that the Company, the Applicant and the person under Section 258 may consider to transfer or be transferred business among the company. It is subject yet



to the investment conditions and/or the financial capability or limitation of each party while making the investment, taking into account the best interests of the Company's shareholders. The decision on any such investment that may create a conflict of interest between the Company and the Applicant will rest with the Company's non-interested Board of Directors including audit committee to consider and take care of the benefit of investment. The decision of connected transaction will be in accordance with the rules and regulations of the SEC and the SET.

### 1.2.2 Total Voting Right that the Applicant would be Entitled to after the Acquisition of Securities and to be Entitled to in the Future Without Tender Offer Requirement

The Company will increase the capital and allocate to the Applicant by Private Placement of 1,617,531,400 shares. During the period from the date that the Board of Directors of the Company has a resolution to approve of the issuance of newly issued ordinary shares until the date that the Company's meeting of shareholders has a resolution to approve of the issuance of such newly issued ordinary shares, the Applicant and the related persons under Section 258 of the Applicant must not acquire shares of the Company, except those acquired by way of inheritance or those acquired by exercising the rights to subscribe for newly issued ordinary shares or convertible securities in proportion to its shareholding (Right Offering).

Shareholding structure of the Company before and after the issuance of new shares are as follows:

No.	Name of shareholder	(a) Shareholding structure as at the latest register book closing date (XM) (at January 27, 2023)		(b) Adjustment of the shareholding of AOF / AOF1 after XM		(c) Shareholding structuring after private placement	
		No. of shares (shares)	Percent (%)	No. of shares (shares)	Percent (%)	No. of shares (shares)	Percent (%)
1	Mr. Apichai Taechaubol	276,472,784	10.38	276,472,784	10.38	276,472,784	6.46
2	JC Kevin Development Co.,Ltd.	-	-	-	-	1,617,531,400	37.78
3	Advance Opportunities Fund I	196,875,918	7.39	65,000,000	2.44	65,000,000	1.52
4	Advance Opportunities Fund	136,899,497	5.14	60,399,592	2.27	60,399,592	1.41
5	Thai NVDR Co., Ltd.	124,757,180	4.68	124,757,180	4.68	124,757,180	2.91
6	Mr. Nutchatpong Peeradechapan	105,000,000	3.94	105,000,000	3.94	105,000,000	2.45
7	Miss Thanyapapha Chonsaiphon	99,193,213	3.72	99,193,213	3.72	99,193,213	2.32
8	Ms. Kultiwa Chotiwijitrat	83,044,628	3.12	83,044,628	3.12	83,044,628	1.94
9	Mr. Wasawad Akradisswat	82,644,628	3.10	82,644,628	3.10	82,644,628	1.93
10	Mr. Thaveechat Jurangkool	82,084,836	3.08	82,084,836	3.08	82,084,836	1.92
11	Miss Vanida Daentraithot	76,000,000	2.85	76,000,000	2.85	76,000,000	1.78
	<b>Total of top 11 shareholders</b>	<b>1,262,972,684</b>	<b>47.41</b>	<b>1,054,596,861</b>	<b>39.59</b>	<b>2,672,128,261</b>	<b>62.41</b>
12	Other shareholders	1,400,794,101	52.59	1,609,169,924	60.41	1,609,169,924	37.59
	<b>Grand total</b>	<b>2,663,766,785</b>	<b>100.00</b>	<b>2,663,766,785</b>	<b>100.00</b>	<b>4,281,298,185</b>	<b>100.00</b>

Note: (1) Based on shareholding information as at the latest register book closing date to suspend share transfer (XM) on January 27, 2023.

(2) Adjusted according to Form 246-2 of Advance Opportunities Fund and Advance Opportunities Fund I as of February 8, 2023 and February 13, 2023, respectively. And based on the assumptions that shareholders No. 1-2 and No. 5 – 11 are not changed.

Therefore, the Independent Financial Advisor has the opinion that JCKD and Mr. Apichai Taechaubol (Person under Section 258 of JCKD) will exercise their rights but will not exercise the right exceeding 5.76% (50% - 44.24%), which will cause JCKD and Mr. Apichai Taechaubol to hold shares over 50% as the Applicant has requested for Whitewash to the SEC. If there is an exercise over their rights causing them to hold over 50%, the waiver for Whitewash will be cancelled and the acquisition of assets and connected transaction cannot be done.

However, in case some existing shareholders may not subscribe new shares or subscribe lower than their rights or subscribe over their rights, but in total the Company could not reach the amount as determined by the resolution. Then, JCKD and Mr. Apichai Taechaubol may have shareholding proportion exceeding 50% of paid-up capital after Rights Offering but both of them are not obliged to do mandatory tender offer according to the Notification of the Tender Offer as set in Clause 9 (2):

"The acquisition of shares by exercising right not exceeding shareholding proportion is exempted from the mandatory tender offer"

However, in case JCKD and/or Mr. Apichai Taechaubol acquire any additional shares of the Company after the completion of the Rights Offering, they are subject to mandatory tender offer immediately.

In summary, the Independent Financial Advisor has opinion that JCKD and Mr. Apichai Taechaubol must not hold shares over 50% after being allocated by Private Placement and Rights Offering in order to have problem with the Waiver for Whitewash and share allocation by private placement as mentioned above.

### 1.2.3 Potential Impact on the Shareholders of the Company

#### (1) Effect to shareholders on Control Dilution, Earnings Dilution, and Price Dilution

The allocation by Private Placement of 1,617,531,400 shares to JCKD may cause existing shareholders to have impact on Control Dilution, Earnings Dilution, and Price Dilution as follows:

- Control Dilution  

$$\text{Control Dilution} = Q_r / (Q_a + Q_r)$$

Whereas

$Q_a$  = the amount of current paid-up ordinary shares is 2,663,766,785 shares as of January 11, 2023

$Q_p$  = the amount of newly issued shares by the Private Placement at the amount of 1,617,531,400 shares

$$\text{Control Dilution} = 1,617,531,400 / (2,663,766,785 + 1,617,531,400)$$

$$= 37.78\%$$
- Price Dilution  

The allocation of shares by Private Placement of 1,617,531,400 shares are sold at Bt. 0.17 per share while the weighted average market price of shares traded on the SET with 15 days retrospective (From December 22, 2022 – January 12, 2023) before the date of the Board of Director's meeting No. 2/2023 dated January 13, 2023 at Bt. 0.13 per share. Therefore, the share allocation does not affect the share price of the Company because the selling price is higher than the market price.
- Earnings Dilution  

Shareholders will be affected by earnings dilution as there are more new shares, resulting in decreasing earning per share equal to control dilution at 37.78%

Summary of effects to shareholders in terms of Control Dilution, Price Dilution and Earnings Dilution

Impact	Control Dilution	Price Dilution	Earnings Dilution
New shares are allocated to the Applicant by Private Placement	37.78%	No impact as selling price is higher than market price	Equal to control dilution at 37.78%

#### (2) The risk that the Applicant will be able to exercise the right to object to the resolution of the shareholders' meeting of the Company

JCKD as the Applicant, will hold shares of 1,617,531,400 shares or representing 37.78% of total paid-up capital. And, if including shares of Mr. Apichai Taechaubol, the related persons under Section 258 of JCKD, will hold 1,894,004,184 shares representing 44.24% of the Company's issued and paid-up capital (after the increase of its paid-up capital following such offering of newly issued shares). The shareholding proportion as mentioned above is considered a significant shareholding proportion. Although the Applicant cannot have a majority vote to control the resolution of the shareholders' meeting (more than 50% of paid-up capital), but the Applicant will be able to exercise the right to object or disapprove on special and/or important agendas of the Company that require three-fourths (25 percent) of the shareholders attending the meeting and have the right to vote and resulting in special and/or important agendas not approved by the shareholders' meeting of the shareholders' meeting, such as request for approval of capital increase, capital reduction, waiver from having to make a tender offer for all securities of the business acquisition or disposal of assets transaction, connected transactions according to the announcement of the SET and the issuance and offering of debentures, etc.

#### 1.2.4 Potential Impact to the Company

(a) The Company will have additional revenue from renting office

After JCKD is granted for the waiver of Whitewash, the Company will issue new shares for the exchange of JCKD's assets which are land and office building. The Company will be the owner of assets and will no more have rental and service expenses for office but could generate rental and service revenue from companies under Taechaubol Group which are JCK and JCKD. As JCK already paid 3-year rental and service expenses in advance to JCKD, JCKD has to return the amount of rental and service back to the Company calculating from the date the Company becomes the owner of assets to the expiry date of the agreement and receives the guarantee amount of the Company and JCK from JCKD. Regarding JCK's rental in office building, the Company will let JCK to further rent area until the expiry date of the agreement and can renew the agreement with market price.

And after the completion of the transaction, the Company has a plan to develop a new office building on vacant land with 6-floor building, underground floor and parking lot of 27 cars and deck. Total rentable areas would be approximately 5,924.82 sq.m. with an aim to rent to the outsiders. The construction is expected to be completed in 2023 and will generate revenues in 2024 onwards. This will help the Company to have recurring revenues on a monthly basis from both existing and new office buildings, to reduce volatility of revenues and have another source of revenues for the Company. The rental and service revenue of existing and new office building is expected to account for approximately 10% of total revenues of the Company in the future.

(b) In case the Company cannot sold all shares by Private Placement

Referring to the transaction, the Company will issue shares by Private Placement to JCKD after receiving approval from the shareholders' meeting and the SEC and will make payment for the remaining by cash from Rights Offering. The payment by Private Placement is the total payment by shares as approved and the Company will register the capital increase with the Ministry of Commerce before starting the process of Rights Offering. Therefore, there will be no chance that partial payment by shares is done, which will make the transaction not happen and there will not be the transfer of assets.

(c) The Company is unable to keep financial ratio as set by the bank

As the Company received long term loan from a bank that set condition about financial ratio for example, Debt to Equity ratio not exceeding 2 times, Ability to pay debt ratio not lower than 1.5 times, the ratio of EBITDA deducting capital expenditure divided by liabilities due in 1 year including interest expenses, not lower than 1.2 times. However, the Company recorded continued losses and could not keep financial ratio as set by the bank such as the financial statements as of September 30, 2022, the Company had D/Eq ratio of 11.12 times which exceeds the ratio as set in the loan agreement. As the Company sees that it cannot keep such financial ratios, the Company asks the bank to waive for such condition and not to view as the breach of agreement or the event of default. On December 29, 2022 the bank sent a letter to waive for such condition to the Company.

After this transaction, there will be a capital increase to expand capital base in 2023, expecting D/Eq to go down to 1.38 times after the Private Placement and Rights Offering. And when asking for loan for new office building, D/Eq ratio will go up to 1.63 times only. (The estimation excludes the impact or other factors from future performance). However, the Company will find ways to solve the problem of performance with losses to make it survived and keep the financial ratio as set by the bank.

(d) The investment is not performed as expected

When considering the investment in office building, the Independent Financial Advisor has done projection of existing and new office buildings, which is expected to help generate cash flow on a monthly basis and will make profit each year. This is the objective of investment although the present value of net cash flow is negative after deducting the investment amount. The net present value of negative cash flow is between Bt. (37.22) – 13.28 million.

The Company will also set up a new team to support the new project. However, in case the performance is not as expected, JCKD, as its major shareholder in the future, specialized in the business of property development and office for rent, could help the Company to develop and do marketing. The Company expects that there will not be material impact to the performance of the Company.

## (e) Structure of Director

According to the information as stated in Form 247-7 regarding the name of directors of the Company as of January 11, 2023, the Applicant does not have plan to change name of directors after the completion of transaction. Names of directors of the Company are as follows:

Before submitting the request for Whitewash		After receiving approval to issue new shares by Private Placement	
Name	Position	Name	Position
1. Mr. Apichai Taechaubol <sup>1/</sup>	Chairman and Chairman of the Executive Director	No change	No change
2. Mr. Prasong Vara-Ratanakul	Vice Chairman of the Board of Director (Acting), Independent Director, Audit Committee Chairman		
3. Mr. Chotiwit Taechaubol	Executive Chairman (Acting), Chief Executive Officer, Director		
4. Mr. Athawut Taechaubol	Joint Chief Executive Officer, Director		
5. Ms. Rachanee Siwawej	Director		
6. Mr. Chetawan Anuntasomboon	Independent Director, Audit Committee		
7. Mr. Varnadharma Kanchanasuvarna	Independent Director, Audit Committee		

1/ Mr. Apichai Taechaubol has been appointed as Chairman and Chairman of the Executive Director on January 13, 2023

Currently, Taechaubol Group has sent 3 persons as representatives to act as director of the Company who are Mr. Apichai Taechaubol, Mr. Chotiwit Taechaubol and Mr. Athawut Taechaubol from the total of 7 directors. The Applicant has no intention to change the Company's directors after the acquisition of newly issued securities. Therefore, after this transaction, the Company does not need to significantly change the executives and/or directors. However, such change does not include a change of directors due to the events such as retirement by rotation, resignation, etc., in any case of which the Applicant may nominate its representative to fill any such vacancy among the directors of the Company.

In this regard, the Company will act in compliance with the applicable laws. There has not been any agreement that the Applicant will appoint its representative to serve on the Company's Board of Directors.

### 1.2.5 Risks involved with Failure to Obtain Approval for the waiver for Whitewash and Share Allocation by Private Placement

In case the Applicant could not get approval for Whitewash or the Shareholders' Meeting does not approve the Whitewash nor the share allocation by Private Placement, the Company will not be able to seek fund as planned as the Company issue new shares as key source of fund for the exchange of assets and pay the remaining in cash. Therefore, the Company has to cancel the transaction of acquisition of assets which are land and office building as the Company does not have other source of fund to pay for the assets. However, the Company still rents areas from JCKD as usual.

However, the Company still raise fund by Rights Offering and allocate warrants (JCKH-W2) to shareholders who subscribe new shares. All existing shareholders can subscribe new shares by their rights and if there were shares left from Rights Offering, these shares can be allocated by Private Placement. However, in any case, there must not have any shareholder (including person under Section 258) of the foregoing shareholder holding shares as follows:

- Holding shares in excess of the trigger point that crosses the mandatory tender offer requirement threshold prescribed in the Notification of the Capital Market Supervisory Board No. Tor. Chor. 12/2554, or
- Act in a way that violate the foreign limit as determined in the Article of Association of the Company.

The increase of capital has the objective to keep cash for debt repayment and/or working capital and/or the expansion of business in the future. The Company still operates the business with key revenues from restaurants as usual.

### 1.2.6 Conditions of Whitewash

The Board of Directors' Meeting No. 2/2023, dated January 13, 2023 was resolved to propose such matter to the Extraordinary General Meeting of Shareholders No. 1/2023, which will be held on March 8, 2023 to consider and approve the transaction above. The Company has set the agenda concerning the capital increase, the request for a waiver from making tender offer for all securities of the business (Whitewash) and the connected transactions as follows:

- Agenda 3 To consider and approve entering into the acquisition of asset and connected transaction
- Agenda 4 To consider and approve the issuance and offering of the Warrant to Purchase Ordinary Shares of the Company No. 2 (JCKH-W2) to shareholders who subscribed and have been allocated the newly issued ordinary share to existing shareholders in proportion to their shareholding (Right Offering)
- Agenda 5 To consider and approve the increased of registered capital of the Company and the amendment of the Company's Memorandum of Association Clause 4 to be in line with the capital increase
- Agenda 6 To consider and approve the allocation of newly issued ordinary share of the Company
  - Agenda 6.1 To consider and approve the allocation of newly issued ordinary share to accommodate the exercise of convertible debentures
  - Agenda 6.2 To consider and approve the allocation of the newly issued ordinary share to offer to a private placement
  - Agenda 6.3 To consider and approve the allocation of newly issued ordinary share to offer to existing shareholders in proportion to their shareholding (Right Offering)
  - Agenda 6.4 To consider and approve the allocation of newly issued ordinary share to accommodate the exercise of the Warrant to Purchase Ordinary Shares of Company No.2 (JCKH-W2)
  - Agenda 6.5 To consider and approve the allocation of newly issued ordinary share to accommodate the exercise of warrant to purchase ordinary shares of Company No.1 (JCKH-W1)
- Agenda 7 To consider and approve the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash)

In case the shareholders' meeting no.1/2023 dated March 8, 2023 does not approve the agenda 3: To consider and approve entering into the acquisition of asset and connected transaction which consist of (1) land and office building and (2) vacant land from JCKD, it will cause the agenda 5 (To consider and approve the increased of registered capital of the Company and the amendment of the Company's Memorandum of Association Clause 4 to be in line with the capital increase, the agenda 6.2 (To consider and approve the allocation of the newly issued ordinary share to offer to a private placement), the agenda 7 (To consider and approve the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash)), which are connected and conditional to each other. If one of such agendas is not approved by the shareholders' meeting, any agenda which is connected and conditional to each other which has been approved prior shall be canceled. In addition, the Company will stop proceeding asking for loan of Bt. 207.14 million from the bank to construct new office building on vacant land as mentioned above.

In this regard, Agenda 6.2 (To consider and approve the allocation of the newly issued ordinary share to offer to a private placement) which is not connected and conditional to Agenda 3, 5, 6.2 and 7, the Agenda 6.3 is still considered and the Company will use cash from Rights Offering for the loan repayment and/or working capital and/or business expansion in the future.

### 1.3 **Appropriateness of the Valuation of Shares Proposed to the Applicant**

According to the transaction, the Company will issue and offer 1,617,531,400 newly issued shares of the Company at the par value of Bt. 0.25 per share via Private Placement to JCKD at the price of Bt. 0.17 per share, total value of Bt. 274.98 million and will be paid in cash of Bt. 175.02 million. JCKD will request a waiver from making a tender offer by virtue of the resolution of the shareholders' meeting (Whitewash) and connected transactions. The Independent Financial Advisor will consider the appropriateness of the valuation of shares proposed to the Applicant.

Currently, the Company operates a restaurant business under several trademarks. There are branches in many provinces, consisting of Hot Pot ("Hot Pot"), Daidomon ("Daidomon"), Chinese Zheng Dou ("Zheng Dou"), Tomo ("TOMO") and Burger Lobster Shop ("Burger & Lobster").

In addition, the Company holds 100% of shares in 2 subsidiaries as follows:

- (1) CPT Hotels and Resorts Co., Ltd. ("CPT"), which operates a hotel business having 77 rooms located on Kok Tong Road, Rob Wiang Sub district, Mueang Chiang Rai District. Chiang Rai. The hotel will renovate the building and rooms to open in the 3<sup>rd</sup> quarter of 2023, according to the company's preliminary work plan, which may be changed later.
- (2) ASP Hotels and Resorts Co., Ltd. ("ASP"). Before the Company acquired ASP's shares in 2021, ASP's asset had a piece of land of 1 rai 84.4 square wah with an 8-storey hotel building (the construction was 100% completed, consisting of 105 rooms), and a 2-storey clubhouse building and a swimming pool with a usable area of 5,609 square meters, located in Ban Du Sub district Mueang District, Chiang Rai Province. However, the ownership of the land and hotel building assets have been transferred to the creditor. The aforementioned assets were placed as collateral and were sold by auction, which occurred prior to entering into the contract to purchase ordinary shares of ASP. Initially, the Company and the sellers of ASP ordinary shares negotiated with bank creditors to repurchase such assets, but later considered that investment in such projects required more investment than planned. ASP therefore canceled the plan to repurchase such assets. Currently, sellers of ASP shares agree to join the Company in negotiating a compromise of ASP's debts with banks to compensate for the damages incurred. Negotiations are in the process of requesting to reduce the loan debt and accrued interest in the amount of Bt. 70 million, which has not made any progress.

In September 2021, ASP purchased another asset at a price of Bt. 140 million from the seller of ASP shares. The asset consists of land of 1 rai 3 ngan 10.9 square wah with two 7-storey residential buildings and a swimming pool building, located at Ratchayotha Road, Rop Wiang Sub district, Mueang Chiang Rai District Chiang Rai. The overall construction progress is approximately 68% (most of the remaining work is system work and decoration work). And now the construction has been stopped for 6 years. At present, there is no clear business plan.

(Please see more details in Attachment 1)

In preparing the Company's financial projection, CapAd considers the projected revenue stream only from the Company's restaurant business and CPT's hotel business without making estimates of ASP because there is no clear business operation.

CapAd has studied information from the Company, interview for management & parties involved, business agreements including other publicly-disclosed information such as Annual Registration Statements (Form 56-1), audited and reviewed financial statements, and information from the SEC's and the SET's websites ([www.sec.or.th](http://www.sec.or.th) and [www.set.or.th](http://www.set.or.th)), Bank of Thailand ([www.bot.or.th](http://www.bot.or.th)), and the Company website ([www.jckhgroup.com](http://www.jckhgroup.com)).

CapAd's opinion is based mainly on the assumptions that information and documents provided by the Company and subsidiaries are true, complete, and accurate. CapAd has reviewed the information according to the professional standard and found no material anomalies. However, CapAd is unable to assure or guarantee any accuracy or completeness of such information. Additionally, the rendered opinion is based on environment and most up-to-date information at the time of issuance of this report. Therefore, any change of such information or any incurrence of events may significantly affect business operations and financial projection of the Company and subsidiaries as well as shareholders' decision in considering the appropriateness of the disposition.

CapAd has considered several valuation approaches of the Company in total of 6 approaches as follows:

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

CapAd is able to summarize opinion of the appropriateness of the valuation after studying information, document and other relating information of each transaction as follows:

### 1.3.1 Book Value Approach

The book value approach shows share value of the Company by using book value at the point of time which, in this case, is referred to the reviewed financial statements as of September 30, 2022. The certified auditor responsible for the Company's financial statements is Ms. Kannika Wipanut, Certified Public Accountant No. 7305, from Karin Audit Co., Ltd., a SEC-approved auditor. There is some adjustment in registered capital and paid-up capital after the end of the 3<sup>rd</sup> quarter of 2022. CapAd has made adjustment in the book value approach to reflect the share value and number of issued and paid-up shares to be as current as possible and to be in line with the information memorandum as disclosed on the SET. The calculation are as follows:

The Company	Sep 30, 2022	Changes	Jan 11, 2023
Authorized share capital <sup>1/</sup>	701.49	123.56	825.05
Issued and fully paid-up capital <sup>2/</sup>	513.83	152.11	665.94
Premium on share capital	587.48	(78.15) <sup>3/</sup>	509.32
Retained earnings (deficit)	(1,220.02)	-	(1,220.02)
Other components of shareholders' equity	222.84	-	222.84
<b>Total shareholder's equity (100%)</b>	<b>104.12</b>	<b>73.96</b>	<b>178.08</b>
Number of registered and paid-up shares (million shares)	2,055.32	608.44	2,663.77
<b>Book value share price (Bt. per share)</b>	<b>0.05</b>	<b>0.02</b>	<b>0.07</b>

Note: As of January 11, 2023, the paid-up capital has changed from the end of the third quarter of 2022 because there was a capital increase according to the Shareholder's Meeting No. 1/2022 on November 11, 2022 to allocate shares by Rights Offering and Private Placement. The shares of Private Placement were allotted to Mr. Wiwat Chuangchote, Mr. Wasawad Akradiswat, Ms. Kunthira Chotiwijitrat including shares increased from the conversion of convertible debentures for several times during that period.

- 1/ As of January 11, 2023, the Company's registered capital increased by Bt. 123,558,221, representing an increase in registered shares of 494,232,844 shares, from the end of the 3<sup>rd</sup> quarter of 2022 with registered capital of Bt. 701,490,270.50, equivalent to 2,805,961,082 shares, increased to registered capital of Bt. 825,048,481.50, equivalent to 3,300,193,926 shares with a par value of Bt. 0.25 per share
- 2/ As of January 11, 2023, the Company's paid-up capital increased by Bt. 152,110,696.25, representing an increase in registered shares of 608,442,454 shares from the end of the third quarter of 2022 with paid-up capital of Bt. 513,831,000.00 equivalent to 2,055,324,331 shares, increased to paid-up capital Bt. 665,941,696.25, equivalent to 2,663,766,785 shares with a par value of Bt. 0.25 per share. (according to the Company's affidavit dated January 11, 2023)
- 3/ The share discount is derived from the conversion of convertible debentures in the 3<sup>rd</sup> quarter of 2022 at an average price of Bt. 0.1218 per share and a capital increase via a general mandate at Bt. 0.1210 per share, which is lower than the par value. at Bt. 0.25 per share

From this approach, the Company's value is **Bt. 178.08 million or Bt. 0.07 per share.** However, the Book Value approach can reflect the Company's value at a time but does not consider the Company's performance in the future and fair value of the Company's asset. Thus, CapAd opines that the valuation by this approach is **not appropriated** to evaluate the Company's value.

### 1.3.2 Adjusted Book Value Approach

This valuation approach is using the Company's total assets deducted by total liabilities including any commitments and contingent Liabilities shown on the Company's reviewed financial statements dated September 30, 2022, audited by a SEC-approved auditor. There may be some adjustment after the date of the financial statements that may affect the book value to reflect the actual value of the asset e.g. gain/loss from the appraised asset which does not record in the financial

statements. However, there is no liability that may occur in the future and after financial statements published to date. After that, the result from the calculation will be divided by the number of the Company's paid-up shares

Regarding the valuation of the Company by this approach, CapAd used the book value shown in the latest consolidated financial statements as of September 30, 2022 (with adjusted issued and paid-up capital after the end of the 3<sup>rd</sup> quarter of 2022 from the Book Value Approach), by considering the following key issues:

### **Increase (decrease) from the appraisal of assets**

In valuing the business by using the Adjusted Book Value Approach, it is necessary to appraise the value of key assets of the Company and its 2 subsidiaries, ASP and CPT, to compare between the appraised value which is a fair price and the book value. The discrepancy will be taken into account to calculate the adjusted book value. The Company has appointed independent appraisers, which are approved by the Valuers Association of Thailand ("VAT") and approved by the SEC with the objective of preparing reports for the public benefit. The appraisal can be summarized as follows:

Company	Assets	Appraised Value (Bt. million)		
		Land	Buildings and Construction	Total
JCKH				
Item 1	Land with buildings, Pathum Thani Province (Central kitchen)	211.84	73.26	285.10
Item 2	Vacant Land, Saiden Ha-Dongmada Road, Rop Wiang Subdistrict, Mueang District, Chiang Rai Province.	11.70	-	11.70
Item 3	Vacant Land, Doi Khao Khwai Road, Rop Wiang Sub district, Mueang District, Chiang Rai Province.	9.23	-	9.23
Item 4	Vacant Land, Sai Ban Kee Lek-San Khong Ngam Road, San Sai Noi Subdistrict, Mae Chan District, Chiang Rai Province.	5.88	-	5.88
Item 5	Vacant Land, Sai Ban Kee Lek-San Khong Ngam Road, San Sai Noi Subdistrict, Mae Chan District, Chiang Rai Province.	2.35	-	2.35
Item 6	4 units of 3-storey commercial buildings, Sai Den Ha - Dong Mada Road, Rop Wiang Subdistrict, Mueang District, Chiang Rai Province.	-	11.80	11.80
Item 7	4 units of 3-storey commercial buildings and 2 units of 1-storey houses on Outer Ring Road San Sai Noi Subdistrict, San Sai District, Chiang Mai Province.	6.68	17.04	23.72
ASP				
Item 8	Land with a 7-storey residential building, Ratchayotha Road, Rop Wiang Subdistrict, Mueang District, Chiang Rai Province.	42.65	125.32	167.97
CPT				
Item 9	Land with a 7-storey residential building, Kwai Wai Road, Rop Wiang Subdistrict, Mueang District, Chiang Rai Province.	34.36	178.56	212.92
	<b>Total</b>	<b>324.69</b>	<b>405.97</b>	<b>730.66</b>

- Note:
- (1) Appraisal of the fair value of different types of assets use different appraisal method, ie, land uses the market price comparison method, and building, machinery and equipment use the replacement cost method and depreciate according to the use condition.
  - (2) Details of assets in various items are shown in Attachment 2.
  - (3) Information from land title documents for each item Represents the 2nd – 7th assets acquired by the Company in 2021, and items 8 and 9 were acquired in 2021 through subsidiaries. The company informed that it foresees the potential of Chiang Rai in the future in terms of tourism as a preparation for future development after the COVID-19 situation. The vacant land and commercial buildings can be developed for restaurant projects. or other ongoing businesses (such as raw material warehouses, etc.) in the future.
  - (4) The commercial building shown in item 6 is approximately 10 years old, and the commercial buildings and single houses shown in item 7 are approximately 8 years old, while the residential building in item 8 is approximately 6 years old (68% construction) and the residential building in item 9 is approximately 5 years old (100% construction and awaiting further renovation).

From the appraisal by the independent appraisers above, the total asset value is equal to Bt. 730.66 million, divided into land equal to Bt. 324.69 million and buildings and constructions equal to Bt. 405.97 million.



### **CapAd's Opinion on Asset Appraisal**

- 1) CapAd has an opinion that appraisal of land by market price approach is appropriate and agrees with the independent appraisers regarding the appropriateness of the data used for comparison. Because market information that is located in the neighborhood close to the appraised property, whether it has been offered for sale or already sold. The market data used for comparison has been adjusted to be similar and reflect the market price of the land as much as possible by considering various factors such as location, land area, land level, shape or width of the land, environment, etc., then rated by weighted method to obtain the appropriate market price of the appraised property.
- 2) CapAd has an opinion that building valuation buildings such as plant used as central kitchen and residential buildings by the replacement cost method are appropriate. It is a property appraisal based on the Replacement Cost New used in construction per square meter, which considers the price of construction materials, labor costs, construction equipment and related expenses and then deducted by depreciation according to the useful life of each type of asset to reflect the current actual condition of that building and construction. Therefore, the valuation of buildings and structures such as plant, central kitchen and residential buildings by the replacement cost method is the most suitable method and can reflect the market value of the property as much as possible.

### **Summary of the book value of the property and the appraised value of the property by the independent appraisers**

In this regard, CapAd has compared the value of the Company's assets from the book value as of September 30, 2022 with the appraised value done by independent appraisers, together with the estimated value of deferred tax liabilities. Therefore, the adjustment of shareholders' equity can be summarized as follows:

(Unit: Bt. million)

Appraised Assets		Book Value at September 30, 2022	Appraised value by the independent appraisers	The appraised value is higher (lower) than the book value. (2) – (1)
		(1)	(2)	(2) – (1)
1	Land	319.62	324.69	5.07
2	Building and Constructions	398.00	405.97	7.97
<b>Total appraised asset's value</b>		<b>717.63</b>	<b>730.66</b>	<b>13.04</b>
(Less): Deferred tax liabilities <sup>1/</sup>				(2.61)
<b>Total shareholders' equity adjustments</b>				<b>10.43</b>

Note: 1/ Provision for deferred tax liabilities at the tax rate of 20% of the profit from the appraised value higher than the book value of the assets.

Therefore, the appraised value includes land Buildings, buildings of the independent appraisers at this time equal to Bt. 730.66 million. Therefore, CapAd has adjusted the equity of the Company to increase from the difference between the appraised value and the book value of the net assets of **Bt. 10.43 million**.

### **Summary of the Company's Adjusted Book Value**

From the above considerations, CapAd value the Company by using an adjusted book value approach as follows:

The Company's adjusted book value	Bt. Million
<b>Total Equity</b>	<b>178.08</b>
Adjusted transaction	
- Gain (Loss) from asset valuation	10.43
<b>Total Equity after adjusting transaction</b>	<b>188.51</b>
Number of registered and paid-up shares <sup>1/</sup> (million shares)	2,663.77
<b>Adjusted Book Value Share price (Baht per share)</b>	<b>0.07</b>

Note: 1/ The par value of shares is Bt. 0.25 per share and the number of ordinary shares as of January 27, 2023.

From the valuation approach, the total value of the Company's group is **Bt. 188.51 million or Bt. 0.07 per share**. This approach has some adjustments to reflect the market value of the

Company's asset better than the Book Value Approach. However, this approach only considers the Company's value at a time and does not consider the future operating performance. Thus, CapAd opines that the valuation by using an adjusted book value approach may not reflect the actual value of the Company.

### 1.3.3 Price to Book Value Ratio Approach: P/BV Ratio

CapAd evaluates the Company's share value by using book value per share as stated in the audited financial advisor dated September 30, 2022, by the Company's certified auditors including the adjustment of paid-up capital after the end of the 3<sup>rd</sup> quarter of 2022, which is equal to Bt. 0.07 per share. This figure will be multiplied by the median of the P/BV ratio of 7 - comparable companies, which are listed on the SET in Food and Beverage Sector under Agriculture and Food Industry: MK Restaurant Group Public Company Limited, S&P Syndicate Public Company Limited, Wow Factor Public Company Limited, Zen Corporation Group Public Company Limited, and in Tourism & Leisure sector under Services industry: Central Plaza Hotel Public Company Limited, including companies listed on the Market for Alternative Investment (mai) in Agro & Food industry: After You Public Company Limited, and Mud & Hounds Public Company Limited.

Regarding the overall of the business operations of the 7 companies, CapAd will consider selecting companies that operate similar restaurant businesses such as Suki Shabu or restaurants that have multiple branches or are managed as a business network similar to the Company, including companies that have investments in different types of restaurants to provide analysis covering different types of restaurants that may be direct or indirect competitors of the Company. The selected companies have income from food business more than 50% of total operating income referred by the financial statements as of September 30, 2022, which can be summarized as follows:

Company	Symbol	Business Operation
1. MK Restaurant Group PCL	M	operates the restaurant business "MK Suki" and Japanese restaurant "Yayoi" which obtained a franchise right from Japan. It also operates other 2 Japanese restaurants - "Hakata" and "Miyazaki", Thai restaurant "Na Siam" and "Le Siam", the coffee and bakery shop "Le Petite".
2. S&P Syndicate PCL	SNP	The Company operates a restaurant and bakery business categorized as follows: 1) Domestic restaurants and bakery 2) Overseas restaurants the operation of Thai restaurants abroad 3) The production and distribution of bakery products, frozen prepared foods, sold to restaurants or supermarkets and for export 4) The provision of other related services, such as home delivery of foods and outside catering.
3. Wow Factor PCL	W	There are investments in the restaurant business such as a pastry shop, a Japanese buffet-shabu restaurant, European-style restaurants such as steaks, Domino brand pizza restaurants.
4. Zen Corporation Group PCL	ZEN	A holding company which its core company is Zen Restaurant Holding Company Limited that operates Japanese restaurant business under the brand name, "ZEN" and other related business.
5. Central Plaza Hotel PCL	CENTEL	There are 2 main businesses 1. The Company is the operator and manager of many hotels in Thailand and international countries under its brand names, Centara Grand, Centara, Centra, Cosi brands and to manage hotels. 2. Fast food business in Thailand under its brand names such as The Terrace, Aroi Dee, Suki House, Soft Air, Kowlune and franchised brands of Mister Donut, KFC, Auntie Anne's, Pepper Lunch, Cold Stone Creamery, Chabuton, Yoshinoya, Ootoya, Tenya and Katsuya. These outlets are around in Thailand. The revenue from the food and beverage business is almost 80% of the company's total revenues.
6. After You PCL	AU	1. Dessert cafe 2. Sales of goods and raw materials 3. Catering and events 4. Franchise
7. Mud & Hounds PCL	MUD	MM is operating through its subsidiaries (Holding Company). The subsidiaries of MM are mainly focusing on Food and Beverage Business comprising of (1) Food and Beverage Business under franchise agreement includes Dunkin' Donuts, Au Bon Pain and Baskin Robbins, and (2) Food and Beverage Business under owned brand includes Greyhound Cafe, Another-hound Café, M-Kitchen and Le Grand Vefour. In addition, the company also has another business which is Lifestyle Business under Greyhound brand. Golden Donut (Thailand) Company Limited is a core company of MM which is operating Food and Beverage Business under franchise agreement of Dunkin' Donuts brand.

Source: Website "www.set.or.th"

## Financial information of listed companies used for reference

(Unit: Bt. million)

Company	Symbol	Market price as of December 31, 2022	Total assets as of September 30, 2022	Total revenue 12 months ended of September 30, 2022	Gain (Loss) 12 months ended of September 30, 2022
1. MK Restaurant Group PCL	M	54,101.59	19,175.09	15,343.67	1,522.73
2. S&P Syndicate PCL	SNP	9,376.76	5,016.13	5,644.29	450.31
3. Wow Factor PCL	W	1,611.55	1,439.50	642.46	(372.75)
4. Zen Corporation Group PCL	ZEN	5,190.00	48,487.28	3,248.10	121.62
5. Central Plaza Hotel PCL	CENDEL	67,837.50	48,487.28	16,541.58	95.22
6. After You PCL	AU	9,298.11	1,193.54	876.84	95.54
7. Mud & Hounds PCL	MUD	2,717.74	5,015.02	3,015.11	(13.48)
* The Company's information	JCKH	302.90	1,261.45	574.61	(325.16)

Source: Website "SETSMART" and financial statements of each company published on the website.

## Summary of the valuation of the Company's shares can be summarized as follows:

Company	Average P/BV Ratio in the past period (Times)							
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	360 days
1. M	4.09	4.06	4.02	4.03	4.04	3.92	3.82	3.77
2. SNP	3.63	3.65	3.62	3.45	3.41	3.27	3.21	3.19
3. W	3.25	3.20	3.31	3.11	3.18	3.23	3.50	3.81
4. ZEN	4.18	4.23	4.21	4.16	4.04	3.84	3.61	3.33
5. CENDEL	3.66	3.60	3.55	3.60	3.53	3.43	3.33	3.06
6. AU	10.30	10.19	10.13	10.22	10.08	9.92	9.94	10.12
7. MUD	1.28	1.27	1.24	1.24	1.26	1.26	1.23	1.13
Median of 7 companies	3.66	3.65	3.62	3.60	3.53	3.43	3.50	3.33
The Company's share price (Baht/share)	0.24	0.24	0.24	0.24	0.24	0.23	0.23	0.22
Total value (Bt. million)	652.28	649.63	644.29	641.56	629.29	610.44	622.78	593.73

Source: Website "www.set.or.th"

From the valuation by using Price to Book Value approach, the Company value is in the range of **Bt. 593.73 – Bt. 652.28 million or Bt. 0.22 – Bt. 0.24 per share**. However, this valuation method is based on the financial status of the company at a time and do not reflect the future operation. So, the valuation by using this approach is not appropriate.

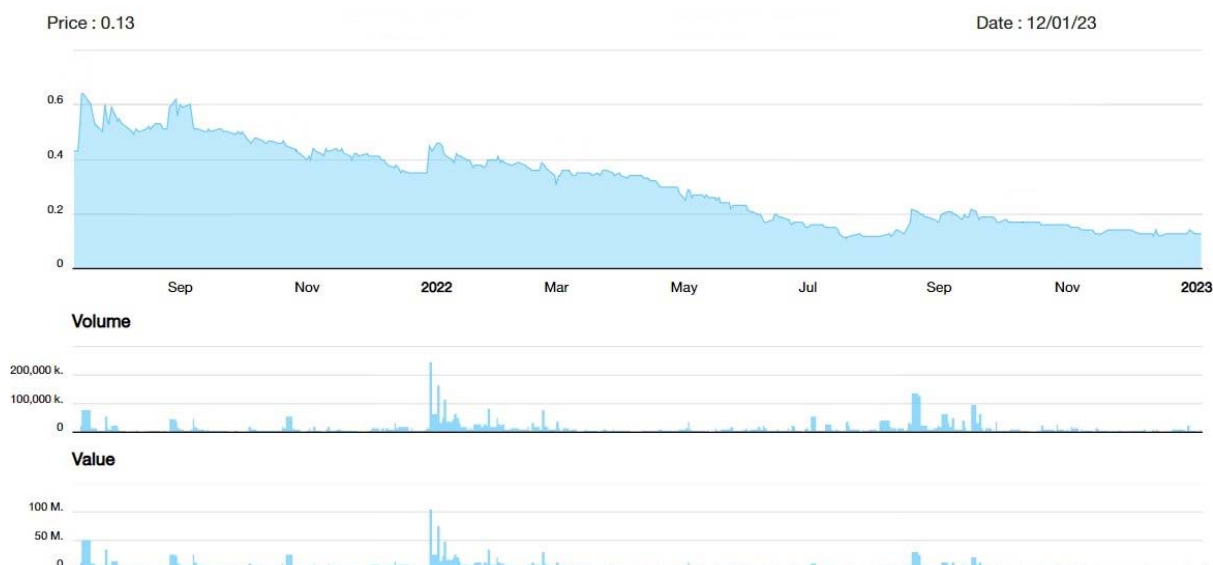
**1.3.4 Price to Earnings Ratio Approach: P/E Ratio**

The share valuation by using Price to Earnings Ratio Approach: P/E Ratio is using the Company's earnings per share during the past 12 months from the 4<sup>th</sup> quarter of 2021 to the 3<sup>rd</sup> quarter of 2022 and multiplying with a median of P/E ratio of peer companies. However, CapAd is not able to calculate by using earnings per share since the Company performed losses during that period.

**1.3.5 Market Value Approach**

This share valuation approach uses the weighted average of trading transactions of the Company shares in the SET during a specific time. In general, it is considered the period of business days past 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days, and 360 days, which range from July 19, 2021 to January 12, 2023. However, to find the stock price according to the market price in the transaction, CapAd has considered the weighted average market price of the Company (Trading value of the Company's share/ Trading volume of the Company share) using past information for 7 - 15 days counting from January 12, 2023, which is the day before the Company's Board of Director Meeting on January 13, 2023.

**Graph below shows trading volume and share price of JCKH**  
**From July 19, 2021 to January 12, 2023**



The table showing the market price of the Company's ordinary shares can be calculated as follows:

Period	Closing price (Baht/share)			Average daily trading volume (shares)	Weighted average closing price (Baht/share)	The average daily trading volume per total paid-up shares (percentage)
	Max.	Min.	Average			
7 day historical average	0.14	0.13	0.13	7,118,273	0.131	0.27%
15 day historical average	0.14	0.12	0.13	6,762,552	0.130	0.25%
30 day historical average	0.14	0.12	0.13	5,281,125	0.131	0.20%
60 day historical average	0.17	0.12	0.14	6,339,485	0.144	0.24%
90 day historical average	0.22	0.12	0.16	11,433,423	0.175	0.43%
120 day historical average	0.22	0.11	0.15	14,066,705	0.172	0.53%
180 day historical average	0.34	0.11	0.18	12,443,249	0.183	0.47%
360 day historical average	0.65	0.11	0.31	14,124,785	0.325	0.53%
Price range of the Company's ordinary shares (Baht/share)					0.130 - 0.325	

Source: The Company's stock price used for comparison is from SETSMART.

By this approach, weighted average market price is used in accordance with the SEC's definition, which is a weighted average market price of not less than 7 trading days but not over 15 trading days before the date of Company's Board of Director Meeting, which is the main criteria because the period is close to the transaction period. In valuing shares by this approach, CapAd considers information during December 22, 2022 – January 12, 2023, before the date of Company's Board of Director Meeting to consider and approve this transaction.

Therefore, the market price of the Company's ordinary shares from this method is between the 7-day average market price of Bt. 0.131 per share and the 15-day average market price of Bt. 0.130 per share. **The range is between Bt. 0.130 – 0.131 per share or worth between Bt. 347.55 – 349.01 million.** Therefore, the offering of such newly issued ordinary shares at a price of Bt. 0.17 per share is higher than the market price range, and is not considered a low price offering of newly issued shares according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558.

Considering the Company's liquidity in the past 360 days, the average of the Company's trading volume is about 14.12 million shares per day or equal to 0.53% of the total Company's shares. compared to the trading volume of the top 5 companies in the SET which have an average trading volume of 0.23% of the total shares, during the past 360 days from Q3 of 2022, the Company has the good percentage of trading volume. The market price is considered by demand and supply of investors towards the Company's share which can reflect share price in a certain time including fundamental and investors demand towards potential growth of the Company in the future. The Market price in the past can be used as a reference to reflect the value or actual price of the Company's share. Thus, CapAd

sees that the valuation using Market Value Approach can reflect the value or actual price of the Company's share. CapAd opines the valuation using Market Value Approach is **appropriate**.

### 1.3.6 Discounted Cash Flow Approach

The Discounted Cash Flow approach is the method considering the Company's future performance by using the present value of the expected net cash flow received which is calculated by appropriated discount rate from the Weighted Average Cost of Capital (WACC) and calculation of net cash flow from financial projection of the Company and CPT (its subsidiary) starting from the year 2022 to 2027, which is the appropriate period of projection to reflect performance & situation of the Company and Subsidiaries including economics situation, and finding of terminal value in the last year of the projection. The financial projection information is based on financial information that has been audited for the past 3 years and the 3<sup>rd</sup> quarter of 2022, including other information. involved in the estimate business plans of the Company and its subsidiaries. CapAd has adjusted some assumptions to reflect industry conditions, including overall economic conditions and according to the conservative basis.

However, CapAd's opinion is under the assumption that the information received is correct and completed and is considered from the current situation including no significant changes in the future. If there are significant changes that may affect the business operations and the Company's group financial projection, these changes may affect the fair value of the asset in the future.

CapAd make a cash flow projection to determine the present value of the Company's restaurant business and CPT's hotel business, which is a subsidiary of the Company, at the same time by combining the present value of restaurant and hotel cash flows with the present value of CPT hotels. and put them together in a sum of the parts basis.

## (A) The Company's Food and Beverage Business

### ▪ Sale Revenues

The company has revenue from operating a restaurant business in various brands. Currently, there are 67 branches from 5 brands, including Hot Pot (HOT POT: "BI"), Daidomon (Daidomon: "DD"), Zheng Dou (Zheng Dou: "ZD"), Tomo (TOMO) and Burger & Lobster (Burger & Lobster: "BL"), which will be the Company's revenue base in the future, with all 5 brands having a number of branches as of December 31, 2019 -2022 as follows:

Number of branches that provide services at the end of 2019 - 2022

Brand	Year 2019	Year 2020	Year 2021	Year 2022 <sup>1/</sup>
1. HOT POT	78	77	60	49
2. Daidomon	5	4	4	6
3. Zheng Dou	6	4	3	2
4. TOMO	-	-	-	1
5. Burger & Lobster	-	-	-	1
<b>Total Branches</b>	<b>89</b>	<b>85</b>	<b>67</b>	<b>59</b>

Note: In the past, the Company had other brands of restaurants which are no longer operating. Therefore, it is not shown here, for example, Bonsai restaurant, a Joe Ka Tow Organic Shabu restaurant, Signature restaurant, Toomato Italian Kitchen restaurant, and a Signor Sassi restaurant.

1/ Estimated outlets at the end of 2022 based on the number of outlets at the end of Q3 2022 plus new outlets opening in Q4 such as Burger & Lobster.

During 2019 - 2021, the Company had sales revenue of Bt.1,349.09 million, Bt. 685.80 million and Bt. 427.61 million or decreased by (9.95%), (49.17%) and (37.65%) of revenue, respectively. It was affected by the COVID-19 crisis and has continued until now, resulting in the number of closed stores more than the number of opened ones each year. Key assumptions for revenue projections include: The number of customers and the average revenue per person (customers), with the following details:

### (a) Number of Customers

The number of customers is the number of customers of branded restaurants that are still open today, not including the number of customers from brand of other restaurants that have been closed. The number of customers who visit the restaurant in 2019 – 2021 and the first 9 months of 2022 was 4.09 million persons, 2.19 million persons, 1.39 million persons and 1.05 million persons, respectively,

with an increase (decrease) rate in 2020 – 2021 equal to (46.49%) and (36.55%), respectively. The decreasing rate are mainly due to the COVID-19 situation.

CapAd stipulates that customer growth is in line with the Company's policy and direction of new store opening, as well as the appropriate growth in line with the number of former customers both before and during the Covid-19 pandemic. The increase in the number of customers will not increase much more than the year before the COVID-19 crisis, due to a large number of branches closing down from 89 branches in 2019 to 59 branches in 2022. There are 5 brands that the Company aims to operate in the future, namely HOT POT, Daidomon, Zheng Dou, TOMO and Burger & Lobster. The Company has the same growth target for all brands. That is, during 2023 - 2025, the number of customers has an increase rate of 20%, 10% and 5%, respectively. After that, the rate is set to have a constant increase rate of 5% throughout the projection year. The number of customers has increased after the completely opening of the country, but the increasing rate is much lower than the period before the COVID-19 situation in 2019.

Brands	Unit	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F
1. HOT POT	persons	3,701,927	1,996,381	1,248,330	1,170,151	1,404,181	1,544,599	1,621,829	1,702,920	1,788,066
2. Daidomon	persons	373,279	155,317	111,924	169,695	229,559	255,108	267,863	281,256	295,319
3. Zheng Dou	persons	15,841	37,599	28,873	40,577	68,981	75,880	79,674	83,657	87,840
4. TOMO <sup>1/</sup>	persons	-	-	-	14,519	103,731	181,917	191,013	200,564	210,592
5. BL <sup>2/</sup>	persons	-	-	-	6,480	46,656	51,322	53,888	56,582	59,411
<b>Total Customers</b>	persons	4,091,047	2,189,297	1,389,127	1,401,421	1,853,108	2,108,825	2,214,266	2,324,980	2,441,228
<b>Increase (Decrease) Rate</b>										
1. HOT POT	%	n.a.	(46.07)	(37.47)	(6.26)	20.00	10.00	5.00	5.00	5.00
2. Daidomon <sup>3/</sup>	%	n.a.	(58.39)	(27.94)	51.62	35.28	11.13	5.00	5.00	5.00
3. Zheng Dou <sup>3/</sup>	%	n.a.	137.35	(23.21)	40.54	70.00	10.00	5.00	5.00	5.00
4. TOMO <sup>4/</sup>	%	n.a.	-	-	-	614.46	75.37	5.00	5.00	5.00
5. BL <sup>4/</sup>	%	n.a.	-	-	-	620.00	10.00	5.00	5.00	5.00
<b>Total Customers</b>	%	n.a.	(46.49)	(36.55)	0.89	32.23	13.80	5.00	5.00	5.00

Note: The fiscal year ends on December 31 of each year. which is an estimate during the year 2022 - 2027

- 1/ According to the Company's business plan, TOMO opened the first restaurant in July 2022 and in 2023 plans to open another 5 restaurants, opening one store at a time in February, April, June, August and October, respectively.
- 2/ Burger & Lobster opened its first branch in November 2022.
- 3/ Daidomon and Zheng Dou have an average growth rate of more than 20 percent in 2023. In addition to the 20 percent increase in the number of existing restaurant customers, there will also be an increase in the number of customers from new restaurant opened in 2023, as well as the opening of restaurant during the year.
- 4/ There is a very high rate of increase in 2023 because in 2022, TOMO and BL operates only a few months open for service.

### **(b) Average revenue per person**

Average revenue per person is the average revenue per person from customers of each brand of restaurants that are still open today. In 2019 - 2021, the average revenue per person is Bt. 315, Bt. 306, and Bt. 309, respectively, or with an increase (decrease) rate in 2020 – 2021, equal to (2.74%) and 0.73%, respectively.

CapAd determines from 2022 - 2027 throughout the projection year. Average revenue per person is constant based mainly on 2022, the year when business began to return from the COVID-19 situation. The Company is to improve branches, open and close branches that have no potential. In addition, there are new brands of restaurants whose average revenue per person will change from before COVID-19. And the average revenue per person for newly opened stores is equal to the average revenue per person of the same brand, according to the Conservative Basis.

Revenue per person	Unit	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F
1. HOT POT	Baht	303	290	287	349	349	349	349	349	349
2. Daidomon	Baht	327	322	341	437	437	437	437	437	437
3. Zheng Dou	Baht	2,742	1,129	1,125	1,065	1,065	1,065	1,065	1,065	1,065
4. TOMO <sup>1/</sup>	Baht	-	-	-	791	791	791	791	791	791
5. BL <sup>2/</sup>	Baht	-	-	-	807	807	807	807	807	807
Avg. Revenue per person	Baht	315	306	309	387	423	435	435	435	435
<b>Increase (Decrease) Rate</b>										
1. HOT POT	%	n.a.	(4.53)	(0.98)	21.70	-	-	-	-	-
2. Daidomon	%	n.a.	(1.55)	5.83	28.10	-	-	-	-	-
3. Zheng Dou	%	n.a.	(58.82)	(0.39)	(5.30)	-	-	-	-	-
4. TOMO	%	n.a.	-	-	-	-	-	-	-	-

Revenue per person	Unit	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F
5. BL	%	n.a.	-	-	-	-	-	-	-	-
Avg. Revenue per person	%	n.a.	(2.74)	0.73	25.44	9.23	2.80	-	-	-

Note: The fiscal year ends on December 31 of each year, which is an estimate during the year 2022 - 2027

1/ TOMO opened the first restaurant in July 2022 and in 2023 plans to open another 5 restaurants, opening one store at a time in February, April, June, August and October, respectively.

2/ Burger & Lobster opened its first branch in November 2022.

### (c) Other Sales Revenues

Other sales revenue is sales of frozen raw materials, which started in 2020 or during the COVID-19 crisis, which is currently operating, despite the drop in sales. CapAd has excluded this sale because it doesn't sell across branch of restaurants. And the revenue in the year 2022 from the adjustment of the sales revenue during the first 9 months of the year 2022 is equal to Bt. 16,684 per year and is constant throughout the projection year.

### ▪ Other Revenues

Other revenues (excluding sales of frozen raw materials) consists of revenues from membership card sales, revenues from sales promotions, and miscellaneous revenues such as fine revenue (having leftover food), sales from scraps, and food scraps revenues, interest revenue and food consulting work in hotels, etc. The other revenue in 2019 - 2021 was Bt. 48.17 million, Bt. 15.57 million and Bt. 13.51 million, respectively, or representing a proportion to revenue from operations at 3.56%, 2.27% and 3.13%, respectively.

CapAd has determined that in 2022, the ratio of other revenues to operating revenue was equal to that rate for the first nine months of 2022, and in 2023, the ratio of other revenue to operating revenue was equal to the average rate for the year 2020 - 2021 and the first 9 months of 2022 and fixed rates throughout the projection year. Other revenues and ratio of other revenue to operating revenue are as follows:

Other Revenue	Unit	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F
1. Sale of membership	Bt.million	12.93	7.74	5.91	4.53	8.69	10.17	10.68	11.21	11.77
2. Sales promotion	Bt.million	1.88	1.20	1.09	1.01	1.60	1.87	1.97	2.06	2.17
3. Miscellaneous	Bt.million	33.35 <sup>1/</sup>	6.64	6.51	25.02 <sup>2/</sup>	9.22	10.78	11.32	11.89	12.48
Total other revenue	Bt.million	48.17	15.57	13.51	30.56	19.51	22.83	23.97	25.17	26.42
<b>Proportion to operating revenues</b>										
1. Sale of membership	%	0.96	1.13	1.37	0.84	1.11	1.11	1.11	1.11	1.11
2. Sales promotion	%	0.14	0.17	0.25	0.19	0.20	0.20	0.20	0.20	0.20
3. Miscellaneous	%	2.47	0.97	1.51	5.85	6.01	6.01	6.01	6.01	6.01
Total other revenue	%	3.56	2.27	3.13	6.87	7.32	7.32	7.32	7.32	7.32

Note: The fiscal year ends on December 31 of each year, which is an estimate during the year 2022 - 2027

1/ A one-time project revenue year.

2/ There was an item of Bt. 19.47 million in reduction of fines and additional money from the revenue.

Revenue from sales and services of the Company according to projections between 2022 - 2027 can be shown as follows:

Total Revenue	Unit	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F
1. HOT POT	Bt.million	1,123.36	578.36	358.12	408.54	490.25	539.28	566.24	594.55	624.28
2. Daidomon	Bt.million	122.11	50.02	38.15	74.09	100.22	111.38	116.95	122.80	128.94
3. Zheng Dou	Bt.million	43.44	42.46	32.48	43.23	73.48	80.83	84.87	89.12	93.57
4. TOMO <sup>1/</sup>	Bt.million	-	-	-	11.48	82.03	143.85	151.05	158.60	166.53
5. BL <sup>2/</sup>	Bt.million	-	-	-	5.23	37.64	41.41	43.48	45.65	47.93
Sale revenue	Bt.million	1,288.91	670.85	428.75	542.57	783.63	916.75	962.59	1,010.72	1,061.25
6. Other sales	Bt.million	-	1.35	0.09	0.02	0.02	0.02	0.02	0.02	0.02
7. Other revenues	Bt.million	48.17	15.57	13.51	30.56	19.51	22.83	23.97	25.17	26.42
8. Revenues from closed restaurants	Bt.million	60.18	13.60	(1.23)	-	-	-	-	-	-
Total Revenue	Bt.million	1,397.25	701.37	441.12	573.14	803.16	939.59	986.57	1,035.90	1,087.69

Note: (1) The fiscal year ends on December 31 of each year, which is an estimate during the year 2022 - 2027

(2) Restaurant business that were closed in the previous year such as Bonsai restaurant, a Joe Ka Tow Organic Shabu restaurant, Signature restaurant, Toomato Italian Kitchen restaurant, and a Signor Sassi restaurant.

## ▪ Cost of goods sold

Cost of goods sold consist of cost of food, cost of labor, utilities, maintenance repair costs and other production costs, most of which were the operating cost of the production section at the central kitchen. During the years 2019 - 2021, the cost of sales was Bt. 654.40 million, Bt. 289.72 million and Bt. 224.67 million, respectively or representing 48.39%, 42.15% and 52.01% of operating revenues, respectively.

Key assumptions for cost of sales projection can be summarized as follows:

- Food costs consist of food costs, sauce costs, and transportation costs from purchases, and consumables, etc. CapAd stipulates that the ratio of cost of sales to operating revenue in 2022 is equal to the average ratio of the first 9 months of 2022 at 49.08%, and in 2023 - 2027, the ratio of food costs to operating revenues equal to the average of such ratio in 2020 - 2022 at 46.72%
- Labor costs are production wages, which consist of wages and welfare, etc. The Company employs permanent and temporary employees in the production section. There is no need to hire more employees. Therefore, CapAd determines that in 2022, the ratio of labor costs to operating revenue is equal to that ratio for the first 9 months of 2022 at a rate of 0.42 percent, and in 2023 - 2027, determines The ratio of labor cost to operating revenue is equal to the average of such ratio in 2020 - 2022 at 0.51%.
- Other costs include utility costs, repair and maintenance costs, other production expenses and depreciation and amortization expenses, etc. CapAd stipulates that in 2022, the ratio of other costs to operating revenue is equal to that ratio for the first 9 months of 2022 at a rate of 0.65 percent, and in 2023 - 2027, the ratio is set to Other costs per operating revenue equal to The average of such ratio in 2020 - 2022 at 0.85%.

Cost of Sale	Unit	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F
1. Cost of food	Bt.million	641.03	279.06	218.07	266.29	366.10	428.30	449.71	472.20	495.81
2. Labor costs	Bt.million	4.82	4.30	2.11	2.25	4.00	4.68	4.91	5.15	5.41
3. Other costs	Bt.million	8.54	6.35	4.50	3.77	6.84	7.96	8.23	8.64	9.07
Total cost of sale	Bt.million	654.40	289.72	224.67	272.32	376.94	440.93	462.85	485.99	510.29
<b>Proportion to operating revenues</b>										
1. Cost of food	%	47.40	40.60	50.48	49.08	46.72	46.72	46.72	46.72	46.72
2. Labor costs	%	0.36	0.63	0.49	0.42	0.51	0.51	0.51	0.51	0.51
3. Other costs	%	0.63	0.92	1.04	0.69	0.87	0.87	0.86	0.86	0.86
Total cost of sale	%	48.39	42.15	52.01	50.19	48.10	48.10	48.08	48.08	48.08

Note: The fiscal year ends on December 31 of each year, which is an estimate during the year 2022 - 2027

## ▪ Selling Expenses

Selling expenses consist of employee expenses, advertising and sales promotion, rent and depreciation, utility costs, fee and taxes costs, and other expenses (repairing fees, consulting fees and miscellaneous expenses). During the year 2019 - 2021, selling expenses was Bt. 706.59 million, Bt. 367.22 million and Bt. 244.55 million respectively, or in proportion to operating revenue at 52.25%, 53.42% and 56.61%, respectively.

CapAd determines selling expenses that do not vary according to revenue increase at a rate equal to the 20-year average growth rate of the Consumer Price Index of Thailand (2003 - 2022) ("CPI<sup>TH</sup>") at approximately 2.15 percent per year, while variable expenses according to revenue are calculated in the ratio of selling expenses to operating revenues, which are as follows:

- Employee expenses. CapAd determines that in 2022, the ratio of employee expenses to operating revenues is equal to that ratio for the first 9 months of 2022 at a rate of 17.89%. Employee expenses per operating revenues is equal to the average of such ratio in 2020 - 2022 at 17.64%
- Advertising and promotional expenses. CapAd determines that in 2022, the ratio of advertising and promotional expenses to operating revenues is equal to that ratio for the first 9 months of 2022 at a rate of 0.54%. Advertising and promotional expenses per operating revenues is equal to the average of such ratio in 2020 - 2022 at 0.58%.
- Rent and depreciation. These is a rental and service for various branches during the years 2021 and 2022, the company has applied the accounting standard TFRS 16. During the year 2022, when the long-term lease expires, in most cases, the company renews the contract on a year-by-year basis. However, CapAd assumes that after 2023, no new restaurant has been opened. For the rental rate in 2024 - 2027 is determined to increase at a rate of 3.33% per year (compared to a general rental rate increase of 10% per year every 3 years), because many existing restaurants have difference of



contract expiration date. Every year, there will always be a restaurant that renews the contract. Therefore, the average annual increase rate is determined.

- Public utility expenses consist of water bills, electricity bills, communication costs, etc. CapAd has determines that in 2022, the ratio of utility expenses to operating revenue is equal to that ratio for the first 9 months of 2022 at a rate of 7.42% and in 2023 - 2027, the ratio of utilities to operating revenue is equal to the average of such ratio in 2020 - 2022 at 8.11%.
- Fee and Taxes CapAd determines that in 2022, the ratio of fees and taxes to operating revenues is equal to that ratio for the first 9 months of 2022 at a rate of 1.87%, and in 2023 - 2027, the ratio of fees and taxes to operating revenues is equal to the average of the said ratio in 2020 - 2022 at 0.97%.
- Other expenses consist of meeting allowance, repair and maintenance expenses, and consulting and professional services, etc. CapAd determines that in 2022, the ratio of other expenses to operating revenues is equal to that ratio for the first 9 months of 2022 at a rate of 3.14%, and in 2023 - 2027, the ratio of other expenses to operating revenue is equal to the average of such ratio in 2020 - 2022 at 1.95%.

Selling expenses	Unit	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F
1. Employee expenses	Bt.million	264.09	124.11	73.32	97.07	138.23	161.71	169.79	178.28	187.19
2. Advertising and promotional expenses	Bt.million	13.29	4.03	2.69	2.94	4.57	5.35	5.62	5.90	6.19
3. Rent and depreciation	Bt.million	311.86	169.19	119.22	150.34	141.07	143.52	127.68	131.79	136.28
4. Utility expenses	Bt.million	77.67	54.21	38.95	40.25	63.53	74.32	78.04	81.94	86.04
5. Fee and Tax	Bt.million	16.61	2.71	2.79	10.17	7.62	8.91	9.35	9.82	10.31
6. Other expenses	Bt.million	23.06	12.96	7.59	17.01	15.29	17.89	18.78	19.72	20.71
Selling expenses	Bt.million	706.59	367.22	244.55	317.78	370.31	411.70	409.27	427.45	446.73
<b>Proportion to operating revenues</b>										
1. Employee expenses	%	19.53	18.05	16.97	17.89	17.64	17.64	17.64	17.64	17.64
2. Advertising and promotional expenses	%	0.98	0.59	0.62	0.54	0.58	0.58	0.58	0.58	0.58
3. Rent and depreciation	%	23.06	24.61	27.60	27.71	18.00	15.66	13.26	13.04	12.84
4. Utility expenses	%	5.74	7.89	9.02	7.42	8.11	8.11	8.11	8.11	8.11
5. Fee and Tax	%	1.23	0.39	0.65	1.87	0.97	0.97	0.97	0.97	0.97
6. Other expenses	%	1.71	1.89	1.76	3.14	1.95	1.95	1.95	1.95	1.95
Selling expenses	%	52.25	53.42	56.61	58.57	47.25	44.91	42.52	42.29	42.09

Note: The fiscal year ends on December 31 of each year. which is an estimate during the year 2022 - 2027

## ▪ Administrative Expenses

Administrative expenses consist of employee expenses, office expenses, fee and tax expenses, consultant and professional fees, other expenses, and depreciation and amortization expense. During the 2019 - 2021, the Company has an administrative expense of Bt. 170.41 million, Bt. 137.99 million, and Bt. 156.94 million respectively, or decreasing by (19.03%) in 2020 and increasing by 13.74% in 2021.

CapAd assumes the administrative expenses to increase equal to the growth rate of the CPI<sub>TH</sub> of 2.15% per year except the expense related to the employee that will be set to two-time of CPI of 4.30% per year and remain constant throughout the projection period which is in details as follows:

Administrative expenses	Unit	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F
1. Employee expenses	Bt.million	94.60	64.91	57.25	62.19	64.87	67.66	70.57	73.60	76.77
2. Office expenses <sup>1/</sup>	Bt.million	25.42	12.36	14.50	15.35	15.68	16.01	16.36	16.71	17.07
3. Fee and Tax <sup>2/</sup>	Bt.million	3.09	19.77	32.55	36.61	25.61	14.61	14.92	15.25	15.57
4. Consultant and professional <sup>3/</sup>	Bt.million	8.00	5.51	13.68	27.10	15.43	15.43	6.75	6.90	7.05
5. Other expenses <sup>4/</sup>	Bt.million	22.71	14.93	18.41	3.54	3.62	3.69	3.77	3.85	3.94
6. Depreciation	Bt.million	16.59	20.50	20.55	14.73	15.39	14.68	3.78	3.85	3.53
Administrative expenses	Bt.million	170.41	137.99	156.94	159.51	140.59	132.09	116.16	120.16	123.93
<b>อัตราการเพิ่ม (ลด)</b>										
1. Employee expenses	%	n.a.	(31.39)	(11.80)	8.64	4.30	4.30	4.30	4.30	4.30
2. Office expenses	%	n.a.	(51.37)	17.25	5.87	2.15	2.15	2.15	2.15	2.15
3. Fee and Tax	%	n.a.	540.91	64.64	12.46	(30.04)	(42.95)	2.15	2.15	2.15

Administrative expenses	Unit	2019A	2020A	2021A	2022F	2023F	2024F	2025F	2026F	2027F
4. Consultant and professional	%	n.a.	(31.09)	148.31	98.06	(43.06)	-	(56.23)	2.15	2.15
5. Other expenses	%	n.a.	(34.25)	23.27	(80.77)	2.15	2.15	2.15	2.15	2.15
6. Depreciation	%	n.a.	23.55	0.25	(28.35)	4.51	(4.59)	(74.22)	1.82	(8.28)
Administrative expenses	%	n.a.	(19.03)	13.74	1.64	(11.86)	(6.05)	(12.06)	3.45	3.13

Note: (1) The fiscal year ends on December 31 of each year, which is an estimate during the year 2022 - 2027

- 1/ Office expenses consist of utility expenses, rental and service expenses, advertising and sales promotion expenses, repair and maintenance expenses, etc.
- 2/ This expense mainly consist of fines and surcharges with the Revenue Department in the year 2022 equal to Bt. 22 million. The Company forecasts that there will be a 50% reduction after negotiations in 2023 (referring the latest negotiation of the Company in the past) and that there will be no such expenses in 2024. It is expected that there will be fees and other taxes remaining in 2024 of approximately Bt. 14.61 million and from 2025 onwards, the rate will be increased according to CPI<sub>TH</sub>.
- 3/ Consultation for the issuance of convertible debentures continued until 2024, after which it was reduced to an average level close to 2019-2020.
- 4/ Other expenses consist of travel expenses, fuel expenses, miscellaneous expenses, meeting allowances, security expenses, entertainment expenses, etc.

### Other assumptions of financial projections

#### ▪ Financial cost

The company had long-term loans and short-term loan from financial institution and persons which can be summarized as follows:

Type of loan	Outstanding balance (Bt. million)	Average interest rate
Short-term loan	210.97	7.22
Loan-term loan	222.87	4.36
<b>Total loan and averaged interest rate</b>	<b>433.84</b>	<b>5.75</b>

Note: The average interest rate is a weighted average interest rate.

CapAd assumes the interest rates remain constant throughout the projection period.

#### ▪ Corporate income tax

The corporate income tax is equal to 20% throughout the projection period.

#### ▪ Capital Expenditure

CapAd determines capital expenditures for buildings and building improvements, restaurant improvements, kitchen equipment, furniture and office equipment, and IT equipment. (referring to past capital expenditures), including investments for new branches to be opened in 2023, which are investments only in the restaurant business of the Company, excluding subsidiaries' businesses

Investment (Bt. million)	2023F	2024F	2025F	2026F	2027F
Building and building improvement	6.08	5.42	5.19	5.05	5.31
IT equipment	3.92	4.58	4.81	4.95	4.69
New branches' construction	37.00	-	-	-	-
<b>Total investment during the projection period</b>	<b>47.00</b>	<b>10.00</b>	<b>10.00</b>	<b>10.00</b>	<b>10.00</b>

#### ▪ Turnover Ratio of Current Asset and Current Liabilities

The turnover rate of current assets and current liabilities is based on the Company's ratio. This is the average ratio of 2020 - 2021 and the 9-month period of 2022, which reflects the turnover ratio in the past and determined as a fixed rate throughout the projection period as follows:

Collection period	Approximately 1 days
Inventory days	Approximately 66 days
Payment Period	Approximately 48 days

Summary of the Company financial projection during 2022 – 2027 as follows:

Income statement (Bt. million)	2022F	2023F	2024F	2025F	2026F	2027F
Revenue from Services	542.58	783.65	916.77	962.60	1,010.73	1,061.27
Cost of Services	(272.32)	(376.94)	(440.93)	(462.85)	(485.99)	(510.29)
Gross Profit Margin	270.27	406.71	475.83	499.75	524.74	550.98

Income statement (Bt. million)	2022F	2023F	2024F	2025F	2026F	2027F
Other Revenue	30.56	19.51	22.83	23.97	25.17	26.42
Total Revenue	573.14	803.16	939.59	986.57	1,035.90	1,087.69
Selling and Administrative expense	(477.29)	(510.90)	(543.79)	(525.42)	(547.62)	(570.66)
Earnings before Interest and Tax (EBIT)	(176.47)	(84.68)	(45.13)	(1.71)	2.29	6.74
Net Profit (Loss)	(176.47)	(84.68)	(45.13)	(1.71)	2.29	6.74
Total Asset	677.22	520.75	400.11	344.68	337.49	335.07
Total Liabilities	855.10	805.61	748.70	711.14	716.95	723.07
Total Equity	(177.89)	(284.85)	(348.59)	(366.46)	(379.46)	(388.00)

Note: Accounting period ending December 31 of every year. And in the forecast period, the Company has tax benefits due to operating losses in 2018 onwards that can be used for the projected year that is profitable.

#### ▪ Terminal Value Growth

CapAd assumes 1% growth of cash flow after the projection period or Going Concern Basis which reduce from the growth rate of Thailand CPI for the past 20 years (2002-2022) ("CPI") of 2.15% per year and remain development to increase competitiveness in the future which the rate follows Conservative Basis

#### ▪ Discount Rate

The discount rate used to calculate the present value of projected cash flows was the weighted average cost of capital (WACC) which was the weighted calculation of Cost of Debt ( $K_d$ ) and Cost of Equity ( $K_e$ ) using the formula below:

$$WACC = K_e * E / (D + E) + K_d * (1 - T) * D / (D + E)$$

Where  $k_e$  = cost of equity or the required return on equity that shareholders require ( $R_e$ )

$k_d$  = cost of debt or the average interest rate on the Company's loan

T = corporate income tax rate

E = shareholder's equity

D = interest-bearing debt

The cost of equity ( $k_e$ ) was determined using the Capital Asset Pricing Model (CAPM) equation below:

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

Where

Risk Free Rate ( $R_f$ ) = Referring to the yield of 30-year government bonds, which is a period that reflects the long-term yield for continuing business operations, equal to 3.78% per annum (data as of December 31, 2022).

Beta ( $\beta$ ) = 0.97 times which referred to the average levered beta of the Company. The Beta set in this calculation is 1-year average starting from January 1, 2022 to December 31, 2022 and can best reflect the return and risk of the Company shares

Market Risk ( $R_m$ ) = The weighted average return from investing in the SET for a 30-year period from 1993 – 2022 ending November 2022 at 10.90% per annum which was the announcement of the Securities and Exchange Act in 1992 and can best reflect the average return.

$K_d$  = The expected Company's average loan interest rate of 5.75% per annum (weighted average interest of short-term loan and long-term loan)

D/E Ratio = The average interest-bearing debt to equity ratio calculated from the Company's consolidated financial statements for the 3<sup>rd</sup> quarter of 2022 is approximately 3.21 times.

T = Corporate income tax rate expected 20% per annum

In summary, it can calculate the Weight Average Cost of Capital or WACC of 6.05% per annum.

From the above assumption, the summary of the Company's financial projection for the restaurant business starting from January 1, 2023, to December 31, 2027, is in detail as follows:

The Company cash flow (Bt. million)	2023F	2024F	2025F	2026F	2027F
EBIT	(84.68)	(45.13)	(1.71)	2.29	6.74
Tax amount before interest and corporate income tax <sup>1/</sup>	-	-	-	-	-
Depreciation and amortization	44.54	42.54	11.82	12.02	12.08
Investment	(47.00)	(10.00)	(10.00)	(10.00)	(10.00)
Changes in working capital	24.56	2.31	(1.46)	1.27	1.36
Free Cash Flow to the Firm ("FCFF")	(62.58)	(10.28)	(1.34)	5.58	10.18
Terminal Value					176.69
Present Value of FCFF	(59.01)	(9.14)	(1.12)	4.41	7.59
Present Value of Terminal Value <sup>2/</sup>					131.74

Note:

- 1/ For the projection period starting January 1, 2023 – December 31, 2027, the Company has a tax incentive since the Company has operating loss in 2018-2021 and expects to remain in operating loss during 2022 to 2025. So, the Company will not pay corporate income tax throughout the projection period.
- 2/ In calculating the present value of cash flows after the projection period (Terminal Value), free cash flows without tax savings from losses carried forward are used.

The present value of the Company's net cash flow is **Bt. 74.46 million**.

### Sensitivity Analysis

CapAd has performed sensitivity analysis on the share value which adjusts the discount rate which refers to WACC to increase/decrease by 0.25% from the base case which can reflect the change in factors of assumptions in the projection. The Company's value is as follows:

Sensitivity Analysis	Unit	Discount Rate (per annum)		
		WACC + 0.25%	WACC (base case)	WACC - 0.25%
Net Present Value of Free Cash Flow	Bt. million	66.83	74.46	82.91

From the sensitivity analysis by changing the discount rate The present value of the Company's net cash flow from food and beverage business is equal to **Bt. 66.83 – 82.91 million**.

## (B) CPT's Hotel Business

CPT Hotel Building, located along the Kok River in Chiang Rai province, is a 77-room hotel, a 7-storey building with a swimming pool, with an internal area of 3,927 square meters. The building was purchased from other operator and was completed about 5 years ago and is still in good condition. CPT aims to become a 4-star hotel after the renovation in early 2023 to welcome tourists who are expected to return after the outbreak of COVID-19, with target group of customers at medium to high level.

The location is in a good location, located in an urban environment from the Kok River and 600 meters from the main road, Phaholyothin Road. CapAd has made comparable hotels in the same area or location, or having similar customer groups, and will compare to hotels with higher and lower levels such as Le Méridien Chiang Rai Resort ("The Merridian"), The Legend Chiang Rai Boutique River Resort & Spa ("The Legend"), The Imperial River House Resort ("The Imperial"), Wangcome Hotel ("Wangcome") and Amarin Hotel. Resort ("Amarin Resort").

Hotel	Location	Star <sup>1/</sup>	Room Rate <sup>2/</sup>	Averaged Room Rate	Food Rate per Room <sup>3/</sup>
1. The Merridian	Along the Kok River, 190 meters away	5	6,400 – 7,800	7,100	998
2. The Legend	Along the Kok River, 3.4 km. away	4.5	3,479 – 4,766	4,123	800
3. The Imperial	Along the Kok River, 2.4 km. away (opposite side)	4	2,229 – 2,265	2,247	400
4. Wangcome	3.4 km. into the city	4	899 – 2,186	1,543	400
5. Amarin Resort	350 meters away	3	1,200 – 2,400	1,800	300
6. CPT Hotel	Along the Kok River	4	1,600	1,600	700

Source: Information from www.agoda.com (data search date on December 8, 2022)

Note: Hotel information in Chiang Rai city as well as the project and information during December 2022.

- 1/ Hotel star ratings displayed on the Agoda website are assigned by the hotel as a guide to provide guests with an idea of the comfort and facilities they can expect to receive.
- 2/ The range of room rates for each hotel, which is the discounted price on the Agoda website at the time of the search.
- 3/ The price for breakfast per room (or 2 persons) varies depending on the level of the hotel.

#### ▪ Room Revenues

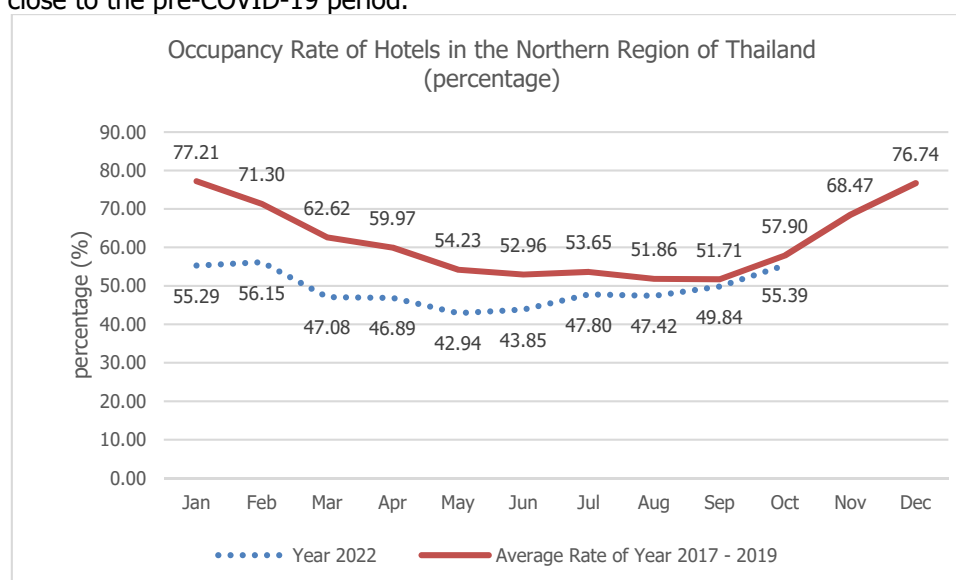
CPT will generate revenue from 77 room with a maximum room occupancy rate of 28,182 nights per year. According to the Company's management plan, it is expected that the renovation of the new building will not take more than 6 months and will begin operation in the 3<sup>rd</sup> quarter of 2023.

In this regard, key assumptions for the revenue projection consist of (a) the number of nights stayed and (b) the room rate per night. The details are as follows:

Room Revenue	Unit	2023F	2024F	2025F	2026F	2027F
<b>(A) Number of Nights Stayed</b>						
1. Number of service days	Days	184	366	365	365	365
2. Number of rooms	Rooms	77	77	77	77	77
3. Number of nights can be served.	Night/Year	14,168	28,182	28,105	28,105	28,105
4. Occupancy rate	%	45.00	55.00	65.00	75.00	75.00
5. Number of occupied nights	Night/Year	6,376	15,500	18,268	21,079	21,079
<b>(B) Room rate per night</b>						
6. Average room rate	Baht/Night	1,600	1,600	1,680	1,680	1,680
7. Growth rate of avg. room rate	%	-	-	5.00	-	-
<b>Total room revenue (5) x (6)</b>	Baht	10,200,960	24,800,160	30,690,660	35,412,300	35,412,300

Note: The fiscal year ended December 31 of each year is an estimate of the period 2023 - 2027. The hotel is expected to open for business in the 3<sup>rd</sup> quarter of 2023.

In 2022, the occupancy rate of hotels in the North of Thailand during the first 10 months was the highest rate at 56.15%<sup>2</sup> and the average rate was 49.27%. Next year, it is expected that the situation of the hotel business will be improved after the country is fully opened. And if considering the occupancy rate of hotels in the North of Thailand before the COVID-19 period, from 2017 to 2019, the highest rate was 77.21% and the average rate was 61.55%. After 2023, the occupancy rate should be improved close to the pre-COVID-19 period.



Source: Economics Tourism and Sports Division, Ministry of Tourism and Sports with the latest update on 30 November 2022

Therefore, CapAd assumes that the occupancy rate starts in 2023 at 45% and increases annually by 10% to the level of 75% in 2026 and the occupancy rate remains constant throughout the projection year.

<sup>2</sup> Source: Economics Tourism and Sports Division, Ministry of Tourism and Sports with the latest update on November 30, 2022.

Nowadays, rooms are sold through various online channels, there will be discounts on room rates at various times. And from the comparison hotel information above, when considering a 4-star hotel that is also located along the Kok River, or have similar characteristics will have an average room price of Bt. 1,895 per night and from the Ministry of Tourism and Sports data during 2017 - 2019, the average room price per night is the highest in the North of Thailand, equal to Bt. 1,619.77<sup>3</sup> and the average room price 12 months equals Bt. 1,269.57.

The Company has set the average hotel room price in the year starting at 2,000 baht per night for a 4-star hotel. Therefore, CapAd determines that room rates are discounted by 20 percent from the initial price, equal to Bt. 1,600 per night, which is close to comparable hotels already open and in the lower price range for 4-star hotels. And after 2023, room rates are set to increase at a rate of 5 percent every 3 years (according to the Company's plan), which is lower than the room rate increase in the North in 2019 at 3.37%, which was the year before the situation of COVID-19 occurred, based on a conservative basis.

#### ▪ Food and Beverage Revenue (F&B revenues)

Key assumptions for food and beverage revenue projection include (a) the number of customers using the hotel's food and beverage facilities and (b) average F&B price per person. The details are as follows.

F&B revenue	Unit	2023F	2024F	2025F	2026F	2027F
<b>(A) Number of customers (Rooms)</b>						
1. Usage rate per number of occupied nights	%	50.00	50.00	50.00	50.00	50.00
2. Number of room using the F&B services	rooms	3,188	7,750	9,134	10,539	10,539
<b>(B) Average F&amp;B price</b>						
1. F&B price per room (2 person) <sup>1/</sup>	Baht	700	700	735	735	735
2. Growth rate of F&B price	%	-	-	5.00	-	-
<b>F&amp;B revenues</b>	<b>Baht</b>	<b>2,231,460</b>	<b>5,425,035</b>	<b>6,713,582</b>	<b>7,746,441</b>	<b>7,746,441</b>

Note: The fiscal year ended December 31 of each year is an estimate of the period 2023 - 2027.

1/ F&B are priced per room or per 2 people. The price is lower than hotels in higher grades and will be higher than local hotels in the same grade because CPT is a hotel in the Company's group that mainly operates in the restaurant business with medium to high level restaurants. With experienced chefs to serve a variety of food, the Company therefore sets prices higher than local hotels of the same level.

From the number of customers who come to use the hotel's services, it is expected that there will be a trailer purchase with the cost of food as well. CapAd requires that 50% of the number of rooms occupied to buy food and beverage services with the hotel and the hotel management determines that the price of using the service is Bt. 700 per room (or Bt. 350 per person per meal) and the rate 5 percent increase every 3 years.

#### ▪ Other Revenues

Other revenues are other service fees such as laundry service fees and telephone charges, etc. CapAd assumes other revenue to account for 2% of room revenue, equal to the Company's projection, and assumes that the rate is constant throughout the projection year.

Other revenues	Unit	2023F	2024F	2025F	2026F	2027F
Other revenues	Baht	204,019	496,003	613,813	708,246	708,246
Proportion to operating revenues	%	2.00	2.00	2.00	2.00	2.00

#### ▪ Cost of Services

CPT's cost of services is divided into 3 parts according to the source of revenue, which is room costs, food and beverage costs and other costs.

<sup>3</sup> Source: Economics Tourism and Sports Division, Ministry of Tourism and Sports with the latest update on November 30, 2022.

- Room cost - CapAd assumes room cost as 20% of room revenue.
- Food and beverages cost - CapAd assumes that room costs are 40% of food and beverage revenues.
- Other costs - CapAd assumes that other costs are 50% of other revenue.

Cost of Services	Unit	2023F	2024F	2025F	2026F	2027F
1. Room costs	Baht	2,040,192	4,960,032	6,138,132	7,082,460	7,082,460
2. Food and beverage costs	Baht	892,584	2,170,014	2,685,433	3,098,576	3,098,576
3. Other costs	Baht	102,010	248,002	306,907	354,123	354,123
<b>Total cost of sale</b>	Baht	<b>3,034,786</b>	<b>7,378,048</b>	<b>9,130,471</b>	<b>10,535,159</b>	<b>10,535,159</b>
<b>Proportion of cost to revenue of each type</b>						
1. Room costs	%	20.00	20.00	20.00	20.00	20.00
2. Food and beverage costs	%	40.00	40.00	40.00	40.00	40.00
3. Other costs	%	50.00	50.00	50.00	50.00	50.00
<b>Total cost of sale<sup>1/</sup></b>	%	<b>24.02</b>	<b>24.02</b>	<b>24.02</b>	<b>24.02</b>	<b>24.02</b>

Note: The fiscal year ended December 31 of each year is an estimate of the period 2023 - 2027.

1/ as a percentage of operating revenues

#### ▪ Selling and Administrative Expenses

Selling and administrative expenses consist of selling expenses, employee expenses, operating expenses, utility expenses, maintenance expenses, insurance and taxes expenses and depreciation.

CapAd assumes that expenses that do not vary from operating revenues increase at a rate equal to the average growth rate of the CPI over the past 20 years in Thailand (2003 - 2022) ("CPI<sub>TH</sub>") at approximately 2.15 percent per year. While variable expenses are proportional to operating revenues, or value of fixed assets.

Selling and Administrative Expenses	Unit	2023F	2024F	2025F	2026F	2027F
<b>(A) Selling expenses that vary with revenue</b>						
1. Selling expenses <sup>1/</sup>	Baht	758,186	1,843,272	2,281,083	2,632,019	2,632,019
2. Utility and maintenance <sup>2/</sup>	Baht	1,895,466	4,608,180	5,702,708	6,580,048	6,580,048
<b>Proportion to total revenues</b>						
1. Selling expenses	%	6.00	6.00	6.00	6.00	6.00
2. Utility and maintenance	%	15.00	15.00	15.00	15.00	15.00
<b>(B) Administrative expenses that do not vary with revenue</b>						
1. Employee expenses <sup>3/</sup>	Baht	700,000	1,251,600	1,305,419	1,361,552	1,420,099
2. Office expenses <sup>4/</sup>	Baht	116,667	204,300	208,692	213,179	217,763
3. Insurance expenses <sup>5/</sup>	Baht	435,707	762,984	779,389	796,145	813,263
4. Tax and Fee expenses <sup>6/</sup>	Baht	463,646	811,910	829,366	847,197	865,412
5. Depreciation	Baht	13,021,750	13,193,163	13,364,577	13,535,990	13,707,403
<b>Growth (Decline) rate</b>						
1. Employee expenses	%	n.a.	78.80	4.30	4.30	4.30
2. Office expenses	%	n.a.	75.11	2.15	2.15	2.15
3. Insurance expenses	%	n.a.	75.11	2.15	2.15	2.15
4. Tax and Fee expenses	%	n.a.	75.11	2.15	2.15	2.15
5. Depreciation	%	n.a.	1.32	1.30	1.28	1.27
<b>Total SG&amp;A expenses</b>	Baht	<b>17,391,421</b>	<b>22,675,409</b>	<b>24,471,234</b>	<b>25,966,131</b>	<b>26,236,006</b>

Note:

- 1/ Selling expenses are a variable proportion, representing 2% of operating revenues, in proportion to the Company's policy.
- 2/ Utilities and repairs are a variable proportion of 15% of operating revenues.
- 3/ Employee expenses has an annual growth rate of 2 times CPI at 4.30%
- 4/ Operating expenses have an annual growth rate equal to CPI at 2.15%.
- 5/ Insurance costs 0.27% of the fixed asset building value per year which is the starting value from the company's estimate and set an annual growth rate equal to CPI at 2.15%
- 6/ Taxes and fees are 0.29% of the fixed asset value per year. which is the starting value from the company's estimate and set an annual growth rate equal to CPI at 2.15%

## Other Assumptions of Financial Projections

### Financial Costs

The Company has long-term loans and short-term loans from financial institutions as summarized below.

Loan Type	Outstanding Principal (Bt. Million)	Average Interest Rate (percentage per year)
Loan-term loan	66.86	3.75
Short-term loan	4.22	7.50
<b>Total loans and average interests rate</b>	<b>70.98</b>	<b>3.97</b>

CapAd holds the interest rate fixed throughout the projection period.

### Corporate Income Tax

The corporate income tax rate is equal to 20 percent throughout the projection period.

### Capital Expenditure

In 2023, CPT plans to renovate and decorate the buildings both inside and outside. The total budget is Bt. 80 million. It takes no more than 6 months to complete the renovation and is completed within the first half of 2023. And there will be an investment in renovation and maintenance at 2% of the value of building assets.

Capital Expenditure (Bt. Million)	2023F	2024F	2025F	2026F	2027F
Improve and repair maintenance	-	3.43	3.43	3.43	3.43
Renovation	80.00	-	-	-	-
<b>Capital Expenditure during the projection period</b>	<b>80.00</b>	<b>3.43</b>	<b>3.43</b>	<b>3.43</b>	<b>3.43</b>

### Turnover ratio of Current Assets and Current Liabilities

The turnover rate of current assets and current liabilities is determined to be a general turnover of no more than 1 month and is fixed throughout the projection period as follows:

Collection Period	30 days
Payment Period	30 days

Summary of CPT's financial projections for 2023 - 2027 are as follows:

Income Statement (Bt. million)	2023F	2024F	2025F	2026F	2027F
Operating revenues	12.64	30.72	38.02	43.87	43.87
Cost of Services	(3.03)	(7.38)	(9.13)	(10.54)	(10.54)
Gross Profit Margin	9.60	23.34	28.89	33.33	33.33
Selling and Administrative expenses	(17.39)	(22.68)	(24.47)	(25.97)	(26.24)
Earnings before Interest and Tax (EBIT)	(7.79)	0.67	4.42	7.37	7.10
Net Profit (Loss)	(12.83)	(6.72)	(2.89)	0.39	0.24
Total Asset	279.96	269.58	259.64	250.69	250.93
Total Liabilities	195.88	192.22	185.16	175.83	175.83
Total Equity	84.08	77.36	74.47	74.86	75.10

Note: The fiscal year ended December 31 of each year

### Terminal Value Growth

CapAd assumes 1% growth of cash flow after the projection period or Going Concern Basis which reduce from the growth rate of Thailand CPI for the past 20 years (2003-2022) ("CPI<sub>TH</sub>") of 2.15% per year and remain development to increase competitiveness in the future which the rate follows Conservative Basis.

### Discount Rate

The discount rate used to calculate the present value of projected cash flows was the weighted average cost of capital (WACC) which was the weighted calculation of Cost of Debt ( $K_d$ ) and Cost of Equity ( $K_e$ ) using the formula below:



$$WACC = K_e * E / (D + E) + K_d * (1 - T) * D / (D + E)$$

Where  $K_e$  = cost of equity or the required return on equity that shareholders require ( $R_e$ )  
 $K_d$  = cost of debt or the average interest rate on the Company's loan  
 $T$  = corporate income tax rate  
 $E$  = shareholder's equity  
 $D$  = interest-bearing debt

The cost of equity ( $K_e$ ) was determined using the Capital Asset Pricing Model (CAPM) equation below:

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

Where

Risk Free Rate ( $R_f$ ) = The risk-free rate referenced from the yield on 30-year Thai government bonds as of December 31, 2022, which is equal to 3.78% per annum, and reflect long term return for going-concerned business

Beta ( $\beta$ ) = 0.76 times which referred to the average levered beta of comparable companies. The Beta set in this calculation is 1-year average starting from January 1, 2022 to December 31, 2022 and can best reflect the return and risk of the Company shares. In this regard, the comparable companies are a total of 11 companies, consisting of companies listed on the SET in the Tourism and Leisure Sector of Services Industry, namely Asia Hotel PLC., Dusit Thani PLC., The Erawan Group PLC., Grand Asset Hotels and Property PLC., Mandarin Hotel PLC., OHTL PLC., Shangri-La Hotel PLC., S Hotels and Resorts PLC., Royal Orchid Hotel (Thailand) PLC., Veranda Resorts PLC., and Minor International PLC. These companies could generate revenues from the hotel business more than 50% of total revenues.

Market Risk ( $R_m$ ) = The weighted average return from investing in the SET for a 30-year period from 1993 – 2022 at 10.90% per annum which was the announcement of the Securities and Exchange Act in 1992 and can best reflect the average return.

$K_d$  = CPT's average loan interest rate of 3.97% per annum (weighted average interest of short-term and long-term loans of CPT).

D/E Ratio = The interest-bearing debt to average equity ratio of CPT in the third quarter of 2022 was approximately 1.80 times, which was calculated from the financial statements for CPT's management to be combined with the Company.

$T$  = Corporate income tax rate expected 20% per annum

In summary, the Weight Average Cost of Capital or WACC will be 6.19% per annum.

From the above assumption, the summary of CPT's financial projection for the hotel business starting from January 1, 2023, to December 31, 2027, is in detail as follows:

CPT's cash flow (Bt. million)	2023F	2024F	2025F	2026F	2027F
<b>EBIT</b>	(7.79)	0.67	4.42	7.37	7.10
Tax amount before interest and corporate income tax <sup>1/</sup>	-	-	-	-	(0.15)
Depreciation and amortization	13.02	13.19	13.36	13.54	13.71
Investment	(80.00)	(3.43)	(3.43)	(3.43)	(3.43)
Changes in working capital	(1.61)	(2.30)	(0.93)	(0.75)	-
Free Cash Flow to the Firm (FCFF)	(76.38)	8.13	13.42	16.73	17.23
Terminal Value					360.62
Present Value of the Free Cash Flow to the Firm	(72.18)	7.26	11.33	13.35	12.99
Present Value of Terminal Value					<b>271.87</b>

Note:

1/ Projection period January 1, 2023 – December 31, 2027. CPT has tax benefits due to operating losses in the previous year.

The present value of CPT's free cash flow is equal to **Bt. 244.61 million**

### Sensitivity Analysis

CapAd has performed sensitivity analysis on the share value which adjusts the discount rate which refers to WACC to increase/decrease by 0.25% from the base case which can reflect the change in factors of assumptions in the projection. The Company's value is as follows:

Sensitivity Analysis of CPT	Unit	Discount Rate (Per annum)		
		WACC + 0.25%	WACC Base case	WACC - 0.25%
The present value of free cash flows	Bt. million	227.96	244.61	263.11

From the sensitivity analysis by adjusting the discount rate, the present value of free cash flows of CPT is in the range of **Bt. 227.96 – Bt. 263.11 million.**

### Summary of Present Value of Free Cash Flows of the Company and CPT

Based on the cash flow projections of the Company and CPT without considering the appraisal of revenue and building cash flows of the ASP due to the reasons mentioned earlier in Section 1.3, the company value can be calculated as follows:

		Lowest Value	Base Case	Highest Value
PV of FCFF of JCKH (restaurants)	(Bt. million)	66.83	74.46	82.91
PV of FCFF of CPT (hotel)	(Bt. million)	227.96	244.61	263.11
<b>Total PV of FCFF</b>	(Bt. million)	<b>294.80</b>	<b>319.07</b>	<b>346.02</b>
<b>Adjustments</b>				
plus: Cash (as of September 30, 2022)	(Bt. million)	8.36	8.36	8.36
(less): Interest-bearing debts for the latest period (as of 30 September 2022)	(Bt. million)	(545.19)	(545.19)	(545.19)
<b>Total the Company Value</b>	(Bt. million)	<b>(242.04)</b>	<b>(217.76)</b>	<b>(190.82)</b>
Number of paid-up share <sup>1/</sup>	(shares)	2,663,766,785	2,663,766,785	2,663,766,785
<b>Value per Share</b>	(Bt./share)	<b>(0.091)</b>	<b>(0.082)</b>	<b>(0.072)</b>

Note:

1/ Paid-up capital as of January 11, 2023 is Bt. 665,941,696.25 at a par value of Bt. 0.25 per share, referring to information disclosed on the website. [www.set.or.th](http://www.set.or.th)

From the valuation, the Company has a value equal to **Bt. (242.04) - (190.82) million or Bt. (0.091) – (0.072) per share.**

The discounted cash flow approach is calculated from the projection of future cash flow which refers to the assumption received from the Company including the adjustment in some assumptions by CapAd. According to the principles of conservative basis under the current economic and epidemic situation, any changes in the Company business plan or policies or Thai economy, or unusual events e.g. war which significantly impact the assumption or projection may affect the Company's future operating performance and result in the changing of business valuation.

### 1.3.7 The Summary of Independent Financial Advisor's Opinion towards the Appropriateness of the Company's Share Value

The table comparing the Company business value by each valuation approach is in detail as follows:

Valuation Approach	The Company value		Selling price (Baht/share)	Selling price is higher (lower than) the appraised price. (Baht per share/%)	Appropriateness of valuation approach
	(Bt. million)	(Baht/share)			
1. Book Value Approach	178.08	0.07	0.17	0.10 / 157.29%	Not Appropriate
2. Adjusted Book Value Approach	188.51	0.07	0.17	0.10 / 140.22%	Not Appropriate
3. P/BV Ratio Approach	593.73 – 652.28	0.22 – 0.24	0.17	(0.07) - (0.05) / (30.58%)-(23.73%)	Not Appropriate
4. P/E Ratio Approach	Cannot evaluate				
5. Market Value Approach	347.55 – 349.01	0.130 – 0.131	0.17	0.039 - 0.040 / 29.75%-30.29%	Appropriate
6. Discounted Cash Flow Approach	(242.04) - (190.82)	(0.091) – (0.072)	0.17	0.242 - 0.261 / n.a.	Not Appropriate

Based on the Company's valuation using the market price method, which is an appropriate method, when compared to the share price, the share price is higher than the share price of the financial advisor in the range of Bt. 0.039 – 0.040 per share or higher, equivalent to 29.75 – 30.29 percent of the share valuation price.

The Book Value Approach is the approach that can reflect the Company's performance and financial position at a period considered from the performance in the past. However, this approach does not consider the actual value of the asset, the Company's capability to generate profit in the future, and economic trends and industry overview. Thus, the valuation by using the book value approach may not reflect the Company's current status and derive appropriated value for the Company.

The Adjusted Book Value Approach is the approach that have some adjustment to reflect the market value of the Company assets better than the Book Value Approach e.g. events that occurred after published financial statements which, for example, Gain/Loss from the valuation of the asset. However, this approach does not consider the Company's capability to generate profit in the future, and economic trends and industry overview. So, the valuation by using the adjusted book value approach may not reflect the Company's current status and derive appropriated value for the Company.

Price to Book value ratio (P/BV ratio) approach is using the Company's book value to compare with the P/BV ratio of 7 peers which are listed companies on the SET in Food and Beverage Sector under Agriculture and Food Industry: MK Restaurant Group Public Company Limited, S&P Syndicate Public Company Limited, Wow Factor Public Company Limited, Zen Corporation Group Public Company Limited, and in Tourism & Leisure sector under Services industry: Central Plaza Hotel Public Company Limited, including companies listed on the Market for Alternative Investment (mai) in Agro & Food industry: After You Public Company Limited, and Mud & Hounds Public Company Limited. However, CapAd did not choose this method to value the Company's shares because the comparable companies have some details of differences in business operations such as characteristic of restaurants, type of food, target group and size of business. This approach evaluates operating performance in a period and does not reflect future revenue-generating capability. Thus, the valuation by using the P/BV ratio approach may not be appropriate.

Price to earnings ratio approach is using the Company's Earnings Per Share in the past 12-month ended September 30, 2022, which is the Company's past information to compare with the Price per Earning per share of companies listed in the SET. However, this approach cannot evaluate the Company value since the Company operate losses in the past 12-month.

Market value approach – in the past 360 days, the Company shares had been traded on average of 14.12 million shares per day or about 0.53% of the Company's total paid-up shares. Compared to the trading volume of top 5 companies with the highest market capitalization in the SET during the past 360 days from Q3 2022, which have an average trading volume of 0.23% of the total shares, the

Company share had good liquidity. The market price is considered by demand and supply of investors towards the Company's share which can reflect share price in a certain time including fundamental and investors' demand towards potential growth of the Company in the future. The market price in the past can be used as a reference to reflect the value or actual price of the Company's share. CapAd opines the valuation using Market Value Approach can reflect the value or actual price of the Company.

Discounted Cash Flow Approach is considered the Company's future performance by using the present value of the expected net cash flow received from the financial projection which is based on the assumption received from the Company and based on the economic and current situation. Any changes which significantly impact the assumption or projection may affect the Company's future operating performance and result in a change in business valuation. However, the share value by this approach shows negative figures. Therefore, the valuation by this approach is not appropriate.

CapAd opines that the Market Value Approach is the most suitable approach to evaluate the Company's value because the Company's shares remain attractive for investment and stock is one of the liquidity assets. Thus, **the Appropriate value of the Company is in the range of Bt. 347.55 – 349.01 million or Bt. 0.130 – Bt. 0.131 per share.**

When compared to the selling price of newly issued shares at Bt. 0.17 per share, which the Board of Directors Prices has clearly set. The selling price is calculated from the weighted average price of the Company's ordinary shares traded on the stock market for the past 6 months from 1 July 2022 to 31 December 2022 (information from SETSMART). The value of the newly issued ordinary shares is higher than the share valuation in the range of Bt. 0.039 – 0.040 per share or higher by 29.75 – 30.29 percent of the share valuation. **Therefore, the selling price of newly issued ordinary shares at Bt. 0.17 per share is appropriate.**

#### **1.4 The Completeness and Accuracy of the Name List and the Number of Shares held by the Applicant's Related Persons under Section 258**

On the day that the Applicant submits a waiver request and a copy of the letter requesting the resolution of the shareholders' meeting to approve the acquisition of new securities without having to make a tender offer for all securities of the business (Form 247-7) to the SEC. List of the Applicant for waiver including (a) person under Section 258 of the Applicant (b) persons who is the concert party with the Applicant and (c) persons under Section 258 of persons who is the concert party with the Applicant. In this case, the Applicant is JCKD who is allocated the total of 1,617,531,400 shares or accounting for 37.78% of total new shares after the Private Placement.

In addition, there are 4 directors and shareholders of the Company who are (1) Mr. Chotiwit Taechaubol (2) Mr. Athawut Taechaubol (3) Mr. Noppawee Taechaubol and (4) Miss Oranat Taechaubol who, though not being connected persons of the Company and/or related persons under Section 258 of the Applicant, are shareholders in both the Company and the Applicant and are accordingly deemed as the persons having an interest in the application for a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting.

The Independent Financial Advisor is based on information from the Company's affidavit and JCKD, including the Company's latest shareholder register book according to Record date January 27, 2023.

#### **1.5 Summary of the Independent Financial Advisor's Opinion on Waiver from Mandatory Tender Offer by using the Resolution of the Shareholders' Meeting (Whitewash) and the Share Allocation by Private Placement to Connected Person**

The Independent Financial Advisor has considered the acquisition of land and building from JCKD totaling Bt. 450 million and the plan to develop new office building on vacant land next to the existing office building having a budget approximately Bt. 207.14 million. The total transaction value is Bt. 657.14 million. The amount of Bt. 450 million will be divided into 2 parts; the allocation of 1,617,531,400 shares (Par value of Bt. 0.25) by Private Placement to JCKD at the offering price of Bt. 0.17 per share or totaling Bt. 274.98 million and the remaining amount of Bt. 175.02 million to JCKD

will come from the capital increase by Rights Offering totaling Bt. 385.32 million. Regarding the construction cost of new office building of Bt. 207.14 million, the Company will ask for loan from financial institution.

Regarding the acquisition of land and building totaling Bt. 450 million, the Company increase the capital by Private Placement as a major source of fund and the remaining amount will be paid from the fund from Rights Offering, or representing the proportion of 61:39, respectively. The capital increase would help strengthen financial status, reduce risk of financial ratio. JCKD, who will become the Company's major shareholder, is a capable investor, is able to afford for the investment in the Company and support the business of the Company.

And after the Company has been approved by the shareholders' meeting and the Office of the SEC to enter into the transaction, the Company will issue new shares by Private Placement equal to Bt. 274.98 million to JCKD first and the ownership of the assets will be transferred to the Company which is expected to be completed by the 2<sup>nd</sup> quarter of 2023. After that, within the 3<sup>rd</sup> quarter of 2023, the Company will increase its capital by the Rights Offering in order to bring cash in the amount of Bt. 175.02 million to pay for the remaining. The balance of Bt. 210.30 million will be used in the Company such as the loan repayment and/or working capital and/or business expansion in the future.

After the completion of the transaction, JCKD will hold the Company shares of 1,617,531,400 shares or accounting for 37.78% of total issued and paid-up capital and if including Mr. Apichai Taechaubol's Company shares (Person under Section 258 of JCKD), total shareholding in the Company will be 1,894,004,184 shares or accounting for 44.24% of total issued and paid-up capital. After being allotted the said newly issued shares to JCKD, it will result in JCKD acquiring the Company's shares in the proportion that crosses the mandatory tender offer requirement threshold at 25%. However, JCKD has an intention to apply for a waiver of the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash).

Regarding the transaction, the Company is able to save rental office expenses and will generate more revenue from rental and service revenue from the existing office building, which has companies under Taechaubol Group as major customers. The Company will also receive rental and service revenue from outside customers from the new office building to be constructed on the vacant land next to the existing office building, expected to be completed in 2024 and start generating revenue in 2025 onwards. The Company will have more source of revenues as a continued and recurring revenue for its business operation. However, the Company still have major revenues from restaurant business and there will be no significant change.

### **Opinion of the Independent Financial Advisor on the policy and business management plan proposed by the Applicant:**

#### **(1) The impact of the change in policy or the Company's business plan**

The Independent Financial Advisor has the opinion that the Company and its subsidiaries will not be significantly affected by the change in policy or business plan as the Applicant has no plan or policy to change the objectives of business operation of the Company and subsidiaries including the business objective and other management policy. The Company still operates restaurant which are Suki Shabu, Grilled food, Chinese food and A La carte as main revenues. Moreover, the Company will have additional revenues in the future from rental and service revenues which are rental and service revenues of existing office building from JCK and JCKD amounting Bt. 21 million per year starting from 2023 onwards. And the Company will have rental and service revenues of new office building from third parties in the range of Bt. 30 – 54 million per year starting from 2025 onwards. When compared with current revenue structure, it is expected that rental and service revenue would account for approximately 10% of total revenues of the Company.

If considering the corporate organization, the Applicant still does not have any policy to change the Company's management plan. In addition, Mr. Apichai Taechaubol has already been a director and major shareholder of the Company with Mr. Chotiwit Taechaubol and Mr. Athawut Taechaubol (Mr. Apichai Taechaubol's sons) are the director and management of the Company who are responsible for setting policies and business direction of the Company before the waiver for the tender offer. They are still management of the Company after the completion of the transaction.

If considering the financial restructuring plan, the Applicant still has no policy to make any significant financial restructuring in the Company. The Company will raise funds from Private Placement and Rights Offering of Bt. 274.98 million and Bt. 385.32 million, totaling Bt. 660.30 million. With this amount, the Company will have strong financial status and D/Eq ratio will significantly reduce from 11.12 times as of September 30, 2022 to 1.26 times after the completion of the transaction. Although, the Company will borrow approximately Bt. 209 million for the construction of new office building, D/Eq ratio will slightly adjust up to 1.49 times only. (The forecasted ratio does not include the impact or other factors that may occur from future performance).

If considering the plan for disposal of core assets of the Company and its subsidiaries and dividend payment policy, the Applicant has no policy to materially change them.

(2) Connected transaction

Presently, the Applicant has entered into a related party transaction with the Company by renting its office space and providing office services to the Company. For such related party transaction, the Company's Board of Directors has established the approval policy and procedure according to the rules and regulations of the SEC and the SET so as to prevent a conflict of interest in such related party transaction between the Company and the Applicant or the related persons.

As the Company will acquire land and office building from the Applicant, resulting in having connected transaction with the Applicant and related companies in the future are JCKD and JCK. The Applicant will rent areas of the office building from the Company and will transfer right of rental and service agreement of the existing lessees which is JCK to the Company. Agreement with lessee can be renewed and rental & service rate will be set at market price which will be connected transaction in the future. Regarding the development of new office building, expected to generate revenue in 2025 onwards, the Company will mainly rent to outside customers and there will be no more connected transaction with Taechaubol Group.

Other related transactions such as

- Sale of Bonsai restaurant to High Active Consultant Co., Ltd. ("HAC"), a company owned by Mr. Chotiwiit Taechaubol is a major shareholder (son of Mr. Apichai Taechaubol) worth 12 million baht. HAC still has an outstanding balance of Bt. 3.06 million to the company which is expected to be paid to the company. Within the first quarter of 2023 In addition, the buyer (HAC) sold the Bonsai restaurant to a third party and the name of the restaurant was changed.
- The outstanding payment for the right to open a Burger & Lobster restaurant, Siam Paragon branch, with Lobster Power Co., Ltd. ("LP"), a company in which JCKD is a 49% shareholder and Mr. Akarawin Taechaubol is a 51% shareholder (through Akara Foods Co., Ltd.), amounting to Bt. 6.58 million.
- The loan from Mr. Apichai Taechaubol grants the Company a short-term loan in the amount of Bt. 0.28 million with an interest rate of approximately 3.50 percent per year. Such transactions may occur again in the future in order for the Company to have working capital at certain times.

The Independent Financial Advisor is of the opinion that the Company has complied with the policies, procedures and procedures for approval of related party transactions according to the requirements of the SET and the SEC, in order to prevent conflicts of interest among Connected transactions between the Company and related companies and/or persons who may have conflicts. However, if the Applicant is a connected person and the Company has any related party transactions, the Company is still obligated to comply with the policies and procedures for related party transactions, which must be in accordance with the good Corporate Governance Policy. And the transaction has the Audit Committee and/or non-interested directors are responsible for considering the related transactions.

(3) The Conflict of Interest

The Independent Financial Advisor has the opinion as follows:

(a) Between the Company and the Applicant

Office building for rent business

After the Applicant transfer the assets which are land and office building to the Company, the Applicant will no longer have office building and there will be no competition between the company and no conflict of interest.

Hotel Business

The hotel business of the Company that is expected to start operation is the hotel of its subsidiary, CPT in Chiangrai Province. (Hotel business of ASP is still not clear in the direction and have issues with a bank, please see more details in Clause 1.3 of this report). As hotels of the Applicant are located in Bangkok, they locate in different location and have different customer groups. Therefore, hotel business has no competition between the company and no conflict of interest.

Development and sale of residential condominium business

It is the business of the Applicant and the Company does not have intention to operate that type of business. Therefore, there is no conflict of interest.

Purchase & Sell of properties

It is the business of the Applicant and the person under Section 258 of the Applicant. The Company does not have intention to operate that type of business. Therefore, there is no conflict of interest.

In summary, the Independent Financial Advisor has the opinion that the said businesses do not compete each other and there is no conflict of interest.

(b) Between the Company and the other related companies

The business operation of Burger & Lobster restaurant

The Company, LP and B&L has an agreement to find conclusion of the restaurant business of Burger & Lobster. In 2022, there is an amendment of the Master Agreement that the Company will have right to develop Burger & Lobster Branch No. 2, branch No. 3 and new branch in the future in line with the existing right with LP. The Company is able to deal directly to B&L, the owner of the right, not to via LP any more. As LP has only one branch and LP cannot expand new branch, the Independent Financial Advisor has opinion that conflict of interest is expected to be limited and will reduce when the Company has more branches and unlikely to have a significant impact when compared to total revenues of the Company.

The office for rent between the Company and JCK

The office for rent is one of business that JCK is currently operating. Mr. Apichai Taechaubol and Ms. Chalida Taechaubol holds shares of JCK in total of 19.74% of total paid-up capital. Mr. Apichai Taechaubol is the Chairman of the Board of Director and Chairman of the Executive Committee of JCK but not being the controlling person as he is the only one member as director of total 9 directors.

JCK has 2 office buildings which are SG Tower 1 and the Millenia Tower located on Ratchadamri Road and Langsuan Road. They are large buildings with rental areas of each building approximately 13,000 – 15,000 sq.m. with rental fee in the range of Bt. 650 – 700 per sq.m. per month. If compared with the acquired asset, the office building on Narathiwat Rajnakarin Road, it has rental area of approximately 3,014 sq.m. and the new office building to be constructed of 5,925 sq.m. with rental fee in the range of Bt. 400 – 530 per sq.m. per month.

Therefore, the said office buildings have different customer groups as locating in different locations and have different range of rental fee. In addition, in the center of Bangkok, there are a number of office buildings for rent. The real competition would be from the outside customers over the competition between the company. The Independent Financial Advisor has the opinion that the business of office building between the Company and JCK does not compete each other and there is no conflict of interest.

And the Independent Financial Advisor is of the opinion that the Company and the Applicant have clearly established guidelines for consideration for future business operations. The Applicant and related companies give the right to the Company in considering such investments first. In case of necessity, the Applicant, related companies and the Company may consider to jointly invest in such project, including the case where the Company, the Applicant, and Person under Section 258 of the Applicant may consider transferring or accepting transfer of business between them in the future. Depending on the investment conditions and/or the potential or financial limitations of each company while investing with consideration of the best interests of the company's shareholders. The Company will arrange for the directors who have no interest in the transaction, and the audit committee to

consider and oversee the benefits of such investment and related transactions, and will comply with the relevant rules. of the SEC and the SET.

**(4) Potential impact to shareholders on Control Dilution, Earnings Dilution, and Price Dilution**

Impact	Control Dilution	Price Dilution	Earnings Dilution
New shares are allocated to the Applicant by Private Placement	37.78%	No impact as selling price is higher than market price	Equal to control dilution at 37.78%

Existing shareholders will be effected on the dilution effect of 37.78%. When the Applicant and the Person under Section 258 has a significant increase in total shareholding or the shareholding exceeding 25% but not over 50% of total votes of the Company. The Applicant and Mr. Apichai Taechaubol is able to block vote of the key agenda that needs the affirmative votes of at least three-fourths of the total votes of the shareholders who attend the meeting and are eligible to vote such as the capital increase, the capital decrease, the waiver for Whitewash, the acquisition or disposition of assets, the connected transaction and the debenture issuance.

**(5) Risks involved with Failure to Obtain Approval for the waiver for Whitewash**

In case the Applicant could not get approval for Whitewash or the Shareholders' Meeting does not approve the Whitewash, the Company will not be able to seek fund as planned as the Company issue new shares as key source of fund for the exchange of assets and pay the remaining in cash. Therefore, the Company has to cancel the transaction of acquisition of assets which are land and office building as the Company does not have other source of fund to pay for the assets. However, the Company still rents areas from JCKD as usual.

However, the Company still raise fund via Rights Offering and allocate warrants (JCKH-W2) to shareholders who exercise their rights. Existing shareholders can subscribe new shares by their proportion and in case there are shares left from the subscription, shareholders can subscribe shares over their rights and the remaining shares can be allocated to specific investors under Private Placement. The Company has an intention to reserve cash for working capital and it still generates key revenues from restaurant business as usual.

**(6) The Appropriateness of the Valuation of Shares Proposed to the Applicant**

Regarding the appropriateness of the valuation, the Independent Financial Advisor has evaluated 6 approaches as summarized in the table below:

Valuation Approach	The Company value		Selling price (Baht/share)	Selling price is higher (lower than) the appraised price. (Baht per share/%)	Appropriateness of valuation approach
	(Bt. million)	(Baht/share)			
1. Book Value Approach	178.08	0.07	0.17	0.10 / 157.29%	Not Appropriate
2. Adjusted Book Value Approach	188.51	0.07	0.17	0.10 / 140.22%	Not Appropriate
3. P/BV Ratio Approach	593.73 – 652.28	0.22 – 0.24	0.17	(0.07) - (0.05) / (30.58%)-(23.73%)	Not Appropriate
4. P/E Ratio Approach	Cannot evaluate				
5. Market Value Approach	347.55 – 349.01	0.130 – 0.131	0.17	0.039 - 0.040 / 29.75%-30.29%	Appropriate
6. Discounted Cash Flow Approach	(242.04) - (190.82)	(0.091) – (0.072)	0.17	0.242 - 0.261 / n.a.	Not Appropriate

Note: The par value is 0.25 baht per share.

When considering the appropriateness of the selling price of shares at Bt. 0.17 per share to the Applicant, the Independent Financial Advisor has opinion that the fair price of the Company should be based on the market price as an appropriate valuation. Shares of the Company are traded with high liquidity and market price is the mechanism set by demand and supply of investors to the Company's shares. It can reflect valuation of share at certain period of time, fundamental factor and demand from investors expecting to see capacity and growth of the Company in the future. Therefore, the market price can be used to reflect the value or intrinsic value of the Company's shares.



The market price is calculated from the weighted average price of the Company's shares traded on the SET for the past 7 - 15 consecutive business days prior to the date on which the Board of Directors resolved to propose an agenda to the shareholders' meeting of the Company. for approval of the offering of such newly issued ordinary shares which is between December 22, 2022 - January 12, 2023, the market price is between Bt. 0.130 - 0.131 per share. And when compared to the selling price of newly issued shares at Bt. 0.17 per share, the Board of Directors has clearly set the price, which is calculated from the weighted average price of the Company's shares for the past 6months from July 1, 2022 to December 31, 2022, which are all traded on the SET (information from SETSMART). The value of the newly issued shares is higher than the share valuation in the range of Bt. 0.039 – 0.040 per share or higher by 29.75% – 30.29% of the share valuation.

**Therefore, the selling price of newly issued ordinary shares at Bt. 0.17 per share is appropriate.**

Regarding the agenda to be considered by shareholders which are Agenda 6.2: To consider and approve the allocation of the newly issued ordinary share to offer to a private placement and Agenda 7: To consider and approve the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash), shareholders can study Part 1 of this report. The Independent Financial Advisor is of opinion that the allocation of the newly issued ordinary share to offer to a private placement and the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash) is **reasonable** as mentioned above. The price and conditions of the transaction are fair whereby the Company and shareholders will get benefits from the transaction.

The Board of Director of the Company has considered that the issuance and allocation of shares by Private Placement to JCKD as part of the payment of assets, the transaction is done with the company with financial strength. The number of shares of the offering price are definitely determined resulting the Company to receive fund with certainty and to schedule the time to receive fund in time. The issuance of shares by Private Placement also helps reduce burden to existing shareholders. The Company will have JCKD as its strategic partner. JCKD's executives and team of staff have had the knowledge, capability and experience in the office space rental and services business, which could bolster the Company's entry into this business. The offering price of Bt. 0.17 per share is higher than the market price, which is the weighted averaged of share price traded on the SET during the past 6 months (from July 1, 2022 to December 31, 2022) and could help reduce the impact of control dilution. In addition, the deal with connected transaction does not have significant impact on policy and management. Thus, the Board of Director considered and approved the allocation of the newly issued ordinary share to offer to a private placement and the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash)

**In conclusion, shareholders should vote to approve Agenda 6.2: To consider and approve the allocation of the newly issued ordinary share to offer to a private placement and Agenda 7: To consider and approve the request for a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash).**

## Part 2: The Details of Acquired Assets and Valuation

As the Company is entering into asset acquisition and connected transaction, which is the land and the office building of JCKD. The details and valuation of assets are as follows:

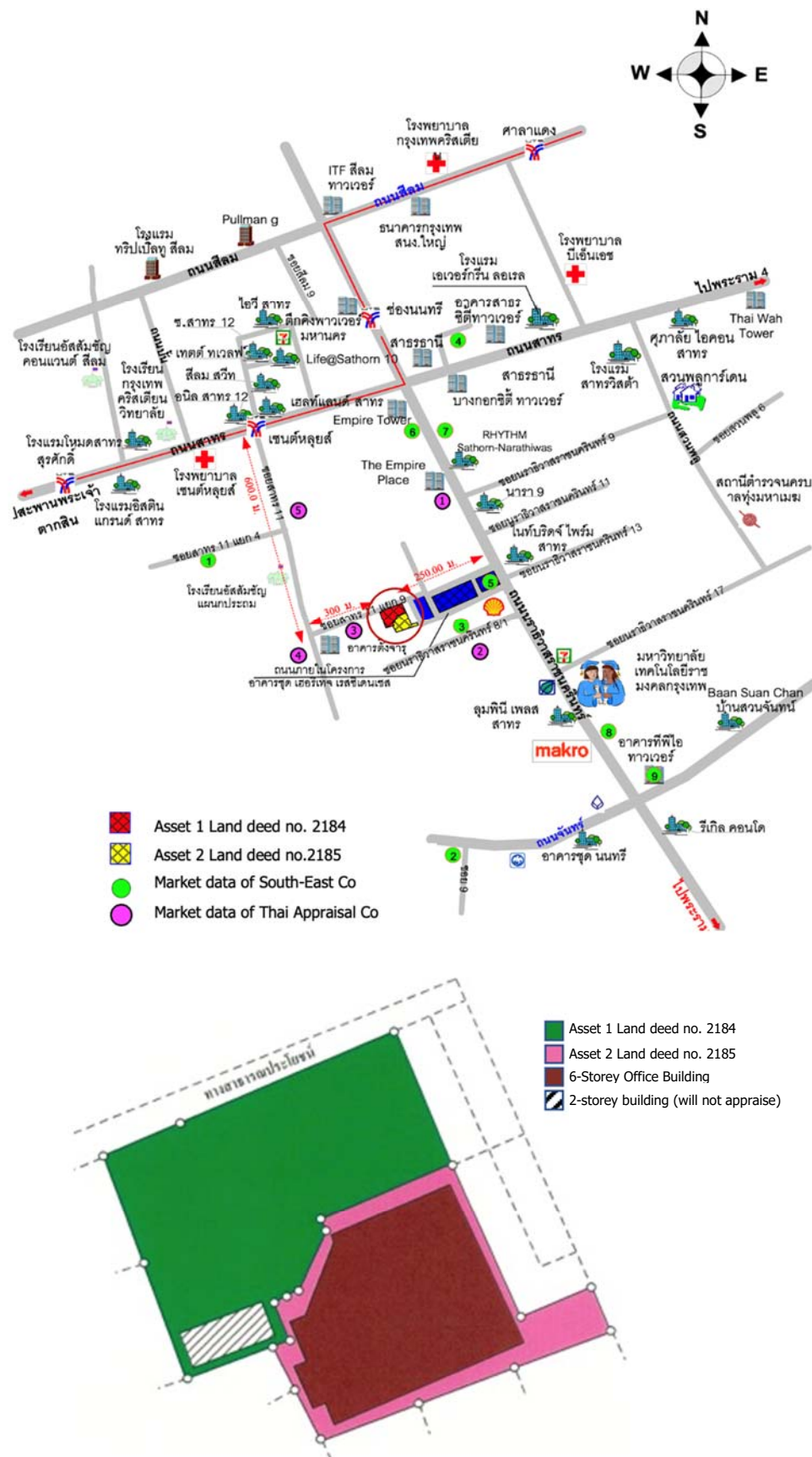
### 2.1 Characteristics and Details of Assets

Detail of assets can be summarized as follows:

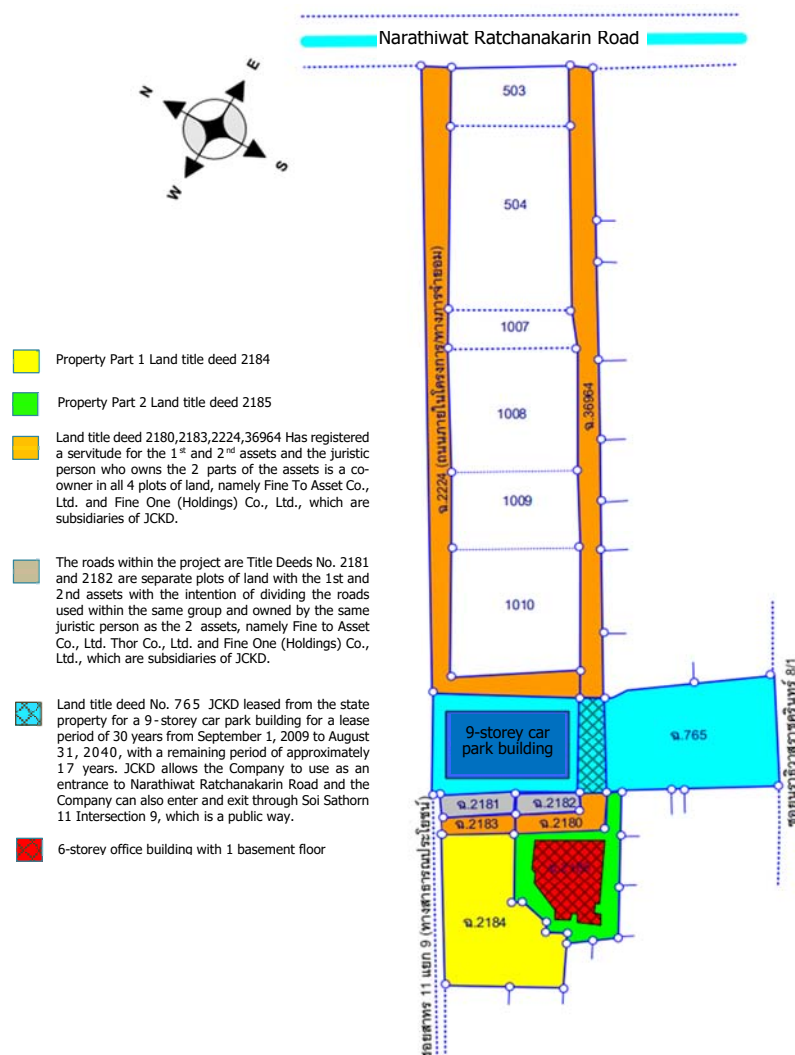
Assets	<p>Asset 1: Vacant land title deed no. 2184 being used as parking lot to facilitate the tenant with area of 3 ngan 65.3 sq.wah (365.3 sq.wah), worth Bt. 206.98 million.</p> <p>Asset 2: Land title Deed no. 2185 with a 6-storey office building, deck and 1 basement under the name "TFD Building" with area of 2 ngan 87.7 sq.wah (287.7 sq.wah), worth Bt. 243.02 million.</p> <p><b>Total area of 1-2-53 rai or 653 sq.wah.</b></p> <p>In this regard, JCKD intends to sell such assets through an inseparable one-off transaction.</p>
Asset Location	<p>18, Soi Sathorn 11 Intersection 9, Narathiwat Ratchanakarin Road, Yannawa Subdistrict, Sathorn District, Bangkok. The assets are located close to many interesting places as follows</p> <ul style="list-style-type: none"> <li>- BRT (Ar-Kan Song-Kroh "Housing") approx. 300 m.</li> <li>- Assumption School, Primary Section approx. 450 m.</li> <li>- Rajamangala University, Technical Campus, Bangkok approx. 650 m.</li> <li>- BTS (St. Louis) approx. 900 m.</li> <li>- BTS (Chong Nonsi) approx. 1 km.</li> </ul>
Detail of the land	<p>Title deed no. 2184 : Polygon shape with road on 2 sides which are East and North, ground leveled with road</p> <p>Title deed no. 2185 : Polygon shape with road on 1 side which is East, ground leveled with road</p>
Entrance and Exit <sup>1/</sup>	<ul style="list-style-type: none"> <li>- Cars can travel in and out from side of Narathiwat Ratchanakarin Road, and allowed to be used as a public way</li> <li>- Cars can also travel within land's road, with the right to use the road as a servitude, it is allowed among the users within the same group of company and authorized state properties</li> <li>- Soi Sathorn 11 Intersection 9, starting from Sathorn Road to the assets, cars can travel in and out with right to use it as a public way,</li> </ul>
Detail of building and structures	<p>a 6-storey office building with a basement and a deck. It is steel-reinforced concrete building with a dimensions of 26x25 m. (5,460 square meter of total usable area). The building has been constructed for 6 years with solid condition and well maintenance. Electricity, Facilities, Air Conditioning and communication system are available with well-equipped fire defense system along with 1 elevator.</p>
Ownership	JC Kevin Development Company Limited
Obligation	Mortgage as collateral with Bank of Ayudhya Public Company Limited
Town Planning	Brown Area (Yor.10-11) Highly dense residential area
Optimal purpose	Commercially development as offices and residences

Note: 1/ According to the Draft Sales and Purchase Agreement for Land and Constructions, there are conditions relating to servitude and obligations of assets. Please see more details in section 3.1.3 of this report.

The picture shows the asset location and condition of the asset.



The map showing the servitude and right to pass in-out over the land



Note: The location of assets is approximately 230 meters far from Narathiwat Ratchanakarin Road and the road in front of the assets is 10 meters wide.



6-Storey Office Building



Building Shape



Condition inside the building (1<sup>st</sup> floor)



Condition inside the building (2<sup>nd</sup> floor)



Condition inside the building (3<sup>rd</sup> floor)



Condition inside the building (4<sup>th</sup> floor)



Condition inside the building (5<sup>th</sup> floor)



Condition inside the building (6<sup>th</sup> floor)

Detail of current tenants and area used by owner within current office building.

Tenants	Rental Area (sq.m.)	Lease Terms	Rental and Service Rate (Bt./sq.m./month)	Total Monthly rental and service (Baht)	Security Deposit (Baht)
1.JCK Hospitality PCL.	997.56	January 1, 2022 – Dec 31, 2024	400.00	399,024.00	1,573,998.00
2.JCK International PCL.	1,695.44	Sep 1, 2022 – Aug 31, 2025	530.00	898,583.20	5,391,499.20
3. JC Kevin Development Co., Ltd. <sup>1/</sup>	321.00	-	-	-	-
Total	3,014.00			1,297,607.20	6,965,497.20

Note: 1/ JCKD is currently the owner of office building and use some area as its office. After the transfer of asset, it is expected that JCKD will pay for rental fee equal the rate charged to JCK, which is Bt. 530 per sq.m. per month.

There are 2 tenants which are both under Taechaubol Group. JCK has already pre-paid JCKD the rental in full amount according to 3 years of lease terms. Once the transaction is completed, JCKD needs to transfer both remaining rental and service fee back to the Company including the security deposit. Since both tenants have been renting the building's area for several years. After the transaction, these companies would continue to use the area as a headquarter and renting the areas continuously.

And after the transaction is completed, JCKD would rent back the area from the Company as the office with an area approximately 321 square meter. The 3-years lease terms will be determined and refer the rental fee to the market rate later.

## 2.2 **Valuation of Assets**

### 2.2.1 **Valuation of assets by the Independent appraiser**

As the Company is entering the asset acquisition transaction and the connected transaction, The Company has appointed two independent appraisers to compare the appraisal prices, and use as information for decision making on the transaction, namely:

- Southeast Asia International Company Limited. ("South-East Co"), an independent appraiser approved by the Valuers Association of Thailand ("VAT") and approved by the SEC with the objective of the public interest according to the report dated November 1, 2022.
- Thai Property Appraisal Lynn Phillips Company Limited. ("Thai Appraisal Co"), an independent appraiser approved by the Valuers Association of Thailand ("VAT") and approved by the SEC with the objective of the public interest according to the report dated October 27, 2022.

*(Please refer to Attachment 3 for more details)*

#### **A. Valuation of land assets by Market Approach**

In land valuation, the independent appraisers use the market comparison method by selecting the market price information that is being offered for sale in the area where the property is located or nearby (Market Approach). After considering factors such as location, transportation, land size and shape, environment and utility systems, etc., then the Sale Adjustment-Grid Method is being used and analyzed for Weight Quality Score. The details are summarized as follows:



Data table for comparatives being used in Market Approach

Items	Appraised Asset		Appraisers								
	Title deed no. 2184	Title deed no. 2185	South-East Co				Thai Appraisal Co				
			Comparative No.1	Comparative No.2	Comparative No.3	Comparative No.4	Comparative No.1	Comparative No.2	Comparative No.3	Comparative No.4	Comparative No.5
Location	Soi Sathorn 11 Intersection 9		Soi Sathorn 11 Intersection 4	Chan Road Soi 9	Soi Narathiwat Ratchanakarin 8/1	Sathorn Road Soi 8	Soi Narathiwat Ratchanakarin 6,	Soi Narathiwat Ratchanakarin 8/1	Soi Sathorn 11 Intersection 9	Soi Sathorn 11 Intersection 12	Soi Narathiwat Ratchanakarin 6
Land Size (Rai-Ngan-sq.wah.)	0-3-65.3 (365.3 sq.wah.)	0-2-87.7 (287.7 sq.wah.)	0-1-9.2	1-0-63.7	1-0-78	0-2-56	3-1-62.3	1-0-78.6	2-3-53	49.1 sq.wah.	334.5 sq.wah.
Selling price (Bt./sq. wah.)			686,813	647,000	750,941	900,000	1,800,000	500,000	250,000	268,000	350,000
Adjusted price <sup>1/</sup> (Bt./square wah)			622,677	595,337	652,049	744,765	1,600,000	480,000	250,000	260,000	345,000
Credential weight			0.6	0.2	0.1	0.1	Mathematical Variables R-Square: 0.9878 Std. div.: 73,044.31 Intercept: -4145573.83 Slope : 6,819.706				
Market Value by Southeast <sup>2/</sup> (Bt./sq. wah.)	630,000		630,000				-				
Market Value by Thai Property Appraisal <sup>2/</sup> (Bt./sq. wah.)	700,000		-				700,000				

Note: 1/ Considering both Internal and External factors from Comparative No. 1-4 with Appraised Assets such as Asset ownership, Selling condition, Market condition, Location, Area shape/size, Entrance/Exit, Facilities, Legal requirement and physical characteristics.

2/ Rounded numbers

Please also see the location map of comparable data in section 2.1 of this report.

From a comparative data table above, Both appraisers have considered to equally value the market value of both Assets (Title deed no. 2184 and 2185) as they are located next to each other and share similar physical characteristics. South-East Co has appraised the market price of Bt. 630,000 per sq.wah., while Thai Appraisal Co has appraised the market price of Bt. 700,000 per sq.wah. which are summarized as below;

Asset	Land Size (sq.wah.)	Market price (Baht/sq.wah.)		Appraised Value (Baht)	
		South-East Co	Thai Appraisal Co	South-East Co	Thai Appraisal Co
Title deed no. 2184	365.3	630,000	700,000	230,139,000	255,710,000
Title deed no. 2185	287.7			181,251,000	201,390,000
<b>Total</b>	<b>653.0</b>			<b>411,390,000</b>	<b>457,100,000</b>

Note: JCKD recorded the total value of the Land at Bt. 163.50 million as of September 30, 2022

Therefore, the appraised value of title deed no. 2184 by South-East Co and Thai Appraisal Co are Bt. 230,139,000 and Bt. 255,710,000, respectively while the appraised value of title deed no. 2185 by South-East Co and Thai Appraisal Co are Bt. 181,251,000 and Bt. 201,390,000, respectively, which are accumulated to Fair Value of Bt. 411,390,000 and Bt. 457,100,000 by South-East Co and Thai Appraisal Co, respectively.

### **B. Valuation of buildings and improvements by Cost Approach**

Both Independent Appraisers are using Cost Approach by calculating Depreciated Replacement Cost (Cost by Condition) which is considering Replacement Cost New (RCN) from standard cost referred from the Valuers Association of Thailand ("VAT"), then deducted by depreciation value of buildings and structures (physically) which has been estimated around 2% – 10 % annually. The details of the valuation are as follows.

	Appraised Value of 6-storey office building	
	South-East Co	Thai Appraisal Co
Area (sq.m.) <sup>1/</sup>	5,294.20	5,391.00
Construction Cost (Bt./sq.m) <sup>2/</sup>	22,000 – 23,000	11,200 <sup>3/</sup> – 24,200
Replacement Cost New (Baht)	117,256,200	119,177,000
Total Depreciation (%)	6%	6%
Cost by Condition (Baht)	110,220,828	112,026,380
<b>Rounded Cost by condition (Baht)</b>	<b>110,000,000</b>	<b>112,000,000</b>

Note: JCKD recorded the total value of the buildings and structure at Bt. 73.12 million as of September 30, 2022

- 1/ The independent appraisers show different figures of area due to the discrepancy of area measurement such as hall area and area for M&E
- 2/ Construction Cost has been referred from the standard cost per unit from the VAT 2020 - 2021
- 3/ Only 1st floor that is a parking lot, mechanic rooms and hall where the construction cost of the basement is higher because there is an additional construction cost to be included more such as digging and landslide retaining wall

Therefore, The appraised value of the office building by South-East Co and Thai Appraisal Co are Bt. 110,000,000 and Bt. 112,000,000, respectively.

Therefore, CapAd has opinions towards the asset appraisal as follows:

- Valuation of land by the market method. CapAd agrees with the two independent appraisers regarding the suitability of the land used for comparison. Because it is a market data with a location that looks and conditions close to the property, including the appraisers, has adjusted the market price data to look as close to the property as possible by considering the weighted score from various factors. such as location, land area, land shape. Therefore, the land valuation by the market price comparison method is appropriate.

- Valuation of office buildings by the cost method. CapAd has an opinion towards both the independent appraisers that by valuating replacement cost for 6-storey buildings such as office building is appropriated. Replacement Cost New method considered the current market value of construction materials, wages operating expenses and deducted by depreciation due to aging of assets operating conditions which refer to the criteria of the Association of Property Valuers of Thailand and adjusted to suit the condition of the property. Therefore, the appraisal of a 6-storey office building by the cost method is appropriate.



Thus, CapAd has an opinion that Market Approach and Cost Approach that have been used by both appraisers, are suitable method because the valuation price is referential with general trade market compared with normal agreed price. It can be summarized as follows:

Asset (Unit: Million Baht)	Appraised Value by Market Approach and Cost Approach (1)		Transaction Value (2)	Discrepancy between the Appraised Value and Transaction Value (2) – (1)	
	South-East Co	Thai Appraisal Co		South-East Co	Thai Appraisal Co
Title Deed no. 2184 <sup>1/</sup>	230.14	255.71	206.98	Bt. (23.16) million (10.06%)	Bt. (48.73) million (19.06%)
Title Deed no. 2185 <sup>1/</sup>	181.25	201.39	163.02	Bt. (18.23) million (10.06%)	Bt. (38.37) million (19.05%)
Office building <sup>2/</sup>	110.00	112.00	80.00	Bt. (30.00) million (27.27%)	Bt. (32.00) million (28.57%)
<b>Total</b>	<b>521.39</b>	<b>569.10</b>	<b>450.00</b>	<b>Bt. (71.39) million (13.69%)</b>	<b>Bt. (119.10) million (20.93%)</b>

Note: 1/ Valued by Market Approach on Land valuation

2/ Valued by Cost Approach on Building valuation

The actual agreed price may be lower than the appraised value mentioned above depending on the bargain between the seller and the buyer. The agreed price for this transaction is equal to Bt. 450.00 million, which is lower than the appraised value during Bt. (119.10) million – Bt. (71.39) million or from (20.93%) to (13.69%). As the transaction value is lower than the appraised value, the transaction price is appropriate.

The two appraisers have also done Income Approach, but the appraisal has the valuation of existing office building only, not taken into account the new office building project on land deed no. 2184, which will be under construction, so it does not reflect the overall ability to generate income and profits of all acquisition assets. Therefore, the Income Approach cannot be referred.

## 2.2.2 The consideration of financial viability of existing office building and new office building development

According to the Company's intention to acquire assets which are land and existing office buildings. There are plans to build a new office building on the adjacent vacant land, title deed no. 2184. CapAd therefore has prepared a projection of the performance of the existing office building and the new office building in order to see the overall picture and the ability to generate revenue and profits of all assets acquired with a plan of construction and operation of new office project as follows:

Title	Details
Project	An office building to be constructed on land title deed no. 2184 to rent space to external customers.
Location	Located on title deed no. 2184 (an area adjacent to the land title deed no. 2185, which is the location of the existing office building).
Land Areas	356.30 square wah or 1,425.20 square meters
Design and Construction Period	Approximately 2 years from 2023 - 2024
Characteristics of the building	Reinforced concrete building, approximately 6 stories high with parking.
Approximate usable areas	9,006 square meters
Approximate rental areas	5,924.82 square meters (about 65.79 percent of usable area)
Period of operation	Within the year 2025
Building construction value	Approximately Bt. 209.24 million.
Source of funds	Loans from financial institutions approximately Bt. 209.24 million by using land and office building as collateral.

CapAd prepares projections to determine the net present value of cash flow to be received in order to appraise the asset value of the existing office building and the new office building. The appropriate discount rate is calculated from the calculation of the weighted average cost of capital (WACC) and the future net cash flow from the financial projections of the current existing office building and the new office building, which are projection period 12 years from January 1, 2023 - December 31, 2034 and find the terminal value in the last year of the projection. The projection period of the two buildings is the same to be mainly in line with the new office building. The new office building will be completed in 2024 and generate revenue in 2024 onwards and will project for another 10 years after the completion of construction.

The financial projection information is based on the management financial statements of JCKD, the current owner of the existing office building, and information from the latest lease agreement of the existing office building in 2022, including other relevant information in the projection. In this regard, CapAd has adjusted some assumptions to reflect the overall picture of the business and the overall economic situation and according to the conservative basis.

CapAd's opinion is based on the assumption that the said information and documents are complete, correct and considering the situation and information that can be perceived at present, including no significant changes in the future. If there are any changes that have a significant impact on the business operation of the financial projection from the management of office building, such changes may affect the consideration of the fairness of asset prices in the future.

#### **A. Financial Projection of the Existing Office Building**

Currently, the existing office building is owned by JCKD. It is a 6-storey office building with 1 basement floor, with the basement and 1<sup>st</sup> floor being parking spaces and the 2<sup>nd</sup> to 6<sup>th</sup> floors being office space for rent. There is a total rentable area of approximately 3,014 square meters (Total Rent Area). Currently, the area is used for 100.00 percent of the total area. Those who have utilized the space from the start are companies in the Taechaubol Group, namely JCKD as the owner of the office building as well as the Company and JCK as the tenant.

This projection is an estimation to determine the value of the asset by considering the revenue and profitability of the office building. It will be calculated from the total rental office space and determines the rental and service prices based on the current lease agreement and market price, as if renting to third parties.

##### **▪ Rental and Service Revenues**

The estimation of total rental revenue shall refer to rental revenue and service fees received from tenants. The contracts with tenants are separated into space rental contracts and internal service contracts. However, rental revenue during 2020 - 2021 and during the first 9 months of 2022, the building recorded revenue of Bt. 9.49 million, Bt. 13.23 million and Bt. 10.03 million, respectively. The assumptions are as follows:

###### **- Rental Areas**

Currently, there are 2 tenants, namely the Company and JCK, with a total rental area of 2,693 square meters and the lease term is pursuant to the rental agreement and service agreement. And when combined with the area used by JCKD as an office of approximately 321.11 square meters, there will be approximately 3,014 square meters of total rental space for 3 companies.

In this regard, CapAd assumes that when any contract is expired in the future, the lease agreement will be renewed with the same leased area and the lease period of 3 years is the same as the original agreement. Since most of the tenants are companies in the same group.

###### **- Rental Rate and Service Fees**

The rental rate is in accordance with the rental agreement and service agreement. Both the Company and JCK rent space within the office building where the rental rate and the service fee on each floor are the same rate. But the rental rates are different for each company.

JCKD's space rental will be calculated the same as third party tenants. The initial rental and service fee will be set equal to JCK's rate, which is equal to Bt. 530 per square meter, and the lease period is 3 years, renewable 3 years at a time like other tenants.

CapAd assumes that the rental rate and service rate after the end of the latest lease agreement will increase by Bt. 650 per square meter per month in 2025. (This is the average rental rate of nearby

buildings around Narathiwat Ratchanakarin Road in 2025<sup>4</sup>) And after that, the rate will increase by 10% p.a. every 3 years continuously throughout the projection period, which is the average increase rate for renting office space. However, the Company's lease and service contracts will expire on December 31, 2024, and such rates will be adjusted to be equal to the new rental and service rates of JCK in 2025.

In this regard, rental space, rental rates and service fees are as follows:

Tenant	Contract Type	Rental Areas (Sq.m.)	Rental and Service Rate (Bt./Sq.m./Month)	Rental and Service Amount (Bt. per month)
The Company <sup>1/</sup>	Rental Contract	997.56	200.00	199,512.00
	Service Contract		200.00	199,512.00
JCK <sup>2/</sup>	Rental Contract	1,695.44	424.00	718,866.56
	Service Contract		106.00	179,716.64
JCKD <sup>3/</sup>	Rental Contract	321.22	424.00	718,866.56
	Service Contract		106.00	179,716.64

Note: Rental and service rates excluding VAT.

1/ The company has a lease period from January 1, 2022 - December 31, 2024, renting space on the 2nd floor, 4th floor (partial) and 6th floor with parking for 15 cars.

2/ JCK has a lease period from September 1, 2022 - August 31, 2025, renting space on the 3rd floor (partial) and 4th floor (partial), 5th floor and 6th floor (partial) with parking for 61 cars.

3/ In the event that JCKD will be the tenant of the 3<sup>rd</sup> floor area (partial), which requires a rental contract and service contract. There are conditions same as other tenants' contracts. And there will be the first rental rate adjustment together with JCK at the end of August 31, 2025.

## Other Revenues

From the past performance, the office building has other revenue from utilities which the company actual billing to tenants and paid to government agencies as an expense along with common utility bills. However, CapAd will require JCKD to pay utility bills as other revenue like the Company and JCK. In the first 9 months of 2022, other revenue was equal to Bt. 1.46 million, representing 14.58% of operating revenue, which is the latest rate after the situation of COVID-19.

CapAd assumes that utility bills in 2022 will be adjusted annually from the Company, JCK and JCKD's utility bills for the first 9 months of 2022 (this is the first year that the assumption is made that utility bills of JCKD will be paid like other tenants), equal to 14.58 percent of operating revenue. And in the following years, there will be an annual increase rate equal to the CPI<sub>TH</sub> of Thailand, which is the average rate for the past 20 years (2003 - 2022) at 2.15% per year ("CPI<sub>TH</sub>") throughout the projection period.

Estimated from rental and service revenue during 2022 - 2034 as follows:

Revenues	Unit	2022F	2023F	2024F	2025F	2026F	2027F	2028F
<b>1. Rental and service revenues</b>	Bt.million	17.61	17.61	17.61	21.57	23.51	23.51	24.81
- The Company	Bt.million	4.79	4.79	4.79	7.78	7.78	7.78	8.56
- JCK	Bt.million	10.78	10.78	10.78	11.60	13.22	13.22	13.67
- JCKD	Bt.million	2.04	2.04	2.04	2.20	2.51	2.51	2.59
<b>2. Utility revenue</b>	Bt.million	2.57	2.62	2.68	2.74	2.80	2.86	2.92
<b>Total revenues</b>	Bt.million	20.18	20.24	20.29	24.31	26.31	26.37	27.73
<b>Assumptions</b>								
1. Rental area – Company	Sq.m.	997.56	997.56	997.56	997.56	997.56	997.56	997.56
2. Rental area - JCK	Sq.m.	1,695.44	1,695.44	1,695.44	1,695.44	1,695.44	1,695.44	1,695.44
3. Rental area – JCKD	Sq.m.	321.22	321.22	321.22	321.22	321.22	321.22	321.22
4. Avg. rental rate – Company	Bt./Sq.m.	400.00	400.00	400.00	650.00	650.00	650.00	715.00
5. Avg. rental rate – JCK <sup>1/</sup>	Bt./Sq.m.	530.00	530.00	530.00	570.00	650.00	650.00	671.67
6. Avg. rental rate – JCKD	Bt./Sq.m.	530.00	530.00	530.00	570.00	650.00	650.00	671.67
<b>Increase (Decrease) rate</b>								
7. Rental revenue – Company <sup>2/</sup>	%	n.a.	-	-	62.50	-	-	10.00

<sup>4</sup> It is a comparative information from the report of an independent appraiser. The rental rate per square meter per month of the Sathorn Prime Building (formerly named JC Kevin Tower Building which JCKD already sold to outsider), Prima Sathorn Building, Mobicom Building, Pipatanasin Building and TPI Tower, equal to Bt. 700, Bt. 550, Bt. 580, Bt. 550 and Bt. 600, respectively, with an average value of Bt. 596 in 2022 and will be equal to Bt. 658 in 2025 when determining an increase rate of 3.33% per year (or equivalent to a 10% increase every 3 years)

Revenues	Unit	2022F	2023F	2024F	2025F	2026F	2027F	2028F
8. Rental revenue – JCK	%	n.a.	-	-	7.55	14.04	-	3.33
9. Rental revenue – JCKD	%	n.a.	-	-	7.55	14.04	-	3.33
10. Utility revenue	%	n.a.	2.15	2.15	2.15	2.15	2.15	2.15
11. Total revenues	%	n.a.	0.27	0.28	19.80	8.20	0.23	5.17

Revenues	Unit	2029F	2030F	2031F	2032F	2033F	2034F
<b>1. Rental and service revenues</b>	Bt.million	25.86	25.86	27.29	28.45	28.45	30.02
- The Company	Bt.million	8.56	8.56	9.41	9.41	9.41	10.36
- JCK	Bt.million	14.55	14.55	15.03	16.00	16.00	16.53
- JCKD	Bt.million	2.76	2.76	2.85	3.03	3.03	3.13
<b>2. Utility revenue</b>	Bt.million	2.98	3.05	3.11	3.18	3.25	3.32
<b>Total revenues</b>	Bt.million	28.84	28.91	30.41	31.63	31.69	33.34
<b>Assumptions</b>							
1. Rental area – Company	Sq.m.	997.56	997.56	997.56	997.56	997.56	997.56
2. Rental area – JCK	Sq.m.	1,695.44	1,695.44	1,695.44	1,695.44	1,695.44	1,695.44
3. Rental area – JCKD	Sq.m.	321.22	321.22	321.22	321.22	321.22	321.22
4. Avg. rental rate – Company	Bt./Sq.m.	715.00	715.00	786.50	786.50	786.50	865.15
5. Avg. rental rate – JCK <sup>1/</sup>	Bt./Sq.m.	715.00	715.00	738.83	786.50	786.50	812.72
6. Avg. rental rate – JCKD	Bt./Sq.m.	715.00	715.00	738.83	786.50	786.50	812.72
<b>Increase (Decrease) rate</b>							
7. Rental revenue – Company <sup>2/</sup>	%	-	-	10.00	-	-	10.00
8. Rental revenue – JCK	%	6.45	-	3.33	6.45	-	3.33
9. Rental revenue – JCKD	%	6.45	-	3.33	6.45	-	3.33
10. Utility revenue	%	2.15	2.15	2.15	2.15	2.15	2.15
11. Total revenues	%	4.01	0.22	5.18	4.01	0.22	5.19

Note: Rental revenue means rental revenue including service revenue.

1/ As JCK's lease and service contract expires in August 2025, the rental rate in the following month increases as the assumptions set. Therefore, the rental rate of JCK's space from 2025 onwards is the weighted average rental rate of the whole year.

2/ In 2025, CapAd adjusted the overall rental rate of the company to be equal to JCK, resulting in higher rental rates. and service charges will be reduced

## Administrative Expenses

Administrative expenses consist of employee expenses, office expenses, utility expenses, maintenance expenses, other expenses and depreciation which is based on some operating expenses that can be classified from JCKD, which are utility expenses. and other expenses.

CapAd determines that administrative expenses regarding utilities and other expenses adjusted annually from the first 9 months of 2022. And in 2023 - 2027, the rate is set to increase equal to the CPI<sub>TH</sub> rate of 2.15% per year, except for expenses related to employees, which are set to have a rate double the CPI<sub>TH</sub> rate at 4.30% per annum. The rate has a constant increasing rate throughout the projection year. The details are shown in the following table.

Administrative expenses	Unit	2022F	2023F	2024F	2025F	2026F	2027F	2028F
1. Employee expense <sup>1/</sup>	Bt.million	0.84	0.88	0.91	0.95	0.99	1.04	1.08
2. Office expense <sup>2/</sup>	Bt.million	0.12	0.12	0.13	0.13	0.13	0.13	0.14
3. Utility expense <sup>3/</sup>	Bt.million	3.01	3.08	3.14	3.21	3.28	3.35	3.42
4. Maintenance expense <sup>4/</sup>	Bt.million	0.35	0.35	0.35	0.43	0.47	0.47	0.50
5. Security and cleaning expenses <sup>5/</sup>	Bt.million	0.58	0.59	0.60	0.61	0.63	0.64	0.65
6. Other expenses <sup>6/</sup>	Bt.million	0.43	0.44	0.45	0.46	0.47	0.48	0.49
7. Depreciation	Bt.million	1.94	1.97	2.00	2.03	2.06	2.09	2.11
Total administrative expenses	Bt.million	7.27	7.42	7.58	7.82	8.02	8.19	8.39
<b>Increase (Decrease) rate</b>								
1. Employee expense	%	n.a.	4.30	4.30	4.30	4.30	4.30	4.30
2. Office expense	%	n.a.	2.15	2.15	2.15	2.15	2.15	2.15
3. Utility expense	%	n.a.	2.15	2.15	2.15	2.15	2.15	2.15

Administrative expenses	Unit	2022F	2023F	2024F	2025F	2026F	2027F	2028F
4. Maintenance expense	%	n.a.	-	-	22.49	8.97	-	5.54
5. Security and cleaning expenses	%	n.a.	2.15	2.15	2.15	2.15	2.15	2.15
6. Other expenses	%	n.a.	2.15	2.15	2.15	2.15	2.15	2.15
7. Depreciation	%	n.a.	1.50	1.48	1.46	1.44	1.42	1.40
Total administrative expenses	%	n.a.	2.12	2.12	3.17	2.60	2.10	2.42

Administrative expenses	Unit	2029F	2030F	2031F	2032F	2033F	2034F
1. Employee expense <sup>1/</sup>	Bt.million	1.13	1.18	1.23	1.28	1.33	1.39
2. Office expense <sup>2/</sup>	Bt.million	0.14	0.14	0.15	0.15	0.15	0.15
3. Utility expense <sup>3/</sup>	Bt.million	3.49	3.57	3.65	3.72	3.80	3.89
4. Maintenance expense <sup>4/</sup>	Bt.million	0.52	0.52	0.55	0.57	0.57	0.60
5. Security and cleaning expenses <sup>5/</sup>	Bt.million	0.67	0.68	0.70	0.71	0.73	0.74
6. Other expenses <sup>6/</sup>	Bt.million	0.50	0.51	0.52	0.53	0.54	0.55
7. Depreciation	Bt.million	2.14	2.17	2.20	2.23	2.23	2.23
Total administrative expenses	Bt.million	8.59	8.77	8.98	9.19	9.36	9.56
<b>Increase (Decrease) rate</b>							
1. Employee expense	%	4.30	4.30	4.30	4.30	4.30	4.30
2. Office expense	%	2.15	2.15	2.15	2.15	2.15	2.15
3. Utility expense	%	2.15	2.15	2.15	2.15	2.15	2.15
4. Maintenance expense	%	4.23	-	5.54	4.23	-	5.54
5. Security and cleaning expenses	%	2.15	2.15	2.15	2.15	2.15	2.15
6. Other expenses	%	2.15	2.15	2.15	2.15	2.15	2.15
7. Depreciation	%	1.38	1.36	1.34	1.32	0.00	0.00
Total administrative expenses	%	2.35	2.11	2.44	2.37	1.79	2.15

Note: The fiscal year ends on December 31 of each year.

1/ CapAd employee expenses are estimated at Bt. 70,000 per month.

2/ Office expenses include Cost of stationery and printing, office equipment is estimated at Bt. 10,000 per month.

3/ Utility expenses consist of electricity and water expenses, which are expenses for rental space and all common areas. In the year 2020 – 2021 and during the first 9 months of 2022, there are utility expenses equal to Bt. 3.08 million, Bt. 2.67 million and Bt. 2.26 million, respectively (information from JCKD). And utility expenses in 2022 when adjusted annually from the first 9 months of 2022 equal to Bt. 3.01 million.

4/ Repair and maintenance expenses are set to equal 2% of operating revenue, which is changed according to operating revenue.

5/ The expenses of security and cleaning includes security guard and cleaning staff, which is set to have a rate of Bt. 48,000 per month.

6/ Other expenses consist of telephone, insurance and taxes expenses, etc. The telephone expenses in 2022 are adjusted from the first 9 months of 2022, and insurance and tax are set to be equal to the 9 months of 2022. All other expenses are at the increase rate of 2.15% per year or equal to CPI<sub>TH</sub> during 2023 - 2034

## B. Financial Projection of New Office Building

The new office building project will be located on the land title deed no. 2184 which is adjacent to the land title deed no. 2185. The building will be constructed as a 6-storey office building and 1 basement floor, with the basement being a parking area and the 1st to 6th floor being office space for rent. The total construction area is 9,006 square meters and the total rentable area is approximately 5,924.82 square meters (Total Rentable Area). In this regard, the total building area to land area ratio (FAR: Floor area ratio) is 6.16:1, which is close to the aforementioned ratio of the existing office building at 6.10:1 and is in accordance with the criteria for land type according to the Bangkok Metropolitan Administration Notification.

This projection is an estimation to determine the value of the asset by considering the revenue and profitability of the new office building. It will be calculated from the total office space for rent and the rental and service prices are determined mainly based on market prices. The rental space, rental rates and service fees are as follows:

Order	Floor	Use of Space	Construction Area
1	Basement	Common area (parking)	1,125.63
2	Floor 1 – Floor 6	Rental area	5,924.82
3	Floor 1 – Floor 6	Common areas (such as corridors, stairs, bathrooms, elevators)	828.96
4	Rooftop	Deck area	1,125.63
Total construction area			9,006.04

Source: The company's construction plan

#### ▪ Rental and Service Revenue

The estimation of total rental revenue means rental and service revenue received from tenants, which are expected to be external tenants. The assumption of revenues consists of rental space, occupancy rate and rental rates each year. The details are as follows.

##### - Rental Areas

The new office building will start renting in 2025 for the first year with a total leasable area of 5,924.82 square meters. CapAd has determined that in 2025, the occupancy rate is 60% of the area that can be rented and will increase to 70% in 2026 and equal to 80% in 2027 - 2034 or throughout the rest of the projection year, in order to comply with conservative Basis. (Please refer to the occupancy rate in Attachment 4: Overview of Office Buildings in Bangkok)

##### - Rental Rate and Service Rate

CapAd assumes that the rental rate of the new office building in the first year of operation is equal to the rental rate of the existing office building in 2025 at Bt. 650 per square meter per month. The rental rate is increased by 10% per year every 3 years after the expiration of the contract term as an assumption continuously throughout the projection period. The increasing rate is the average increase rate for renting office space.

#### ▪ Other Revenues

The determination of assumptions is based on the performance of the existing office building. There will be other revenue from utilities that the Company received from the tenants, and pay to the government agency as an expense together with the common utility expense.

CapAd determines utilities expenses in 2025 to be equal to the ratio of other revenue to operating revenue of the existing office building at 14.58%. And in 2026 - 2034, utilities expenses increase at the same rate as Thailand's CPI<sub>TH</sub>, which is an average rate during 20 years ago (2003 - 2022) at 2.15% per year ("CPI<sub>TH</sub>") throughout the projection period.

Estimated from rental revenue during 2025 - 2034 as follows:

Revenue	Unit	2025F	2026F	2027F	2028F	2029F	2030F	2031F
<b>1. Rental revenues</b>	Bt.million	27.73	32.35	36.97	40.67	40.67	40.67	44.73
<b>2. Utility revenue</b>	Bt.million	4.04	4.13	4.22	4.31	4.40	4.50	4.59
<b>Total revenues</b>	Bt.million	31.77	36.48	41.19	44.98	45.07	45.17	49.33
<b>Assumptions</b>								
1. Rental area	Sq.m.	3,554.89	4,147.37	4,739.86	4,739.86	4,739.86	4,739.86	4,739.86
2. Avg. rental rate	Bt./Sq.m.	650.00	650.00	650.00	715.00	715.00	715.00	786.50
<b>Increase (Decrease) rate</b>								
3. Rental area	%	n.a.	-	-	10.00	-	-	10.00
4. Utility revenue	%	n.a.	2.15	2.15	2.15	2.15	2.15	2.15
5. Total revenues	%	n.a.	14.82	12.91	9.20	0.21	0.21	9.22

Revenue	Unit	2032F	2033F	2034F
<b>1. Rental revenues</b>	Bt.million	44.73	44.73	49.21
<b>2. Utility revenue</b>	Bt.million	4.69	4.79	4.90
<b>Total revenues</b>	Bt.million	49.43	49.53	54.11
<b>Assumptions</b>				
1. Rental area	Sq.m.	4,739.86	4,739.86	4,739.86
2. Avg. rental rate	Bt./Sq.m.	786.50	786.50	865.15
<b>Increase (Decrease) rate</b>				
3. Rental revenue	%	-	-	10.00
4. Utility revenue	%	2.15	2.15	2.15
5. Total revenues	%	0.20	0.20	9.24

Note: The rental revenue means the rental of space including service revenue, which is an estimate during the year 2025 - 2034.

## ▪ Administrative Expenses

Administrative expenses consist of employee expenses, office expenses, utility expenses, maintenance expenses, other expenses and depreciation based on some information from the operating expenses of the existing office building.

CapAd assumes that in 2026 - 2034, administrative expenses will increase at the same rate as CPI<sub>TH</sub> at 2.15% per year, except for employee expenses, which will increase at a rate of twice the rate. CPI<sub>TH</sub> at the rate of 4.30% per year and has a constant increase throughout the projection year. Maintenance expenses accounted for 2% of operating revenue. The details are shown in the following table.

Administrative expenses	Unit	2025F	2026F	2027F	2028F	2029F	2030F	2031F
1. Employee expense <sup>1/</sup>	Bt.million	0.42	0.44	0.46	0.48	0.50	0.52	0.54
2. Office expense <sup>2/</sup>	Bt.million	0.13	0.13	0.13	0.14	0.14	0.14	0.15
3. Utility expense <sup>3/</sup>	Bt.million	3.86	3.94	4.03	4.11	4.20	4.29	4.39
4. Maintenance expense <sup>4/</sup>	Bt.million	0.55	0.65	0.74	0.81	0.81	0.81	0.89
5. Security and cleaning expenses <sup>5/</sup>	Bt.million	0.61	0.63	0.64	0.65	0.67	0.68	0.70
6. Other expenses <sup>6/</sup>	Bt.million	0.58	0.60	0.61	0.62	0.64	0.65	0.66
7. Depreciation	Bt.million	7.23	7.33	7.44	7.55	7.66	7.77	7.88
Total administrative expenses	Bt.million	13.39	13.72	14.05	14.37	14.62	14.87	15.20
<b>Increase (Decrease) rate</b>								
1. Employee expense	%	-	4.30	4.30	4.30	4.30	4.30	4.30
2. Office expense	%	-	2.15	2.15	2.15	2.15	2.15	2.15
3. Utility expense	%	-	2.15	2.15	2.15	2.15	2.15	2.15
4. Maintenance expense	%	-	16.67	14.29	10.00	-	-	10.00
5. Security and cleaning expenses	%	-	2.15	2.15	2.15	2.15	2.15	2.15
6. Other expenses	%	-	2.15	2.15	2.15	2.15	2.15	2.15
7. Depreciation	%	-	1.50	1.48	1.46	1.44	1.42	1.40
Total administrative expenses	%	-	2.47	2.43	2.27	1.72	1.72	2.26

Administrative expenses	Unit	2032F	2033F	2034F
1. Employee expense <sup>1/</sup>	Bt.million	0.56	0.59	0.61
2. Office expense <sup>2/</sup>	Bt.million	0.15	0.15	0.15
3. Utility expense <sup>3/</sup>	Bt.million	4.48	4.58	4.68
4. Maintenance expense <sup>4/</sup>	Bt.million	0.89	0.89	0.98
5. Security and cleaning expenses <sup>5/</sup>	Bt.million	0.71	0.73	0.74
6. Other expenses <sup>6/</sup>	Bt.million	0.68	0.69	0.71
7. Depreciation	Bt.million	7.98	8.09	8.20
Total administrative expenses	Bt.million	15.46	15.72	16.08
<b>อัตราการเพิ่ม (ลด)</b>				
1. Employee expense	%	4.30	4.30	4.30
2. Office expense	%	2.15	2.15	2.15
3. Utility expense	%	2.15	2.15	2.15
4. Maintenance expense	%	-	-	10.00
5. Security and cleaning expenses	%	2.15	2.15	2.15
6. Other expenses	%	2.15	2.15	2.15
7. Depreciation	%	1.38	1.36	1.34
Total administrative expenses	%	1.70	1.69	2.26

Note: The fiscal year ends on December 31 of each year. The projection is an estimate during the year 2025 - 2034.

1/ Employee expenses, CapAd estimates at Bt. 35,000 per month, requiring an additional team from the existing office building.

- 2/ Office expenses consist of stationery and printing, and office equipment. In 2025, office expenses are equal to the cost of the existing office building in 2025, estimated at Bt. 127,908 per year.
- 3/ Utilities include electricity and water expenses, which is the expense including all rental space and common areas. In 2025, the utility usage rate per total area of the new building equal to the utility usage rate per total area of the original building at Bt. 428.65 per square meter. (The existing building has a usable area of 7,023 square meters. The new building has a usable area of 9,006 square meters.)
- 4/ Repair and maintenance costs are set to be equal to 2% of operating revenue. (The two appraisers of the existing office building assets determine that repair and maintenance costs are at 1-2 percent of operating revenues)
- 5/ The expenses of security and cleanliness includes security staff and cleaning staff expenses in 2025 are equal to the expenses of the existing office building in 2025, estimated at Bt. 613,956 per year.
- 6/ Other expenses consist of telephone charges, taxes and insurance charges, etc. And property and land taxes equal to the said expenses of the existing building in 2025. In 2025, insurance costs are set to equal 0.08 percent of the building value. And other expenses in 2026 - 2034 are set to increase according to CPI<sub>TH</sub> (2.15% per year).

### Other assumptions of the financial projection of the existing office building and a new office building

#### Financial Costs

CapAd assumes that the Company will use the acquired assets as collateral for new building construction. There will be a loan of approximately Bt. 209.24 million with a loan term of approximately 8 years and a loan interest rate of 4.42%, which is the current interest rate for JCKH's long-term loans with financial institutions. And interest rate is fixed throughout the projection period.

#### Corporate Income Tax

The corporate income tax rate is equal to 20% throughout the projection period.

#### Capital Expenditure

The Company will construct a new office building on the vacant land, title deed no. 2184, adjacent to the existing office building. The construction area is approximately 9,006 square meters and the construction cost is estimated based on the property appraisal report of South East Asia International Co., Ltd., and Thai Property Appraisal Lynn Phillips Co., Ltd. referred from the existing office building, which will get the average construction cost of the two appraisers equal to Bt. 22,127 per square meter. In this regard, the asset appraisers refer to the standard price per unit of the Association of Property Valuers of Thailand, 2020 - 2021.

However, CapAd sets an additional construction cost of 5% of the appraiser's average construction rate, equal to Bt. 23,234 per square meter, which is according to the conservative basis. Thus, the construction cost of a new office building will be Bt. 209.24 million.

The construction period of the new office building will be in the period of 2023 - 2024 and there will be improvements to the total building according to the projection period, details are as follows:

Capital Expenditures	Unit	2023F	2024F	2025F	2026F	2027	2028F-2034F
1. New construction <sup>1/</sup>	Bt.million	105.20	111.56	-	-	-	-
2. Construction improvement <sup>2/</sup>	Bt.million	0.29	0.29	0.29	1.37	1.37	1.37
Total	Bt.million	105.49	111.85	0.29	1.37	1.37	1.37

Note: The fiscal year ends on December 31 of each year. The projection is an estimate during the year 2025 - 2034.

1/ The construction cost for 2 years (year 2023 - 2024), is the total construction cost plus interest during construction.

2/ Building renovation expenses of the existing office building and a new office building.

#### Current Asset and Current Liabilities Turnover Rate

The turnover rate of current assets and current liabilities refer to the operation of the existing office building in 2021 and set a fixed rate throughout the projection life as follows:

Collection period	Approximately 30 days
Payment period	Approximately 30 days



**Summary of financial projections of the existing office building during 2022 - 2034 are as follows:**

(unit in million)

Income statement	2022F	2023F	2024F	2025F	2026F	2027F	2028F
Revenues from Rent	17.61	17.61	17.61	21.57	23.51	23.51	24.81
Other Revenue	2.57	2.62	2.68	2.74	2.80	2.86	2.92
Total Revenue	20.18	20.24	20.29	24.31	26.31	26.37	27.73
Administrative expense	(7.27)	(7.42)	(7.58)	(7.82)	(8.02)	(8.19)	(8.39)
EBIT	12.92	12.82	12.72	16.50	18.29	18.18	19.34
Net Profit (Loss)	10.33	10.25	10.17	13.20	14.63	14.54	15.47

Income statement	2029F	2030F	2031F	2032F	2033F	2034F
Revenues from Rent	25.86	25.86	27.29	28.45	28.45	30.02
Other Revenue	2.98	3.05	3.11	3.18	3.25	3.32
Total Revenue	28.84	28.91	30.41	31.63	31.69	33.34
Administrative expense	(8.59)	(8.77)	(8.98)	(9.19)	(9.36)	(9.56)
EBIT	20.26	20.14	21.43	22.43	22.34	23.78
Net Profit (Loss)	16.21	16.11	17.14	17.95	17.87	19.02

Note: The fiscal year ends on 31 December of each year and EBIT means earnings before interest and income tax.

**Summary of financial projections of new office building during 2025 - 2034 are as follows:**

(unit in million)

Income statement	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Revenues from Rent	27.73	32.35	36.97	40.67	40.67	40.67	44.73
Other Revenue	4.04	4.13	4.22	4.31	4.40	4.50	4.59
Total Revenue	31.77	36.48	41.19	44.98	45.07	45.17	49.33
Administrative expense	(13.39)	(13.72)	(14.05)	(14.37)	(14.62)	(14.87)	(15.20)
EBIT	18.39	22.76	27.14	30.61	30.46	30.30	34.13
Net Profit (Loss)	7.35	10.97	15.16	18.68	19.50	20.51	24.92

Income statement	2032F	2033F	2034F
Revenues from Rent	44.73	44.73	49.21
Other Revenue	4.69	4.79	4.90
Total Revenue	49.43	49.53	54.11
Administrative expense	(15.46)	(15.72)	(16.08)
EBIT	33.97	33.81	38.03
Net Profit (Loss)	26.33	27.04	30.42

Note: (1) The fiscal year ends on 31 December of each year and EBIT means earnings before interest and income tax.

(2) The period of year 2023 – 2024 is the construction period of new office building.

▪ **Terminal Value**

CapAd assumes 1% growth of cash flow after the projection period or Going Concern Basis which reduce from the growth rate of Thailand CPI ("CPI<sub>TH</sub>") of 2.15% per year, that the rate follows Conservative Basis.

▪ **Discount Rate**

The discount rate used to calculate the present value of projected cash flows was the weighted average cost of capital (WACC) which was the weighted calculation of Cost of Debt ( $K_d$ ) and Cost of Equity ( $K_e$ ) using the formula below:

$$WACC = K_e * E / (D + E) + K_d * (1 - T) * D / (D + E)$$

Where  $k_e$  = cost of equity or the required return on equity that shareholders require ( $R_e$ )

$k_d$  = cost of debt or the average interest rate on the Company's loan

T = corporate income tax rate

E = shareholder's equity

D = interest-bearing debt

The cost of equity ( $k_e$ ) was determined using the Capital Asset Pricing Model (CAPM) equation below:

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

Where

Risk Free Rate ( $R_f$ ) = Referring to the yield of 30-year government bonds, which is a period that reflects the long-term yield for continuous business operations, or 3.78 % per annum (data as of December 31, 2022).

Beta ( $\beta$ ) = 0.86 times based on the averaged levered beta of 2 listed companies, Asset World Corp Public Company Limited ("AWC") and Grand Canal Land Public Company Limited. ("GLAND"), whose revenue structure mainly comes from office building rentals. The beta value is determined as a 1-year historical average between January 1, 2022 – December 31, 2022, and is an appropriate time to reflect returns, and the risks of stocks in the current period.

Market Risk ( $R_m$ ) = the weighted average return from investing in the SET for a 30-year period from 1993 – 2022 at 10.90% per annum which was the announcement of the Securities and Exchange Act in 1992 and can best reflect the average return.

$K_d$  = The business operation of existing office building currently does not have a loan. However, the new office building project will have a loan for construction and has a  $K_d$  of 4.42% per year.

D/E Ratio = The average interest-bearing debt to equity ratio is 0.44 on average.

T = Corporate income tax rate at 20% per annum

In summary, the discount rate or the Weight Average Cost of Capital or WACC calculated on average is 7.72% per annum.

Based on the above assumptions, the financial projection of the existing office building and the new office building can be summarized as follows:

(unit in million)							
Total Cash Flow <sup>1/</sup>	2023F	2024F	2025F	2026F	2027F	2028F	2029F
EBIT <sup>2/</sup>	12.82	12.72	34.88	41.05	45.32	49.95	50.71
Tax on EBIT	(2.56)	(2.54)	(6.98)	(8.21)	(9.06)	(9.99)	(10.14)
Depreciation	1.97	2.00	9.25	9.39	9.53	9.66	9.80
Capital Expenditure	(0.29)	(0.29)	(0.29)	(1.37)	(1.37)	(1.37)	(1.37)
Changes in working capital	0.01	0.01	(1.31)	(0.43)	(0.30)	(0.32)	(0.04)
<b>Free Cash Flow to the Firm</b>	<b>11.94</b>	<b>11.89</b>	<b>35.55</b>	<b>40.42</b>	<b>44.11</b>	<b>47.93</b>	<b>48.95</b>
<b>Present Value of the Free Cash Flow to the Firm</b>	<b>11.07</b>	<b>10.24</b>	<b>28.41</b>	<b>29.99</b>	<b>30.37</b>	<b>30.61</b>	<b>28.99</b>

Total Cash Flow	2030F	2031F	2032F	2033F	2034F
EBIT <sup>2/</sup>	50.44	55.55	56.40	56.14	61.81
Tax on EBIT	(10.09)	(11.11)	(11.28)	(11.23)	(12.36)
Depreciation	9.94	10.08	10.21	10.32	10.43
Capital Expenditure	(1.37)	(1.37)	(1.37)	(1.37)	(1.37)
Changes in working capital	0.03	(0.36)	(0.05)	0.03	(0.40)
<b>Free Cash Flow to the Firm</b>	<b>48.95</b>	<b>52.79</b>	<b>53.91</b>	<b>53.89</b>	<b>58.11</b>
<b>Present Value of the Free Cash Flow to the Firm</b>	<b>26.86</b>	<b>26.83</b>	<b>25.35</b>	<b>23.46</b>	<b>23.41</b>

From the cash flow projection of the existing office and the new office building, the enterprise value as of January 1, 2023 can be calculated as follows:

<b>Present Value of the Free Cash Flow</b>	(Bt.million)	295.59
Present Value of Terminal Value	(Bt.million)	335.08 <sup>1/</sup>
Total Present Value of Net Free Cash Flow	(Bt.million)	630.67
less: Present Value of Investment in New Office Building <sup>2/</sup>	(Bt.million)	(193.58)
less: Value of Acquisition of assets <sup>3/</sup>	(Bt.million)	(450.00)
<b>Net Present Value of the Free Cash Flow</b>	(Bt.million)	<b>(12.91)</b>

Note:

1/ The net cash flow value in 2034 is equal to Bt. 58.11 million to calculate the present value of cash flows after the projection period.

2/ The value of the investment in the construction of a new office building is equal to Bt. (216.76) million to calculate the present value of the total investment.

3/ The value of the transaction equal to Bt. (450.00) million to calculate the present value of the total investment.

Based on the present value of free cash flow (NPV) in the base case is **Bt. (12.91) million**.

### Sensitivity Analysis

CapAd has performed sensitivity analysis on the share value which adjusts the discount rate which refers to WACC to increase/decrease by 0.25% from the base case which can reflect the change in factors of assumptions in the projection. The Company's value is as follows:

Sensitivity Analysis	Unit	Discount Rate (Per annum)		
		WACC + 0.25%	WACC-Base case	WACC - 0.25%
NPV of existing and new office buildings	Bt. million	(37.22)	(12.91)	13.28

From the sensitivity analysis by changing the discount rate, the net present value ("NPV") of the free cash flow of the existing office building and the new office building is between **Bt. (37.22) – 13.28 million**. Therefore, **CapAd views that the value of the transaction at Bt. 450 million is not an appropriate price**. This is because the cost of the transaction is higher than the net present value of cash flows from both buildings and causes the net present value of negative cash flows in both the base case and the case that has WACC + 0.25%.

## **2.3 Summary of the Independent Financial Advisor's Opinion on the Valuation**

### **A. Asset appraisal by the independent appraisers**

CapAd is of the opinion that the two independent asset appraisers, namely Southeast Asia International Co., Ltd. and Thai Property Appraisal Lynn Phillips Co., Ltd. considers using the market price method and the cost method as a basis for determining the value of assets, which is the appropriate method because it is a market price that can be used as a reference in general trading agreements. When comparing the said appraisal value with the price agreed upon, the summary can be summarized as follows:

Asset (Unit: Million Baht)	Appraised Value by Market Approach and Cost Approach (1)		Transaction Value (2)	Discrepancy between the Appraised Value and Transaction Value (2) – (1)	
	South-East Co	Thai Appraisal Co		South-East Co	Thai Appraisal Co
Title Deed no. 2184 <sup>1/</sup>	230.14	255.71	206.98	Bt. (23.16) million (10.06%)	Bt. (48.73) million (19.06%)
Title Deed no. 2185 <sup>1/</sup>	181.25	201.39	163.02	Bt. (18.23) million (10.06%)	Bt. (38.37) million (19.05%)
Office building <sup>2/</sup>	110.00	112.00	80.00	Bt. (30.00) million (27.27%)	Bt. (32.00) million (28.57%)
<b>Total</b>	<b>521.39</b>	<b>569.10</b>	<b>450.00</b>	<b>Bt. (71.39) million (13.69%)</b>	<b>Bt. (119.10) million (20.93%)</b>

Note: 1/ Valued by Market Approach on Land valuation

2/ Valued by Cost Approach on Building valuation

The actual agreed price may be lower than the appraised value mentioned above depending on the bargain between the seller and the buyer. The agreed price for this transaction is equal to Bt. 450.00 million, which is lower than the appraised value during Bt. (119.10) million – Bt. (71.39) million or from (20.93%) to (13.69%). As the transaction value is lower than the appraised value, the transaction price is appropriate.

The two appraisers have also done Income Approach, but the appraisal has the valuation of existing office building only, not taken into account the new office building project on land deed no. 2184, which will be under construction, so it does not reflect the overall ability to generate income and profits of all acquisition assets. Therefore, the Income Approach cannot be referred.

## B. Considering the financial viability of existing and new office building

The existing office building had its main customers who were companies under Taechaubol Group. The Company plans to construct a new office building on the adjacent vacant land with the land title deed number 2184. The construction will be completed in 2024 and revenue will begin in 2025. The customers are mainly external companies. CapAd has therefore prepared a projection of the performance of the existing office building and the new office building in order to see the overall picture and the ability to generate revenue and profits. The results of the valuation of the present value of net free cash flow after deducting the investment value of the new office building and the transaction value of Bt. 450 million are as follows:

Sensitivity Analysis	Unit	Discount Rate (Per annum)		
		WACC + 0.25%	WACC-Base case	WACC - 0.25%
NPV of existing and new office buildings	Bt. million	(37.22)	(12.91)	13.28

Based on the sensitivity analysis by changing the discount rate, the present value of the net cash flows of the existing and new office building is in the range between **Bt. (37.22) –13.28 million**. Therefore, CapAd views that **the value of the transaction at Bt. 450 million is not an appropriate price**. This is because the cost of the transaction is higher than the net present value of cash flows from both buildings and causes the net present value of negative cash flows in both the base case and the case that has WACC + 0.25%.

Considering the overall of the valuation when comparing the transaction value with the appraised value by the appraisers, the transaction price is lower than the appraised value during Bt. (119.10) million – Bt. (71.39) million or from (13.69%) to (20.93%). Thus, the transaction price is appropriate. When considering the present value of the net cash flows of the existing and new office building, it is in the range between Bt. (37.22) –13.28 million. The Independent Financial Advisor emphasize the ability to generate revenues and profit which is the main objective of the transaction. **Therefore, the Independent Financial Advisor views that the value of the transaction at Bt. 450 million is not an appropriate price.**

## Part 3: The Acquisition of Assets and the Connected Transaction

### 3.1 Characteristics and Details of the Connected Transaction

#### 3.1.1 Objective and background of the transaction

According to the Board of Directors meeting of the Company No. 2/2023 on January 13, 2023 passed a resolution approving to propose the Extraordinary General Meeting of Shareholders to consider and approve the purchase of land and office building from JCKD at a total value of Bt. 450 million, and the plan to develop new office building on vacant land next to the existing office building having a budget approximately Bt. 207.14 million, totaling Bt. 657.14 million.

The amount of Bt. 450 million will be divided into 2 parts; the allocation of 1,617,531,400 shares (Par value of Bt. 0.25) by Private Placement to JCKD at the offering price of Bt. 0.17 per share or totaling Bt. 274.98 million and the remaining amount of Bt. 175.02 million to JCKD will come from the capital increase by Rights Offering totaling Bt. 385.32 million. Regarding the construction cost of new office building of Bt. 207.14 million, the Company will ask for loan from financial institution.

The Company is still operating its main business from restaurants, not to have intention to change its business to property development. The Company is able to save rental office expenses and will generate more revenue from rental and service revenue from the existing office building, which has companies under Taechaubol Group as major customers. The Company will also receive rental and service revenue from outside customers from the new office building to be constructed on the vacant land next to the existing office building, expected to start generating revenue in 2025 onwards. The Company will have more source of revenues as a continued and recurring revenue for its business operation.

#### 3.1.2 Date of the transaction

The Company will sign the Sale and Purchase Agreement for Land with Constructions and the relevant documents (if any) after the Board of Directors' Meeting No. 2/2023, held on January 13, 2023. The Company expects that the entire sale and purchase process will be completed by the 3<sup>rd</sup> quarter of 2023 after all conditions precedent under the land and office building sale and purchase agreement have been satisfied or relaxed or waived by the relevant parties and after all requirements have been fulfilled to enable the transaction to be duly completed as specified in the Sale and Purchase Agreement for Land with Constructions, as well as after an approval has been granted by the Extraordinary General Meeting of Shareholders No. 1/2023 of the Company. The conditions of the transaction are shown in Clause 3.1.3

The tentative timetable can be summarized as follows:

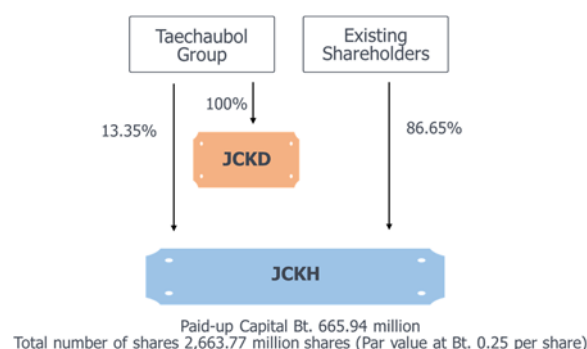
Tentative timetable	Action
January 13, 2023	The Board of Directors' Meeting of the Company No. 2/2023 to consider the waiver for whitewash, the share allocation by Private Placement, the acquisition of assets and connected transaction and propose to the shareholders' meeting.
January 27, 2023	The Record Date
March 8, 2023	The date of the Shareholders' Meeting
March – April 2023	- Asking for approval from the SEC for the share allocation by Private Placement - The SEC approves the share allocation by Private Placement
Within the 2 <sup>nd</sup> quarter of 2023	- The date of the share subscription for Private Placement to JCKD - Register at the Minister of Commerce - Transfer the ownership of land and building but there will be a register of preferential right on the assets for the unpaid amount to the seller - Submit the application to ask for new shares to be listed on the SET
Within the 3 <sup>rd</sup> quarter of 2023	Send the letter to inform the share allocation and the share subscription form for Rights Offering including the 5-day period to subscribe shares. - Report the result of the share subscription of Rights Offering to the SET. - Register the increased capital at the Ministry of Commerce. Make payment for the unpaid amount to JCKD and cancel the preferential right.

### 3.1.3 Connected Parties and Relationship with the Company

The Company as the buyer of assets	<p>Mr. Apichai Taechaubol as the Company's major shareholder as of January 11, 2023, holding 276,472,784 shares or accounting for 10.38% of paid-up capital</p> <p>Mr. Chotiwit Taechaubol and Mr. Athawut Taechaubol (Sons of Mr. Apichai Taechaubol and Ms. Chalida Taechaubol) including Mr. Apichai Taechaubol are directors and managements of the Company.</p>
JCKD as the seller of assets and connected person	<p>Mr. Apichai Taechaubol and Ms. Chalida Taechaubol (his spouse) are major shareholders of JCKD. As of May 9, 2022, Mr. Apichai Taechaubol and Ms. Chalida Taechaubol hold a total of 5,500,000 shares or accounting for 55% of total issued shares of JCKD. The remaining of 45% are held by their 6 sons and daughter.</p>

Please see more detail about relationship between JCKD as the Applicant and the Company in Clause 1.1.2 of this report.

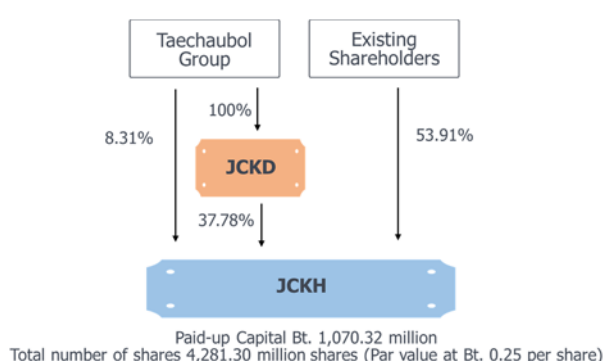
#### Shareholding structure before the transaction



Note:

1. Taechaubol Group is Mr. Apichai Taechaubol, Mrs. Chalida Taechaubol, Mr. Chotiwit Taechaubol, Mr. Athawut Taechaubol, Mr. Noppawee Taechaubol, Mr. Kittawat Taechaubol, Mr. Akarawin Taechaubol and Miss Oranat Taechaubol
2. As of January 11, 2023, Mr. Apichai Taechaubol, who is the Person under Section 258 of the Applicant, holds 276,472,784 shares in the Company, representing 10.38% of the Company's issued and paid-up capital. and held 5,500,000 shares in the Applicant (including the related persons – his spouse), representing 55% of the Applicant's total issued and paid-up capital.

#### Shareholding structure after the allocation by Private Placement to JCKD



JCKD will become a major shareholder of the Company and will hold 1,617,531,400 shares or accounting for 37.78% of total issued shares. If including shares of Mr. Apichai Taechaubol (the Person under Section 258 of JCKD) who held 276,472,784 shares, total shareholding will be 1,894,004,184 or accounting for 44.24% of total issued shares. JCKD is obliged to make mandatory tender offer of the Company. However, JCKD wishes to ask for a waiver by Whitewash by using the approval of the shareholders' meeting at the same time of the investment in assets which are land and office building including the issuance of new shares by Private Placement to JCKD.

## The Draft Sale and Purchase Agreement for Land with Constructions

Title	Detail						
Contractual parties	1. JC Kevin Development Co., Ltd. as the seller ("Seller" or "JCKD") 2. JCK Hospitality Plc. as the purchaser ("Purchaser" or "JCKH")						
Transaction	The Purchaser intends to purchase land and constructions from the Seller, and the Seller intends to sell land and constructions to the Purchaser.						
Sale and purchase assets	Two plots of land under title deeds No. 2184 and 2185 with a total area of 1 rai 2 ngan 53 square wah (equal to 653 square wah) and a six-storied office building with parking space, one underground floor and a roof deck with a total usable area of 5,460 square meters, located at No. 18 Soi Sathon 11 Yaek 9, Narathiwat Ratchanakarin Road, Yannawa Sub-district, Sathon District, Bangkok						
	No.	Title deed No.	Parcel No.	Dealing file No.	Area		
					Rai	Ngan	Sq wah
	1.	2184	1006	585	0	3	65.3
	2.	2185	1314	586	0	2	87.7
	Total				1	2	53
Encumbrances on the sale and purchase assets as at the Closing Date	The assets have been mortgaged to Bank of Ayudhya Plc., including the office space service agreement. The Seller agrees to perform the following acts on the date of registration of ownership transfer: 1. Register a release of mortgage of land and constructions with Bank of Ayudhya Plc. under the mortgage agreement, including four title deeds (under right of servitude); 2. Register a transfer of ownership over land and constructions; and 3. Register a preferential right to the sale and purchase debt with respect to the unpaid amount of the sale and purchase price payable to the Seller. <sup>1/</sup>						
Date of registration of ownership transfer	Within 90 days from the agreement signing date, unless otherwise extended or as mutually agreed upon in writing by the two parties						
Sale and purchase price and payment	Not exceeding Baht Bt. 450.00 million						
	No.	The Land and Constructions			Sale and Purchase Price		
	1.	Deed No. 2184			163,015,314.00		
	2.	Construction			80,000,000.00		
	3.	Deed No. 2185			206,984,686.00		
		Total			450,000,000.00		
	However the Seller intends to sell such land and constructions through an inseparable one-off transaction.						
Payment terms	The Purchaser agrees to pay for the land and constructions to the Seller by the date of registration of ownership transfer. The payment shall be divided into two tranches as follows: 1. The Purchaser agrees to make payment by issuing its new ordinary shares for offering through private placement in the amount of not exceeding 1,617,531,400 shares with a par value of Baht 0.25 per share at the offering price of Baht 0.17 per share, totaling not more than Baht 274,980,338.00. In this regard, such payment for the land and constructions to the Seller with newly issued ordinary shares of the Purchaser, as aforementioned, will result in the Seller holding 1,617,531,400 shares in the Purchaser, or equal to 37.78% of the Purchaser's issued and paid-up capital, and thereby being required to make a tender offer for all securities of the Purchaser under the law governing securities and exchange. However, the Seller intends to apply for a waiver of the requirement to make a tender offer for all securities of the Purchaser by virtue of the resolution of the shareholders' meeting of the Purchaser (Whitewash) as per the conditions precedent. Therefore, the Seller will not have to make a tender offer for all securities of the Purchaser.						

	<p>2. The Purchaser agrees to make payment for the remaining amount of Baht 175,019,662.00 to the Seller within 180 days <sup>2/</sup> from the date of registration of ownership transfer. The two parties agree to register a preferential right to the sale and purchase debt with respect to the unpaid amount of the sale and purchase price payable to the Seller, as indicated in this clause, by inscribing such registration onto the land title document in front of the competent official on the same date of registration of ownership transfer. After the Purchaser has completely paid for the remaining sale and purchase price, as indicated in this clause, to the Seller, the two parties agree to register a revocation of such preferential right on that same day at the relevant Land Office.</p>
<b>Conditions precedent</b>	<ol style="list-style-type: none"> <li>1. The shareholders' meeting of the Purchaser passes a resolution approving the following matters: <ol style="list-style-type: none"> <li>(a) Decreasing the registered capital of the purchaser by cutting off unsold ordinary shares and amended Clause 4 of the Memorandum of Association to be consistent with the reduction of registered capital;</li> <li>(b) Execution of the asset acquisition transaction in the purchase of land and constructions from the;</li> <li>(c) Increase of the Purchaser's registered capital and approved the amendment to Clause 4. of the Memorandum of Association to be consistent with the increase of registered capital;</li> <li>(d) Allocation of newly issued ordinary shares for offering through private placement to the Seller; and</li> <li>(e) Waiver of the Seller from the requirement to make a tender offer for all securities of the Purchaser by virtue of the resolution of the shareholders' meeting (Whitewash), as a result of partial payment for the sale and purchase price with the newly issued shares of the Purchaser.</li> </ol> </li> <li>2. The Office of the Securities and Exchange Commission grants approval for the Purchaser to issue and offer its new ordinary shares to the Seller and grants a waiver of the Seller from the requirement to make a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting (Whitewash).</li> <li>3. The representations of the Purchaser are true and correct in all respects on the date of signing this agreement and shall remain true and correct in all respects throughout the period until the date of registration of ownership transfer.</li> <li>4. The representations of the Seller are true and correct in all respects on the date of signing this agreement and shall remain true and correct in all respects throughout the period until the date of registration of ownership transfer.</li> <li>5. The Seller shall not perform any act leading to a change that causes or may cause a material adverse impact on the land and constructions from the date on which the two parties have signed this agreement until the date of registration of ownership transfer.</li> <li>6. No legal action, prosecution or any act is taken by the governmental agency in order to call for a cessation of the transaction as set out in this agreement, and no incident or act occurs or is caused to occur with grounds for expecting that it will result in a start of legal action or prosecution, which causes a material adverse impact on the land and constructions or obstructs the execution of the transaction as set out in this agreement.</li> <li>7. No laws, rules and/or regulations are enforced or take effect after the date of signing this agreement, which prohibit the execution of the transaction under this agreement or cause the transaction to violate the said laws, rules and/or regulations.</li> </ol>
<b>Representations of the Seller</b>	<p>The Seller agrees and represents to the Purchaser that, within 30 days after the date of registration of ownership transfer of the land and constructions, the Seller shall perform the following acts:</p> <ol style="list-style-type: none"> <li>(a) Send a written notice of land and constructions ownership transfer to the lessee and/or the service user, to acknowledge that the Purchaser has duly accepted the transfer of rights and obligations under the space rental agreement and the building service agreement from the Seller;</li> <li>(b) Remit (1) the rental fee and security deposit, received in advance for the remaining term of the space rental agreement, and (2) the service fee and security deposit, received in advance for the remaining term of the building service agreement, entirely to the Purchaser;</li> <li>(c) Register the servitude over the land under title deeds No. 2181 and 2182, located in Yan Nawa Sub-district, Sathon District, Bangkok, whereby the two plots of land shall become a servient property allowing foot travel, vehicle access, electricity, water</li> </ol>



	supply, and public utilities for land under title deed No. 2185 located in the same sub-district and district;
	(e) Execute the agreement on lease of the building space that the Seller uses as its office from the Purchaser for the period to be agreed upon later by the two parties.

Note: 1/ The preferential right is the right over property to be paid for the unpaid amount before other creditors

2/ The term of 180 days is set as a reference for buyer and seller. In case any event occur and the payment cannot be completed within the deadline, both parties may mutually negotiate to expand that deadline.

### 3.1.4 Type and Size of Transaction

According to the Board of Directors meeting of the Company No. 2/2023 on January 13, 2023 passed a resolution approving to propose the Extraordinary General Meeting of Shareholders to consider and approve the purchase of land and office building from JCKD at a total value of Bt. 450 million, and the plan to develop new office building on vacant land next to the existing office building having a budget approximately Bt. 207.14 million, totaling Bt. 657.14 million.

The amount of Bt. 450 million will be divided into 2 parts; the allocation of 1,617,531,400 shares (Par value of Bt. 0.25) by Private Placement to JCKD at the offering price of Bt. 0.17 per share or totaling Bt. 274.98 million and the remaining amount of Bt. 175.02 million to JCKD will come from the capital increase by Rights Offering totaling Bt. 385.32 million. Regarding the construction cost of new office building of Bt. 207.14 million, the Company will ask for loan from financial institution.

The transaction is deemed as an acquisition of assets pursuant to the Notifications on Acquisition or Disposition 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 or Disposition of Assets B.E. 2547 (the "Notifications on Acquisition or Disposition of Assets"). The calculation of size of transaction is based on the consolidated financial statements of the Company as of September 30, 2022

(Unit: Million Baht)

Detail	The Company
Total Assets	1,261.45
Less Total Liabilities	1,157.33
Less Intangible Assets	8.61
<b>Net Tangible Assets (NTA)</b>	<b>95.51</b>

#### The calculation of size of acquisition transaction

Criteria	Calculation	Size of transaction (%)
1. Net Tangible Asset (NTA)	% of investment * NTA of assets / NTA of the Company Cannot be calculated because it is the acquisition of asset	-
2. Net Profit	% of investment * Net profit of asset / Net profit of the Company Cannot do the calculation because it is the acquisition of asset	-
3. Total Consideration value	Total Consideration / Total Assets of the Company = Bt. 450 million / Bt. 1,261.45 million	52.09%
4. Total value of issued shares	Total newly issued shares to pay for the assets / Total paid-up capital of the Company = 1,617.53 million shares / 2,663.77 million shares	60.72%
<b>The maximum percent is from total value of issued shares</b>		<b>60.72%</b>

According to the calculation above, the size of this transaction is equal to 60.72% under the value of securities issued for payment of acquired assets basis. And during the past 6 months, there was no other acquisition of assets.

### The Calculation of size of connected transaction

The entering into the transactions is deemed as connected transactions under the Notification of Capital Market Supervisory Board No. Tor. Chor. 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) (collectively referred to as the "Notifications on Connected Transactions") because JCKD and the Company have a mutual major shareholder, namely Mr. Apichai Taechaubol (Person under Section 258 of JCKD) as who, as at January 11, 2023, held 276,472,784 shares in the Company, representing 10.38% of the Company's total issued and paid-up capital, and as of May 9, 2022, held 5,500,000 shares in JCKD (including the related persons, his spouse), representing 55% of JCKD's total issued and paid-up capital. The total transaction size is Bt. 450 million.

The transaction size as mentioned does not include the investment amount in developing new office building totaling Bt. 207.14 million as it is not paid to connected person.

Calculation	Formula	Size of transaction
NTA Criteria	Total Consideration / NTA of the Company	
	Bt. 450 million / Bt. 95.51 million	471.15%

Total size of connected transaction is 417.15% of net tangible asset of the Company. And during the past 6 months, there was no other connected transaction.

As Size of transaction is over 50% but not exceeding 100% and size of connected transaction exceeds 3%. Therefore, the company is required to disclose information on the entering into the asset disposition and connected transactions to the SET and appoint an independent financial advisor to render an opinion to the shareholders of the Company. It also has to seek 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.

### **3.1.5 Total value of consideration, basis for determination of consideration value, and payment terms & source of fund**

#### Total value of consideration

The Company will acquire land and office building at a total value of not exceeding Bt. 657.14 million, which shall be divided into as follows:

(1) The purchase of land and office building located on Soi Sathon 11 Yaek 9, Narathiwat Ratchanakarin Road, Yan Nawa Sub-district, Sathon District, Bangkok, with a total land area of 1 rai 2 ngan 53 square wah or equal to 653 square wah from JC Kevin Development Co., Ltd. ("JCKD"), which is a connected person of the Company, consisting of

- (a) A plot of land of 2 ngan 87.7 square wah or equal to 287.7 square wah with title deed no. 2185, worth Bt. 163.02 million with a six-storied office building with one underground floor and a roof deck, having a total usable area of 5,460 square meters, worth Bt. 80.00 million, making up a total value of Bt. 243.02 million. The office building is mainly occupied by companies under Taechaubol Group.
- (b) A plot of vacant land of 3 ngan 65.3 square wah or equal to 365.3 square wah, worth Bt. 206.98 million with title deed no. 2184.

The two pieces of land are attached and total value of (a) and (b) will not exceed Bt. 450.00 million, which is the agreed price between the Company and JCKD whereby JCKD intends to sell such assets through an inseparable one-off transaction.

(2) After the transaction, the Company will have vacant land. There is a plan to use the aforementioned land to develop into a 6-storey office building with 1 basement floor as parking for approximately 27 cars and a roof deck with a usable area of approximately 5,924.82 square meters with the purpose of allowing outside companies to rent to use as an office location. The construction is expected to be completed in 2024. In this regard, the Company has to procure an additional investment of not more than Bt. 207.14 million to fund the complete development of the said office building. The building is located on Narathiwat Ratchanakarin Road, close to Sathon Road and Silom Road which is the center of business and office buildings.

Payment terms

The Company will pay for the consideration for the transaction of not exceeding Bt. 657.14 million as follows:

(1) Payment for the consideration for the purchase of assets from JCKD of not exceeding Bt. 450.00 million in two tranches as follows:

(a) Payment by issuance of new shares for offering through Private Placement to JCKD in the amount of not more than 1,617,531,400 shares (par value of Bt. 0.25 per share) at the offering price of Bt. 0.17 per share, which is the weighted average price of the Company's shares traded on the SET for the past 6 months (July 1, 2022 - December 31, 2022), totaling Bt. 274,980,338.00 (or approximately Bt. 274.98 million), as part of the consideration for the purchase of assets from JCKD. The share allocation is expected to be completed in the 2<sup>nd</sup> quarter of 2023 after receiving approval from the Shareholders' Meeting and the conditions precedent as set in the Sale and Purchase Agreement for Land with Constructions are completed or exempted.

(b) Payment of the remaining Bt. 175.02 million in cash, whereby the Company will issue its new ordinary shares for rights offering to its existing shareholders in the amount of not exceeding 12,843,894,555 shares (par value of Bt. 0.25 per share) at the offering price of Bt. 0.03 per share, totaling Bt. 385,316,836.65 (or approximately Bt. 385.32 million) after JCKD is allocated by Private Placement. The Rights Offering is expected to occur in the 3<sup>rd</sup> quarter of 2023.

(2) Payment for the consideration for the additional investment of not exceeding Bt. 207.14 million in cash, which will be fully raised from borrowing from financial institutions, which is expected to occur in the 3<sup>rd</sup> quarter of 2023.

The Board of Directors of the Company has resolved to set the definitive offering price and will propose the shareholders' meeting to consider the definitive offering price of Bt. 0.17 per share. The price is mutually agreed by the Company and JCKD, which is referred to the weighted average price of the Company's shares traded on the SET for the past 6 months (July 1, 2022 - December 31, 2022), and does not constitute an offering of newly issued shares at a price lower than 90% of the market price in accordance with the Notification of the Capital Market Supervisory Board No. Tor. Chor. 72/2558. The market price is calculated from the weighted average price of the Company's shares traded on the Market for Alternative Investment ("mai") for 15 consecutive trading days before the date on which the Company's Board of Directors resolved to propose the shareholders' meeting to approve the said offering of newly issued shares, or from December 22, 2022 to January 12, 2023, which was equal to Bt. 0.13 per share (source: SETSMART).

Shareholders' Equities of the Company as of September 30, 2022 was Bt. 104.12 million or equal to Bt. 0.05 per share. (Par value of Bt.0.25 per share)

However, the offering price for the newly issued ordinary shares is lower than the Company's par value of Baht 0.25 per share. Since the Company has recorded an accumulated loss, as shown on its financial statements for the year ended December 31, 2021 and the third quarter ended September 30, 2022, the Company shall be able to determine the said offering price lower than its par value upon obtaining an approval from the shareholders' meeting in accordance with Section 52 of the Public Limited Companies Act B.E. 2535 (as amended) (as stipulated in Section 52 of the Public Limited Companies Act, any company having been in operation for not less than one year, if suffering a loss, may offer its shares for sale at a price lower than the registered value, but must obtain an approval from the shareholders' meeting and determine a definite discount rate).

Basis for determination of consideration value

The Company has determined value of the consideration thoroughly and with due care. The basis for determination of the consideration for the transaction of not exceeding Baht 657.14 million is as follows:

(1) The determination of value of the consideration for the purchase of assets from JCKD of not exceeding Bt. 450.00 million has resulted from mutual negotiation and agreement between the

parties to the sale and purchase agreement for land with constructions, based on the property appraisal by two SEC-approved independent valuers, the details of which are as tabulated below:

Appraisers	Appraised value of land and office building (Baht)	Appraisal approach	Appraisal date
Thai Property Appraisal Lynn Phillips Co., Ltd.			
Land	457.10	Comparative Market Approach	October 27, 2022
Office building	112.00	Cost Approach	
<b>Total</b>	<b>569.10</b>		
South East International Co., Ltd.			
Land	441.39	Comparative Market Approach	October 25, 2022
Office building	110.00	Cost Approach	
<b>Total</b>	<b>521.39</b>		

Note: Please see more detail in Clause 2.2 and Appendix 3

- (2) The determination of value of the additional investment of not exceeding Bt. 207.14 million is based on the estimated cost of development of an office building on a vacant land. The Company has estimated the construction cost of new office building at Bt. 23,000 per square meter, with total construction area of 9,006 square meters, based on JCKD's experience in the construction of its existing office building compared with the construction cost appraised by the two independent valuers.

### **3.2 Opinion of the Independent Financial Advisor on Reasonableness of the Acquisition of Assets and the Connected transaction**

#### **3.2.1 Objective and necessity of the transaction**

This transaction is the investment in fixed assets which are land and office building, the building that the Company is currently renting as office area. The Company is able to save rental office expenses and will generate more revenue from rental and service revenue from the existing office building, which has companies under Taechaubol Group as major customers. The Company will also receive rental and service revenue from outside customers from the new office building to be constructed on the vacant land next to the existing office building, expected to start generating revenue in 2025 onwards. The Company will have more source of revenues as a continued and recurring revenue for its business operation.

#### **3.2.2 Advantages of the transaction**

(1) The Company can save rental and service expenses and have additional revenue from rental and service revenue

Currently, the Company paid rental and service expenses for Bt. 4.79 million per year. After the completion of the transaction, the Company will be the owner of assets which are land and office building. The Company is able to save rental office expenses and will generate more revenue from rental and service revenue from the existing office building from companies under Taechaubol Group, JCK and JCKD. The Company will also receive rental and service revenue from outside customers from the new office building to be constructed on the vacant land next to the existing office building, expected to start generating revenue in 2025 onwards. The Company will have more source of revenues as a continued and recurring revenue for its business operation. The Company still generate key revenues from restaurant business with no significant change in revenue structure.

(2) It is long-term investment

The land and office building is located in the center of the city, which is the residential and commercial area on Narathiwassrajnarakin Road. It is close to the center of business within 1 – 2 kilometers from Sathorn Road and Silom Road. Most of this areas have been developed to commercial buildings, condominium, hotel buildings and residences, therefore, the land price is likely to jump up every year. The CBD area (Central Business District) may move to area around Sathorn Road, Praram 4 Road and also Narathiwassrajnarakin Road, which still has large pieces of land that can be highly developed, resulting in surrounding areas to have chance for the price to jump up, too.

(3) The Company can use these assets as collateral of loan

The Company could bring land and office building as collateral of loan with financial institutions with the intention to be used for the construction of new office building and facility of working capital in order to have sufficient source of fund for business and future expansion.

(4) There is no significant change in the Company's management

The transaction by allocating 1,617,531,400 shares of the Company, JCKD will become major shareholders at 37.78% of total paid-up capital. Mr. Apichai Taechaubol is currently the major shareholder of the Company and if including all shareholding of JCKD, Mr. Apichai Taechaubol and interested persons who are sons of Mr. Apichai Taechaubol, total shareholding will be 46.09% of total paid-up capital. In addition, Mr. Chotiwiit Taechaubol and Mr. Athawit Taechaubol (sons of Mr. Apichai Taechaubol) including Mr. Apichai Taechaubol are directors and management of the Company before the transaction is made. They have already in position to set policies and trend of business, therefore, no significant changes of management structure will be made.

(5) The Capital Increase by Private Placement and Rights Offering could reduce D/Eq ratio

Referring to the consolidated financial statements as of September 30, 2022, Shareholders' equity was Bt. 104.12 million and there was subsequent capital increase until January 12, 2023, which was the date before the date of the Board of Director's meeting, resulting in the Shareholders' equity equal to Bt. 256.23 million (Please see more detail in clause 1.3.1 of this report). And if including the shares by Private Placement and Rights Offering, the amount of capital increase will be in total of Bt. 660.30 million (274.98 + 385.32), resulting in D/Eq lowering from 11.12 times as of September 30, 2022 to 1.38 times after these capital increase. (The estimation does not include the impact or other factors that may occur from future performance).

Although the Company borrows loan from financial institution for the development of new office building of Bt. 209.24 million, D/Eq ratio will increase to 1.63 times only. In case of interest expenses, it is expected to be close to interest rate of existing long-term loan at 4.42% per annum. Therefore, interest expenses would not be over Bt. 10 million per year if calculating from total amount of loan, whereby the Company is able to make payment of interest expenses based on the projection of new office building.

### **3.2.3 Disadvantages of the transaction**

(1) Shareholders will be affected by control dilution

As the Company will issue 1,617,531,400 shares to JCKD by Private Placement, shareholders will be affected by the control dilution of 37.78% but price dilution will not be affected as the Company is selling at Bt. 0.17 per share, which is a higher than the market price. The market price is calculated from the weighted average price of the Company's shares for 15 consecutive trading days before the date of Board of Directors' Meeting of the Company, or from December 22, 2022 – January 12, 2023, which was equal to Bt. 0.13 per share.

### **Advantages of not entering into the transaction**

(1) The Company is able to invest in other projects

The Company may raise fund to invest in other business or projects which may generate more revenues or return than the current transaction. However, the Company currently does not have any plan or clear decision to invest in any project.

### **Disadvantages of not entering into the transaction**

(3) The Company still faces financial risk and lose opportunity to generate recurring revenue

In case the Company does not enter into the transaction, the Company will have low capital base and Shareholders' equity due to continued losses from operation, which causes high Debt to equity ratio and financial risk. The Company will also lose opportunity to generate rental and service revenues from office building which is recurring and will be another additional revenue.

### **3.2.4 Risk of the Transaction**

(1) Risk from creditors objecting to the capital reduction

In order to complete the transaction, there are several process to be done or need approval, for example, to comply with the conditions in Sale and Purchase Agreement for Land with Constructions, to ask for approval for Whitewash and allocation of shares by Private Placement from the SEC and to ask for approval from the shareholders' meeting with a vote of not less than three-fourths of total votes of the shareholders who attend the meeting and are entitled to vote.

(2) Risk from not receiving sufficient amount for the transaction

The acquisition of assets has a total value of Bt. 450 million. The Company will allocate 1,617,531,400 shares by Private Placement at the offering price of Bt. 0.17 per share or totaling Bt. 274.98 million and the remaining amount of Bt. 175.02 million will come from the capital increase by Rights Offering. After the completion of transaction, JCKD will have right to subscribe new shares under Rights Offering. If including shares held by JCKD and Mr. Apichai Taechaubol, the shareholding portion will be 44.24% of total issued shares after Private Placement.

The Company will have Rights Offering at the ratio of 1 existing share to 3 new shares at Bt. 0.03 per share or totaling Bt. 385.32 million (if exercised by all shareholders). The amount that JCKD and Mr. Apichai Taechaubol will subscribe in Rights Offering will be Bt. 385.32 million \* 44.24% equal to Bt. 170.47 million. Therefore, the Company will have a total amount of Bt. 445.45 million (274.98 from Private Placement+ Bt. 170.47 million from Rights Offering), which is Bt. 4.55 million (450 – 445.45) slightly lower than the amount of transaction size at Bt. 450 million.

Most of source of fund for the acquisition of assets comes from JCKD and Mr. Apichai Taechaubol for Bt. 445.45 million, whereby the Company and minor shareholders do not lose benefit or have to inject new money. Regarding the remaining of Bt. 4.55 million, the Company may consider using internal cash flow of the Company and/or additional borrowings from financial institutions and/or issuance of the remaining convertible debentures No. 2. The Company will take into account the appropriate financial structure and the best interests of the company and its shareholders. Therefore, the Company will have low risk in securing source of fund.

**(3) Risk from operating the project**

The acquisition of assets is land and office building with an objective to save the Company's rental and service expenses and the Company could generate revenues from renting areas to JCK and JCKD which are companies under Taechaubol Group. In addition, the Company has a plan to construct new office building on a vacant land next to the existing office building in order to have additional recurring revenue. Thus, the Company will set up new team to support the new project.

However, in case the performance is not as expected, JCKD, as its major shareholder in the future, specialized in the business of property development and office for rent, could help the Company to develop and do marketing.

**(4) Risk from borrowing loan for the development of new office building**

Currently, the Company has not yet asked for loan for the development of new office building of Bt. 209.24 million, thus the Company may have risk of asking loan from financial institution. However, the Company will use the acquired assets, which are land and building (existing office building), as collateral for loan. It is expected to have low risk as the transaction value is Bt. 450 million and the appraised value of assets by the independent appraisers were in the range of Bt. 521.39 – 569.10 million, which is much higher than the said loan amount.

**3.2.5 Comparison of Benefits and Impacts between Entering into the Transaction with Connected Person and the Transaction with a Third Party**

This transaction is a transaction with a connected person, which is more convenient and takes less time for negotiation than the outsiders. It is because Mr. Apichai Taechaubol is a major shareholder of the Company with Mr. Chotiwit Taechaubol and Mr. Athawit Taechaubol (his sons) including Mr. Apichai Taechaubol as directors and management of the Company. They have good understanding and background about the business and it will not significantly affect the management structure of the Company. In addition, the Sale and Purchase Agreement of Land and Constructions has set commercial conditions as normal business and the Company does not face any disadvantage in doing the transaction.

However, the Company as a listed company, the Company must comply with the rules and regulations on connected transactions as a transaction with a third party, by considering the best interest of the Company as a priority to prevent minor shareholders from being affected by the connected transactions. The Board of Directors has considered and commented that the disposal of assets was for the best benefit of the Company and shareholders of the company.

In case doing a transaction with a third party, the Company has to seek for suitable project and negotiate which may take longer time or cause more expenses than doing transaction with connected person. And it may have material impact to shareholding structure and management structure of the Company.

### **3.3 Summary of the Independent Financial Advisor's Opinion Regarding the Reasonableness of the Transaction**

The issuance of shares to JCKD who is the Applicant is part of the payment of land and office building, which is the connected transaction. The capital increase could help the Company to have sufficient fund for the acquisition of land and office building. Currently, the Company has rented some areas used as the main office and it can save rental office expenses and will generate more revenue from rental and service revenue from the existing office building, which has companies under Taechaubol Group as major customers.

In addition, the Company has a plan to construct new office building on a vacant land next to the existing office building mainly for outside customers. The Company expects to start generating revenue in 2025 onwards and will also receive rental and service revenue as additional source of revenues with a continued and recurring revenue for its business operation and reduce volatility in revenue. The acquisition of assets is the investment with good potential, located in the center of city, close to the center of business and the land price has potential to increase in the future.

The acquisition of assets and connected transaction has advantages, disadvantages and risks as follows:

#### **Advantages of the transaction**

- (1) The Company can save rental and service expenses and have additional revenue from rental and service revenue
- (2) It is long-term investment
- (3) The Company can use these assets as collateral of loan
- (4) There is no significant change in the Company's management
- (5) The Capital Increase by Private Placement and Rights Offering could reduce D/Eq ratio

#### **Disadvantages of the transaction**

- (1) Shareholders will be affected by control dilution

In addition, the Company also has advantages and disadvantages of not entering into the transaction as follows:

#### **Advantages of not entering into the transaction**

- (1) The Company is able to invest in other projects

#### **Disadvantages of not entering into the transaction**

- (1) The Company still faces financial risk and lose opportunity to generate recurring revenue

#### **Risk of the Transaction**

- (1) Risk from creditors objecting to the capital reduction
- (2) Risk from not receiving sufficient amount for the transaction
- (3) Risk from operating the project
- (4) Risk from borrowing loan for the development of new office building

After considering the objectives and necessity of the transaction including advantages, disadvantages and risk of the transaction, the Independent Financial Advisor has opinion that the acquisition of assets and connected transaction is appropriate.



Consideration of the appropriateness of the price of Agenda 3: To consider and approve entering into the acquisition of asset and connected transaction

When considering the Agenda 3: To consider and approve entering into the acquisition of asset and connected transaction, which is to purchase land and office building totaling Bt. 657.14 million comprising land and office building of Bt. 450 million<sup>5</sup> and investment for the construction of new office building totaling Bt. 207.14 million, the explanation already covers Part 2 and Part 3 of this report. The Independent Financial Advisor is of opinion that the acquisition of assets and connected transaction is appropriate as mentioned above. However, when considering the appropriateness of the transaction price, the present value of the net cash flows of the existing and new office building is in the range between Bt. (37.22) –13.28 million. Therefore, the Independent Financial Advisor views that the price of the transaction in the Agenda 3 is not an appropriate price.

**The Consideration of the appropriateness of the Agenda 3 and Agenda 6.2 is connected and conditional**

As the Agenda 3 and the Agenda 6.2 is connected and conditional, if one of such agenda is not approved by the shareholders' meeting, any agenda which is connected and conditional to each other which has been approved prior shall be canceled. Therefore, the Independent Financial Advisor has to consider the price of the transaction in the Agenda 3 together with the benefit from the offering of shares in the Agenda 6.2

The consideration of the appropriateness of price in the Agenda 6.2: To consider and approve the allocation of the newly issued ordinary share to offer to a private placement, which is connected transaction

The Company will pay the acquired assets with the capital increase of 1,617,531,400 shares by Private Placement to JCKD at Bt. 0.17 per share (totaling Bt. 274.98 million). The offering price has been set for 6 months prior to the transaction date and it was higher than the current market price. The Board of Director has clearly set the offering price by referring to the weighted average price of shares traded on the SET 6 months retrospective, starting from July 1, 2022 to December 31, 2022. (Source: SETSMART)

And when comparing the offering price with the fair price based on the market value approach appraised by the Independent Financial Advisor (Please see Clause 1.3.5 of this report), which is an appropriate approach for this transaction. This approach is the calculation of the share value at the weighted average market price of the Company's shares in the past 7 - 15 business days, between December 22, 2022 – January 12, 2023, before the Board of Directors' meeting (January 13, 2023). The stock price is in the range between Bt. 0.130 – 0.131 per share. In this regard, the Independent Financial Advisor determines the market value of shares as an average price of Bt. 0.13 per share from the range of such stock prices. As a result, the offering price of such shares is higher than the average market price by Bt. 0.04 per share or 30.77% higher than the average market price.

The Board of Directors of the Company did not offer shares to JCKD at the market price, but sold the shares at a price that was considerably higher than the market price, helping the Company not to issue too many shares in order to reduce the impact on the Company's shareholders, and resulting in the Premium of Private Placement Price over Fair Value as follows:

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<sup>5</sup> The acquisition of assets from JCKD of Bt. 450.00 million is based on negotiation between the Company and JCKD. Being compared to its fair price assessed by independent assets appraisers between Bt. 521.39 - 569.10 million, the said consideration has a discount on the fair price of Bt. 71.39 – 119.10 or a discount of 13.69% – 20.93% from the fair price. Besides, in order to minimize the dependency on sources of fund from minority shareholders, the Board of Director, then, negotiate to split the payment into 2 tranches: (1) by issuance of shares via Private Placement to JCKD of 1,617,531,400 shares at the offering price of Bt. 0.17 per share, totaling of Bt. 274.98 million as a part of consideration and (2) the remaining consideration of Bt. 175.02 million shall be paid by proceeds from issuance of shares via Rights Offering. The Company shall offer 12,843,894,555 shares to its existing shareholders at Bt. 0.03 per share by means of Rights Offering or totaling Bt. 385.32 million. From the exercise of such rights by JCKD and Mr. Apichai Taechaubol (Person under Section 258 of JCK) to maintain their existing combined shareholding proportion of around 44.24% of the Company's paid-up capital after the share offering through Private Placement, the Company will receive a total amount of Bt. 170.46 million, leaving a shortfall of only Bt. 4.56 million which must be obtained from other shareholders. (Source: The Company's information memorandum)

Number of shares issued for Private Placement (1)	Offering price (Baht per share)	Market price (Baht per share)	Stock price difference (Baht per share) (2)	Premium of Private Placement Price over Fair Value (Bt.million) (1) x (2)
1,617,531,400	0.17	0.13	0.04	64.70

Note: The value of Bt. 64.70 million is the benefit from the share allocation by Private Placement according to the Agenda 6.2

The Independent Financial Advisor has opinion that the price of the transaction according to the Agenda 6.2 is appropriate.

**The Consideration of the appropriateness of price of transaction of the Agenda 3 and Agenda 6.2 is connected and conditional**

The Board of Directors has resolved to enter into an asset acquisition transaction (the Agenda 3) with partial payment by Private Placement (the Agenda 6.2). As the Agenda 3 and the agenda 6.2 is connected and conditional as mentioned above

The consideration of the Agenda 3, the present value of net cash flow after deducting the investment in construction of new office building and transaction value will be in the range between Bt. (37.22) – 13.28 million as calculated in Part 2 of this report. But the consideration of the Agenda 6.2 has Premium of Private Placement over Fair Value of Bt. 64.70 million. When considering the Agenda 3 together with the Agenda 6.2, the Company will receive a net benefit from the investment in the range between **Bt. 27.48 - 77.98 million**. Therefore, the Independent Financial Advisor has the opinion that the price of the transaction in the Agenda 3 and the Agenda 6.2 are **reasonable**.

The Board of Director of the Company has considered that the transaction is reasonable and beneficial to the Company and its shareholders. The total value of consideration for the purchase of assets from JCKD of not exceeding Bt. 450.00 million is not higher than the fair value appraised by two independent appraisers, whereas the value of the additional investment of not exceeding Bt. 207.14 million is the construction cost that is comparable with the construction cost appraised by the two independent appraisers. The Company can utilize and create benefits from such land and office building. By comparing the benefits to the Company and the reasonableness of such transaction with the transaction executed with a non-connected person, the conditions for the transaction are similar to those of the transaction that is executed on an arm's-length basis and there is no transfer of benefits between the Company and the persons who may have a conflict of interest. The terms of conditions are set out according to the normal sale and purchase practices. Therefore, the Board of Directors resolved to grant approval for the Company to enter into the transaction with JCKD and propose such matter to the shareholders' meeting for approval.

The Board of director has considered the report of the Independent Financial Advisor that although the present value of the net cash flows of the existing and new office building is in the range between Bt. (37.22) – 13.28 million and the base case at Bt. (12.91) million, if considering the offering price by Private Placement to JCKD of 1,617,531,400 shares at Bt. 0.17 per share, it is higher than the fair price valued by the Independent Financial Advisor in the range of Bt. 0.130 – 0.131 per share or approximately Bt. 0.13 per share. The offering price is Bt. 0.04 per share higher or the Premium of Private Placement Price over Fair Price can be calculated at Bt. 64.70 million. This amount can be offset with the present value of cash flow of the existing and new office building. And when calculated together, the Company will receive a net benefit from the investment in the range between **Bt. 27.48 - 77.98 million**. Therefore, the value of this transaction is **reasonable**.

**In conclusion, shareholders should vote to approve Agenda 3: To consider and approve entering into the acquisition of asset and connected transaction and the Agenda 6.2: To consider and approve the allocation of the newly issued ordinary share to offer to a private placement, which is connected transaction.**

**Part 4: Summary of Opinion of the Independent Financial Advisor on the Transaction**

Please see the summary of the independent financial advisor's opinion under the topic "Executive Summary" of this report

However, shareholders are advised to study the information in the documents attached to the invitation to this shareholders' meeting for consideration in making a decision for voting. The consideration and approval of the waiver for Whitewash, the share allocation by Private Placement to connected person, the acquisition of assets and connected transactions depends mainly on the discretion and decision of the shareholders.

CadAd, as the Independent Financial Advisor, hereby certifies that it has provided the above opinion cautiously in accordance with professional standard for the benefit of the shareholders.

Sincerely Yours

The Independent Financial Advisor  
Capital Advantage Company Limited

*-Patchara Netsuwan-*

(Mr. Patchara Netsuwan)  
Executive Director

*-Annop Saengvanich-*

(Mr. Annop Saengvanich)  
Supervisor

## **Attachment 1** **Summary Information of the Company**

### **1. General Information**

Company Name	JCKH Hospitality Public Company Limited
Company Quote	JCKH
Registration No.	0107554000160
Company Registration Date	28 January 2004
Company Listing Date	18 September 2012
Nature of Business	Restaurant business with variations as following. Buffet restaurant business under the concept of "All You Can Eat", Suki Shabu restaurant under the brand "Hot Pot Inter Buffet", Grill restaurant under the brand "Hot Pot Inter Buffet" and "Daidomon", Hong Kong-style Chinese restaurant, seafood and dim sum that selects fresh ingredients. by experienced Hong Kong chefs under the brand "Zheng Dou"
Office Location	18 Soi Sathorn 11 Yaek 9, TFD Building, Yannawa, Sathorn, Bangkok
Registered Capital	Bt. 701.49 million consisting of 2,805.96 common shares at par value of Bt. 0.25 per share
Registered and Paid-Up Capital	Bt. 513.83 million consisting of 2,055.32 common shares at par value of Bt. 0.25 per share

Source: www.set.or.th : Financial statements as of September 30, 2022


### **2. Nature of Business**







JCK Hospitality Public Company Limited was established on January 28, 2004, formerly known as Hot Pot Public Company Limited, with an initial registered capital of Bt.16 million to operate a Suki restaurant business. Starting with A La Carte Suki Shabu restaurant, 'Coca Fresh Suki' was opened within the department store in Chachoengsao Province as the first branch. Later in the year 2007, JCKH invested in the construction of a food factory, as a central kitchen for branch shops, with an area of more than 13 rai located in Pathum Thani Province. Then JCKH expanded branches and rebranded to suit the era, resulting in the number of branches reaching 153 branches at the end of 2013. However, JCKH has considered closing some branches that have operating losses in order to improve the overall performance and expanding branches only in potential areas. In year 2020 they have encountered the pandemic, political instability, and the economic slowdown, resulting in a loss from operations and has only 82 branches at the end of 2020. At present, JCKH operates a suki restaurant business, shabu with great dipping sauce according to the traditional style of Hot Pot, Korean BBQ and shabu restaurants, Chinese restaurants, most of the restaurants are buffet style but there are also a la carte restaurants, as well as Casual Dining.

As of December 31, 2021, JCKH has a total of 67 restaurants in operation, consisting of 61 Hot Pot restaurants, 2 branches of Daidomon, 2 branches of Daidomon Korean Grill, a branch of Zheng Dou, and also a branch of Zheng Dou Grand. In addition, in 2021, JCKH has invested in 2 hotels with the following details:

#### **1) Restaurant Business**

Consisted of 5 brands as follows:

Brand	Logo	Type of Services	Total Branch
<b>1. Hot Pot</b>			
1.1 Hot Pot Inter Buffet		International buffet restaurant mainly focusses on suki and shabu, and there are more than 100 international dishes to make it even more special at a price of Bt.399/499 per person, with a time limit of 1 hour and 30 minutes, some branches serving both pot and grill.	56 branches <sup>1/</sup>

Brand	Logo	Type of Services	Total Branch
1.2 Hot Pot Gold		Shabu and grill buffet restaurant in a premium and modern style, focusing on selected ingredients serving on the table. There is only a dipping bar, snacks, desserts and drinking water that are self-service, at a price of Bt. 399/499 per person, limited to 1 hour and 30 minutes. In some branches, customers can add grill with an additional price of Bt. 40 per person	2 branches
1.3 Hot Pot Suki Shabu		Suki-shabu restaurant, A La Carte style (ordering food from the menu), featured dishes include roasted duck and hot pot's original "great recipe" dipping sauce.	2 branches
2.Daidomon		BBQ buffet restaurant that has been popular among Thai people for a long time with a special marinade sauce and the restaurant's delicious sauce with table service. There are only a dipping bar, snacks, desserts and drinking water that are self-service at the price of Bt. 399/499, with a time limit of 1 hour and 30 minutes.	2 branches
3.Daidomon Korean grill		Korean BBQ buffet restaurant focuses on special premium ingredients and high-quality imported meat, it serves a variety of Korean dishes in 3 price levels: Bt. 359/459/538 per person for the Ayutthaya City Park branch and Bt. 339/439/549 per person for Future Park Rangsit, with a time limit of 1 hour and 30 minutes.	2 branches
4. Zheng Dou		A La Carte Chinese restaurant and Hong Kong-style dim sum where the chef cooks freshly for customers in a comfortable atmosphere with a good value price.	2 branch
5.Zheng Dou Grand		Chinese Restaurant, Seafood and Dim Sum Premium grade that is an A La Carte restaurant and serves Dim Sum buffet type. Focusing on the freshness of the food.	1 branch

Note: 1/ 41 normal branches and 15 branches with add-on grill

However, during the year 2022, the company has opened a new restaurant and continues to operate until today, named TOMO, which is a premium-grade shabu restaurant, and Burger & Lobster (BL) is a burger-type premium restaurant. Mainly focusing on raw materials from lobster. The Company has acquired the right to operate a food business under the trade name "Burger & Lobster" from Lobster Power Co., Ltd. (LP), who has been granted the right to operate a restaurant business under the trade name "Burger". & Lobster" in Thailand from the franchise owner B&L Operating Limited (B&L). LP has already opened the first branch at Gaysorn Village before. The company has opened the second branch at Siam Paragon in November 2022.

In this regard, the Company, LP and B&L have guidelines for agreeing on the opening of new branches. In 2022, there was an amendment to the Master Agreement, stipulating that the Company has the right to develop the 2nd, 3rd, and new branches of Burger & Lobster in the future according to LP's original rights. The Company can proceed directly with B&L without having to process through LP. However, the number of branches of LP will only have 1 branch and LP cannot expand more branches.

## 2) Hotel Business

In August 2021, JCKH invested in the hotel business by entering into a share purchasing agreement to purchase shares of CPT Hotels and Resorts Company Limited ("CPT") and ASP Hotels and Resorts Company Limited ("ASP") representing 100% of the registered capital of such company. JCKH has a management policy of subsidiaries as follows:

### (a) CPT Hotels and Resorts Company Limited (CPT)

The project is being developed into a four-star hotel, which is located on Kwai Wai Road, adjacent to Kok Tong Road and next to Rim Kok Soi 6, separated from Phaholyothin Road, Rop Wiang Subdistrict, Mueang Chiang Rai District Chiang Rai Province, with a total area of 1-0-29.5 rai. The project is a land with a 7-floor building with a swimming pool, 79 rooms, a total usable area of 3,927 square meters, complete with utility systems. (100% complete construction). However, due to the spread of COVID-19, the project was abandoned. Currently, CPT is in the process of contracting with a contractor to repair and renovate the building, which is expected to open for service in 2023.

(b) ASP Hotels and Resorts Company Limited (ASP)

Before the Company acquired ASP's shares in August 2021, ASP's asset was land area of 1 rai 84.4 square wah with an 8-storey hotel building (the construction was 100% completed, consisting of 105 rooms), and a 2-storey clubhouse building and a swimming pool with a usable area of 5,609 square meters, located in Ban Du Subdistrict Mueang District, Chiang Rai Province.

However, in December 2021, the Company was informed by the Legal Department that such assets had already been auctioned since August 2021 or before entering into the contract to purchase ordinary shares of ASP. The bank creditor, the loan with the said property placed as collateral, was the auctioneer who bought the said property back from the public auction. The Company therefore negotiated with the group who sold ASP shares to the Company in order to claim compensation for the damage from the purchase of investment in such ASP. Initially, the Company and the sellers of ASP ordinary shares negotiated with bank creditors to repurchase such assets, but later considered that investment in such projects required more investment than planned. ASP therefore canceled the plan to repurchase such assets.

From the property mentioned above, Sellers of ASP shares agree to join the Company in negotiating a compromise of ASP's debts with banks to compensate for the damages incurred. Negotiations are in the process of requesting to reduce the loan debt and accrued interest in the amount of Bt. 70 million, which is the remaining debt after offsetting with the auction of such assets. However, at present, bank creditors are in the process of approving the said transaction. However, the seller group will be responsible for such indebtedness instead of ASP. At present, the Company and ASP shares are in the process of making an agreement to be responsible for such debt obligations. From the aforementioned transaction, ASP therefore reversed the transaction of land and hotel buildings in the amount of Bt. 261 million and recorded a reduction of bank loan creditors from the auction of assets in the amount of Bt. 96 million, including the reversal of the revaluation surplus on assets of Baht 66 million (net of income tax) previously recorded in other comprehensive income in the third quarter of 2021 from the appraisal of land and hotel buildings of ASP. ASP recognized loss from such transaction in the amount of Bt. 82 million in the consolidated statement of comprehensive income for the year 2021.

At present, negotiations are in the process of requesting debt restructuring with bank creditors, which is a joint negotiation between bank creditors, ASP share sellers and the Company, which has not made any progress.

In September 2021, ASP purchased another asset, which is buildings with land during construction having a primary purpose of being a hotel at a price of Bt. 140 million from the seller of ASP shares. The asset consists of land of 1 rai 3 ngan 10.9 square wah with two 7-storey residential buildings and a swimming pool building, located at Ratchayotha Road, Rop Wiang Subdistrict, Mueang Chiang Rai District Chiang Rai. The overall construction progress is approximately 68% (most of the remaining work is system work and decoration work). And now the construction has been stopped for 6 years. ASP received the transfer of ownership of the said land and building in December 2021 and had already paid for the said assets in the amount of Bt. 95.50 million and had creditors for the assets in the amount of Bt. 44.50 million. And such assets were recorded as investment properties in the Company's financial statements. At present, there is no clear business plan for such assets .

## Revenue Structure

Type of Income	12-month period ended December 31						9-month period ended 30 Sep 2022	
	2019		2020		2021			
	Bt. million	%	Bt. million	%	Bt. million	%	Bt. million	%
1. Sales Revenue								
a) Restaurant								
1) Hot Pot Inter Buffet	763.78	54.66	398.53	56.82	249.09	56.47	205.81	47.75
2) Hot Pot Inter Buffet with additional grill	357.82	25.61	179.25	25.56	103.78	23.53	92.06	21.36
3) Hot Pot Suki Shabu	14.70	1.05	9.59	1.37	7.98	1.83	7.78	1.81
4) Daidomon	102.89	7.36	41.01	5.85	31.47	7.13	55.18	12.80
5) Signautre <sup>1/</sup>	9.82	0.70	0.69	0.10	-	-	-	-
6) Toomato Italian Kitchen <sup>2/</sup>	9.03	0.65	0.57	0.08	-	-	-	-
7) Zheng Dou	44.65	3.20	43.57	6.21	32.15	7.29	32.60	7.56
8) Signor Sassi <sup>3/</sup>	39.67	2.84	4.47	0.64	-	-	-	-
9) Bonsai <sup>4/</sup>	3.90	0.28	7.86	1.12	2.23	0.51	-	-
10) Joe Ka Tow	-	-	-	-	0.91	0.21	-	-
11) Shabu Tomo	-	-	-	-	-	-	8.61	2.0
Total Revenue from Restaurants	1,346.26	96.35	685.54	97.75	427.61	96.94	402.04	93.28
b) Other Sales Revenue	2.83	0.20	0.26	0.03	-	-	1.24	0.29
Total Sales Revenue	1,349.09	96.55	685.80	97.78	427.61	100.00	403.28	93.57
Other Revenues	48.16	3.45	15.57	2.22	13.51	3.06	27.71	6.43
Total Revenues	1,397.25	100.00	701.37	100.00	441.12	100.00	430.99	100.00

Note:

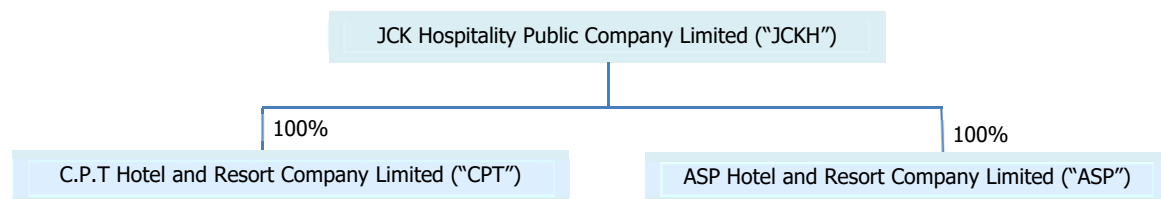
1/ Signature has closed in March 2020

2/ Toomato Italian Kitchen has closed in February 2020.

3/ Signor Sassi has closed in February 2020

4/ Bonsai has opened on Lang Suan Road on August 9, 2019.

## 3. JCKH's Group Structure



## Details of Subsidiaries

Detail	CPT Hotels and Resorts Company Limited	ASP Hotels and Resorts Company Limited
Registration date	October 27, 2015	October 21, 2015
Registration number	0575558002439	0575558002366
Registered and paid-up capital	Bt. 120,000,000	Bt. 1,000,000
Par Value	Bt. 100 per share	Bt. 100 per share
Business Type	Hotel business. Currently, there is one project located on Phaholyothin Road, Rop Wiang Subdistrict, Mueang Chiang Rai District. Chiang Rai	There are residential buildings to be developed as a hotel located in Chiang Rai Province. The buildings have not been completed and the construction was stopped. JCKH has not decided yet about clear plan for business operation.
Head Office Location	18 Soi Sathorn 11 Yaek 9, TFD Building, Yannawa, Sathorn, Bangkok	

#### 4. **Shareholder structure**

JCKH's top 10 shareholders from the shareholder closing book as of January 27, 2023

Shareholder name	Number of shares held	Percentage
1. Mr. Apichai Taechaubol	276,472,784	13.45
2. Advance Opportunities Fund I	196,875,918	7.39
3. Advance Opportunities Fund	136,899,497	5.14
4. Thai NVDR Limited Company	124,757,180	4.68
5. Mr. Nutchatpong Peeradechapan	105,000,000	3.94
6. Ms. Tanyapapar Cholsaipant	99,193,213	3.72
7. Mrs. Kultiwa Chotiwichitrat	83,044,628	3.12
8. Mr. Wasawat Akkraditwat	82,644,628	3.10
9. Mr. Thaveechat Jurangkool	82,084,836	3.08
10. Ms. Vanida Dantrithot	76,000,000	2.85
11. Other minor shareholders	1,400,794,101	52.59
<b>Total</b>	<b>2,663,766,785</b>	<b>100.00</b>

#### 5. **Board of Directors**

List of Directors	Position
1. Mr. Apichai Taechaubol	Chairman of the Board of Director, Chairman of Executive Committee
2. Mr. Prasong Vararatanakul	Vice Chairman, Independent Director, Chairman of the Audit Committee
3. Mr. Chotiwit Taechaubol	Chief Executive Officer, Director
4. Mr. Athawut Taechaubol	Co-Chief Executive Officer, Director
5. Mrs. Rachanee Siwawej	Director
6. Mr. Chetawan Anuntasomboon	Independent Director, Audit Committee
7. Mr. Wannatham Kanchanasuwan	Independent Director, Audit Committee

Source: www.set.or.th

#### 6. **Summary of financial statement and operating results**

JCKH's financial statements for the year 2019 - 2021 were audited by Miss Watoo Kayankannavee, CPA No. 5423 from EY Office Limited, and financial statements for the third quarter of the year 2022, was reviewed by Ms. Kannika Wipanurat, CPA No. 7305 from Karin Audit Co., Ltd., who is a SEC-approved auditor. The auditor expressed unconditional and accurate opinions, commented on the Audited Financial Statements on a Material Uncertainty Relating to Going Concern and also expressed the opinion that JCKH's financial statements show financial status performance changes in equity and cash flow materially correct as it should be in accordance with financial reporting standards.



Statement of financial position as of 31 December 2019-2021 and the third quarter of 2022 are as follows:

Statement of financial position	2019		2020		2021		2022	
	As of 31 Dec 2019		As of 31 Dec 2020		As of 31 Dec 2021		As of 30 Sep 2022	
	Bt. million	%	Bt. million	%	Bt. million	%	Bt. million	%
<b>Asset</b>								
<b>Current Assets</b>								
Cash and Cash Equivalents	19.92	2.85	5.16	0.49	9.10	0.76	8.36	0.66
Trade and other current receivables	41.49	5.94	49.01	4.61	64.53	5.39	92.09	7.30
Inventory	36.18	5.18	49.85	4.69	51.02	4.27	41.85	3.32
Other current assets	23.89	3.42	30.22	2.85	30.90	2.58	32.74	2.60
Total Current Assets	121.48	17.39	134.23	12.64	155.56	13.00	175.03	13.88
<b>Non-Current Assets</b>								
Restricted bank deposits	3.00	0.43	3.00	0.28	3.00	0.25	3.00	0.24
Investment properties	-	-	-	-	81.63	6.82	167.97	13.32
Property, plant and equipment	445.09	63.72	427.57	40.26	654.17	54.69	657.79	52.14
Right of use assets	18.17	2.60	415.48	39.12	232.08	19.40	179.79	14.25
Intangible assets	5.11	0.73	3.83	0.36	2.64	0.22	8.61	0.68
Other Non-Current Assets	105.64	15.12	77.87	7.33	67.09	5.61	69.26	5.49
Total Non-Current Assets	577.01	82.61	927.75	87.36	1,040.60	87.00	1,086.42	86.12
<b>Total Assets</b>	<b>698.49</b>	<b>100.00</b>	<b>1,061.98</b>	<b>100.00</b>	<b>1,196.16</b>	<b>100.00</b>	<b>1,261.45</b>	<b>100.00</b>
<b>Current Liabilities</b>								
Bank overdrafts and short-term loan from institutions	95.47	13.67	93.15	8.77	88.79	7.42	87.63	6.95
Trade and other current payables	222.80	31.90	224.18	21.11	329.81	27.57	338.59	26.84
Current portion of lease liabilities	1.38	0.20	198.62	18.70	118.54	9.91	91.36	7.24
Current portion of long-term loans	24.25	3.47	15.00	1.41	59.80	5.00	58.29	4.62
Short term loans	153.21	21.93	101.60	9.57	124.24	10.39	123.34	9.78
Other Current Liabilities	35.08	5.02	76.40	7.19	92.06	7.70	120.98	9.59
Total Current Liabilities	532.21	76.19	708.95	66.76	813.24	67.99	820.19	65.02
<b>Non-Current Liabilities</b>								
Long term loan from institution	-	-	6.25	0.59	73.11	6.11	65.31	5.18
Lease liabilities	3.00	0.43	218.90	20.61	151.74	12.69	119.27	9.45
Provision for decommissioning	24.91	3.57	22.05	2.08	16.96	1.42	14.27	1.13
Provision for long-term employee benefits	4.40	0.63	3.52	0.33	4.39	0.37	3.93	0.31
Deferred tax liabilities	52.66	7.54	60.82	5.73	72.69	6.08	90.97	7.21
Convertible debenture	-	-	-	-	25.66	2.15	19.67	1.56
Options	-	-	-	-	3.89	0.33	3.33	0.26
Long-term provision	-	-	-	-	20.40	1.71	20.40	1.62
Total non-current liabilities	84.97	12.16	311.55	29.34	368.84	30.84	337.14	26.73
<b>Total liabilities</b>	<b>617.17</b>	<b>88.36</b>	<b>1,020.50</b>	<b>96.09</b>	<b>1,182.08</b>	<b>98.82</b>	<b>1,157.33</b>	<b>91.75</b>
<b>Shareholder's Equity</b>								
Registered capital	203.22	29.09	203.22	19.14	537.45	44.93	701.49	55.61
Issued and paid-up	156.32	22.38	203.22	19.14	329.34	27.53	513.83	40.73
Premium on ordinary shares	451.84	64.69	470.84	44.34	601.19	50.26	587.48	46.57
Retained earnings								
Appropriated – statutory reserve	7.06	1.01	7.06	0.66	7.06	0.59	7.06	0.56
Unappropriated (deficit)	(671.32)	(96.11)	(810.58)	(76.33)	(1,148.13)	(95.98)	(1,227.08)	(97.27)
Other components of shareholders' equity	137.42	19.67	170.95	16.10	224.63	18.78	222.84	17.67
<b>Total shareholders' equity</b>	<b>81.32</b>	<b>11.64</b>	<b>41.48</b>	<b>3.91</b>	<b>14.09</b>	<b>1.18</b>	<b>104.12</b>	<b>8.25</b>
<b>Total liabilities and shareholders' equity</b>	<b>698.49</b>	<b>100.00</b>	<b>1,061.98</b>	<b>100.00</b>	<b>1,196.16</b>	<b>100.00</b>	<b>1,261.45</b>	<b>100.00</b>

Income statement of 2019-2021 and the 3<sup>rd</sup> quarter of 2022 are as follows:

Income statement	12-month period ending December 31						9-month period ending September 30	
	2019		2020		2021		2022	
	Bt. million	%	Bt. million	%	Bt. million	%	Bt. million	%
Sales	1,349.09	96.55	685.80	97.78	427.61	96.40	403.28	94.06
Cost of sales	(654.40)	(46.83)	(289.72)	(41.31)	(224.67)	(50.65)	(202.23)	(47.17)
Gross Profit	694.69	49.72	396.08	56.47	202.94	45.75	201.05	46.89
Other income	48.17	3.45	15.57	2.22	15.98	3.60	25.46	5.94
Profit before expenses	742.85	53.17	411.65	58.69	218.92	49.35	226.52	52.83
Selling and distribution expenses	(706.59)	(50.57)	(367.22)	(52.36)	(244.55)	(55.13)	(235.86)	(55.01)
Administrative expenses	(170.41)	(12.20)	(137.99)	(19.67)	(157.88)	(35.59)	(113.31)	(26.43)
Loss on Impairment of assets	(0.35)	(0.03)	(10.73)	(1.53)	(36.00)	(8.12)	-	-
Losses from the purchase of investments	-	-	-	-	(82.40)	(18.58)	-	-
other expenses	(7.42)	(0.53)	(9.58)	(1.37)	(3.06)	(0.69)	-	-
Profit (loss) before finance cost and tax	(141.92)	(10.16)	(113.86)	(16.23)	(304.98)	(68.75)	(122.64)	(28.60)
Finance costs and interest expenses	(13.92)	(1.00)	(29.01)	(4.14)	(37.22)	(8.39)	(26.17)	(6.10)
Profit (loss) before income tax	(155.84)	(11.15)	(142.87)	(20.37)	(342.20)	(77.14)	(148.82)	(34.71)
Income Tax	(2.56)	(0.18)	0.86	0.12	2.17	0.49	(1.01)	(0.23)
<b>Profit (loss) for the period</b>	<b>(158.40)</b>	<b>(11.34)</b>	<b>(142.01)</b>	<b>(20.25)</b>	<b>(340.03)</b>	<b>(76.65)</b>	<b>(149.82)</b>	<b>(34.94)</b>

Note: The percentage is calculated based on the total of sales and other income

Cash flow statement of 2019-2021 and the 3<sup>rd</sup> quarter of 2022 are as follows:

Cash flow Statement	2019	2020	2021	2022
	As of 31 Dec 2019	As of 31 Dec 2020	As of 31 Dec 2021	As of 30 Sep 2022
	Bt. million	Bt. million	Bt. million	Bt. million
Net cash received (used) from operating activities	(103.30)	119.40	(31.87)	(27.30)
Net cash received (used) from investing activities	(47.71)	(5.03)	(140.06)	(35.73)
Net cash received (used) from financing activities	141.91	(129.13)	175.87	62.29
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(9.10)</b>	<b>(14.76)</b>	<b>3.94</b>	<b>(0.74)</b>
Beginning cash and cash equivalents	29.02	19.92	5.16	9.10
<b>Ending cash and cash equivalents</b>	<b>19.92</b>	<b>5.16</b>	<b>9.10</b>	<b>8.36</b>

Note: The 2019 - 2020 financial statements are separate financial statements. The financial statements for the year 2021 - 2022 are consolidated financial statements.

### Analysis of Operation Result of JCKH

In 2019-2020, JCKH does not have any subsidiaries. CapAd then analyzed the operating results from the separate financial statements. Later in 2021, JCKH has invested in the hotel business by purchasing 100% of the ordinary shares of the registered capital of 2 subsidiaries, which are CPT and ASP. Therefore, JCKH has prepared the consolidated financial statements. However, the two subsidiaries have not yet commenced their operations, as a result, the consolidated financial statements contain information on operating results that are not significantly different from the separate financial statements.

### Income statement

#### Sales Revenue

From past performance, JCKH's sales revenue tended to continue to decline with revenue from sales in 2019-2021 equal to Bt.1,349.09 million, Bt. 685.80 million and Bt. 427.61 million, respectively (in 2020, a decrease of Bt. 663.29 million or representing 49.17% from 2019 and in 2021, a decrease of Bt. 258.18 million or representing to 37.65% from 2020). This was mainly due to the spread of the COVID-19, which started from 2020 to the present, causing the restaurants to be closed for certain periods, such as the 1<sup>st</sup> quarter of 2020, the 2<sup>nd</sup> and the 3<sup>rd</sup> quarter of 2021 according to the announcement of the Center of COVID-19 Situation Administration (CCSA). The sales were clearly reduced and the country's economic slowdown caused consumers to be cautious in consumption and

spending. Including the changing behavior of consumers who avoided eating out to prevent infection. At the same time, JCKH has gradually closed branches with operating losses from 93 branches at the end of 2019 to 82 branches at the end of 2020 and closed another 17 branches and opened 2 new branches in 2021. As of December 31, 2021, there were a total of 67 branches, including 42 branches under the Hot Pot Inter Buffet brand, 15 branches under the Hot Pot Inter Buffet brand, with additional grill, and the remaining branches under other brands, namely Hot Pot Suki Shabu, Daidomon, Zhen dou, Zheng dou Grand and Jow Ka Tow.

The 9-month period of 2022 had sales revenue of Bt. 403.28 million, an increase of Bt. 113.03 million or 38.94% from the 9-month period of 2021, as COVID-19 situation is currently recovering. Department stores and restaurants returned to normal, resulting in improving sales of Suki-Shabu and customers began to return, resulting in an increase in sales in the 3<sup>rd</sup> quarter of 2022, despite a decrease in branches. For the sales of customers, grill shops are becoming popular, coupled with the opening of more branches and renovating the restaurants in Korean style. Including the group of Chinese restaurant customers starting to come back to eat at the restaurant, resulting in an increase in sales compared to the previous year.

#### Other Income

Other income consists of incomes from the sale of membership cards, promotion, equipment sales and interest income, etc.. Other income for the year 2019-2021 was Bt. 48.17 million, Bt. 15.57 million and Bt. 15.98 million, with a decrease of Bt. 32.59 million and an increase of Bt. 0.41 million, respectively. Others income of the year 2019 to the 9-month period of the year 2022, accounting for an average of 3.80% of total revenues. In 2019, 55% of the income came from consulting income related to restaurant consulting for hotels, including sending chefs to help other hotels, which is an occasional item. And in 2022, there are other incomes arising from the item of reduction, penalties, surcharges from the Revenue Department, which were adjusted to other income in that year, about Bt. 19.47 million. And most of the rest of the other income will be interest income from subsidiaries.

#### Cost of goods sold

Cost of goods sold mainly consist of cost of food, transportation cost and employee salaries. In 2019-2021, they were Bt. 654.40 million, Bt. 289.72 million, and Bt. 224.67 million, respectively. In 2020, there was a decrease of Bt. 364.68 million, representing 55.73% from 2019, and in 2021, also a decrease of Bt. 65.05 million, representing 22.45% from 2020, which is in line with lower sales. In 2020, the proportion of cost of goods sold to total revenues decreased from the previous year because JCKH was able to manage food costs; Effectively control inventories and reduce food wastage value. Including adjusting procurement management by finding new suppliers to select and negotiate for maximum benefit. However, in 2021, there was a higher proportion of cost of goods sold because JCKH has a discount promotion of 40% - 60% from the normal price to stimulate sales after being affected by the COVID-19 epidemic coupled with the higher cost of raw materials and the change of new suppliers.

For the 9-month period of 2022, the cost of goods sold was Bt. 202.23 million or 47.17% of total income, an increase of Bt. 49.20 million or 32.15% from the 9-month period of 2021, which was in the same direction as increase in sales. And when compared as a percentage to total income, it is lower than the 9-month period of 2021, which is equal to 51.40% of total revenues. However, the average percentage to total revenues for the year 2019 to the 9-month period of 2022 is 46.49%.

#### Gross Profit

Between 2019 and 2021, JCKH has a gross profit that has gradually decreased as revenue has decreased. In 2019, gross profit was Bt. 694.69 million, in 2020, gross profit was Bt. 396.08 million and 2021 was Bt. 202.94 million. However, when calculated as a proportion to total revenues in 2019 - 2021, it was 49.72%, 56.47%, and 45.75%, respectively, varying according to the ratio of cost of goods sold to total revenues, which mainly resulted from the management of raw material costs and processing and also sales promotion as mentioned above. However, the average ratio of gross profit to total revenue equals 50.65%.

For the 9-month period of 2022, JCKH had a gross profit of Bt. 201.05 million or 46.89% of total revenues, an increase of Bt. 63.83 million or 46.51% from the 9-month period of 2021 according to the increase in revenues. And the average gross profit per total revenues for the year 2019 to the 9-month period of the year 2022 is 49.71%.

### Selling and Distribution expenses

Selling and distribution expenses mainly consist of employee salary, manager salary, electricity cost and space rental. In 2019 – 2021, sales and distribution expenses were Bt. 706.59 million, Bt. 367.22 million, Bt. 244.55 million, respectively. In 2020, a decrease of Bt. 339.37 million, representing 48.03% and in 2021, a decrease of Bt. 122.66 million, or 33.40% from the previous year, respectively, due to the cost control policy in line with the decline in revenue during the COVID-19 epidemic situation. Including having a decrease in rent and services.

For the 9-month period of 2022, there were sales and distribution expenses of Bt. 235.86 million, an increase of Bt. 59.23 million from the 9-month period of 2021, when calculated as the average proportion to total income of 2019 to 9-month period of 2022 equal to 53.27%.

### Administrative expenses

Administrative expenses consist of employee salaries, executive salary, depreciation, and professional fees. In 2019, equal to Bt. 170.41 million, Bt. 137.99 million, Bt. 157.88 million, respectively, in 2020, a decrease of Bt. 32.42 million from the previous year, representing 19.03% and in 2021, an increase of Bt. 19.89 million, representing 14.42% from the previous year in 2021. In 2021, the increase was mainly from the financial advisor fee, which is considered the cost of issuing convertible debentures in the gradual issuance and offering of convertible debentures each time during the year, and loss on impairment of assets from Adjust the value of the rights to use the space of various restaurants that have been closed in recent times.

And for the 9-month period of 2022, it was Bt. 113.31 million, an increase of Bt. 3.48 million from the 9-month period of 2021 due to financial advisory fees from the issuance and offering of convertible debentures. However, the proportion of administrative expenses to total revenues for the year 2019 to the 9-month period of 2022 was 12.20%, 19.67%, 35.59% and 26.43% and the average was equal to 23.47%.

### Net Losses

JCKH has continuous net losses from 2019-2021, equal to Bt. (158.40) million, Bt. (142.01) million, and Bt. (340.03) million, respectively. The losses in the year 2021 was caused by the performance of JCKH in the amount of Bt. (257.59) million and the losses from the purchase of investments in the amount of Bt. (82.40) million because the land and hotel buildings of ASP (The company has invested in ASP since August 2021) belonged to bank creditors and sold by auction. ASP's creditor bank seized the assets. On the acquisition date, ASP had assets worth Bt. 178.80 million. Subsequently, such assets were used to pay debts to banks in the amount of Bt. 96.40 million, resulting in the Company recognized such losses in the amount of Bt. (82.40) million. However, the Company currently has no intention to repurchase such assets because it requires more investment than planned. At the end of 2021, the Company, the seller of ASP and ASP shares, is in the process of negotiating with banks to reduce loan debt and accrued interest.

For the 9-month period of 2022, there was a loss of Bt. (149.82) million, an increase in loss of Bt. (54.21) million from the 9-month period of 2021.

## **Statement of Financial Position**

### Total assets

In 2019, total assets were Bt. 698.49 million, mainly consisting of property, plant and equipment equal to Bt. 445.09 million and other non-current assets equal to Bt. 105.64 million. Then in 2020, total assets were Bt. 1,061.98 million, an increase of Bt. 363.49 million or 52.04%, which increased from the recording of rights-of-use assets according to the Financial Reporting Standard No. 16 on Leases (TFRS16). In 2021, total assets were Bt. 1,196.16 million, an increase of Bt. 134.18 million or 12.63%. The main total assets in 2021 consist of 1) Investment properties in the amount of Bt. 81.63 million from a subsidiary (ASP) having received ownership of land and buildings. 2) Land, buildings, and equipment in the amount of Bt. 654.17 million, which increased from the recognition of land and hotel buildings at the revalued amount of a subsidiary (CPT) in the amount of Bt. 214.80 million. 3) Right of use amounted to Bt. 232.08 million, a decrease of Bt. 183.40 million.

At the end of the 3<sup>rd</sup> quarter of 2022, total assets were Bt. 1,261.45 million, an increase of Bt. 65.29 million or 5.46% from the end of 2021, mainly due to an increase in investment properties of Bt. 86.35 million and an increase in trade accounts receivable in the amount of Bt. 27.56 million according to the increase in revenue, while leasehold assets decreased by Bt. 52.29 million.

### Total Liabilities

JCKH's total liabilities mainly consist of trade accounts and other current payables, short-term loans and lease liabilities. In 2019, total liabilities were Bt. 617.17 million, mainly from trade payables and other current payables in the amount of Bt. 222.80 million, short-term loans in the amount of Bt. 153.21 million and bank overdrafts in the amount of Bt. 95.47 million. In 2020 there were total liabilities of Bt. 1,020.50 million, an increase of Bt. 403.32 million or 65.35%, mainly from the increase in liabilities under the lease according to the adjustment of accounting standards in the amount of Bt. 417.53 million (including the portion due paid within one year and long term), while short-term loans were reduced to Bt. 101.60 million. In 2021, total liabilities were Bt. 1,182.08 million, an increase of Bt. 161.58 million or 15.83% from the previous year. This was due to trade and other payables increasing to Bt. 329.81 million, while lease liabilities decreased to Bt. 270.28 million and short-term loans increased to Bt. 124.24 million. The average between 2019-2021 was 38.70 times, which is quite high because JCKH has sustained accumulated losses resulting in low shareholders' equity compared to total liabilities.

At the end of the 3<sup>rd</sup> quarter of 2022, total liabilities were Bt. 1,157.33 million, a decrease of Bt. 24.74 million, mainly due to a decrease in lease liabilities. While other current liabilities and deferred tax liabilities increased. However, the debt-to-equity ratio was 11.12 times.

### Equity

As of December 31, 2021, JCKH has registered and paid-up capital equal to Bt. 329.34 million, during 2019-2021, the shareholders' equity gradually decreased to Bt. 81.32 million, Bt. 41.48 million and Bt. 14.09 million, respectively. Mainly due to the accumulated loss that continues to increase from operating losses each year. At the same time, JCKH has continued to increase its capital., resulting in an increase in the value of ordinary shares from Bt. 451.84 million in 2019 to Bt. 470.84 million in 2020 and Bt. 601.19 million in 2021, respectively, and at the end of the 3<sup>rd</sup> quarter of 2022, there was a shareholder's equity of Bt. 104.12 million, an increase of Bt. 90.04 million from the end of 2021.

### **Statement of Cash Flows**

During the year 2019 - 2021 and the third quarter of 2022, cash and cash equivalents at the end of the year were Bt. 19.92 million, Bt. 5.16 million, Bt. 9.10 million and Bt. 8.36 million, respectively.

In 2019, the company's net loss before tax decreased to Bt. 155.84 million when adding back depreciation and amortization expenses of Bt. 58.54 million and losses from closing branches of Bt. 3.85 million, etc. The net cash loss in total was Bt. 79.59 million and when combined with the changes in assets and liabilities. As a result, net cash used in operating activities was Bt. 103.30 million. Cash flow used in investing activities amounted to Bt. 47.71 million, mostly from investment in new stores and equipment and change the restaurant brand. And net cash flows from financing activities of Bt. 141.91 million, mostly net acquisitions from cash receipts from bank overdrafts and short-term loans in the amount of Bt. 238.27 million and short-term loan repayments long-term loans and liabilities under hire-purchase and finance lease agreements, including interest expenses. Therefore, cash and cash equivalents at the end of the year were Bt. 19.12 million.

And in 2020, there was a net loss before tax equal to Bt. 142.87 million. However, when adding back depreciation and amortization in the amount of Bt. 184.42 million, which is mainly the depreciation of assets in the category of rights of use according to the financial reporting standard No. 16 on leases that have been applied since January 2020, the overall net profit in cash was Bt. 82.72 million. And when combined with the changes in assets and liabilities, the net cash received from operating activities was Bt. 119.40 million. Cash flow used in investing activities amounted to Bt. 5.03 million, mainly from investments in new stores and equipment and new restaurant brands. And net cash used in financing activities of Bt. 129.13 million was mainly used as a net payment for short-term loans and lease liabilities, including interest expenses, although there was cash received from capital increase and short-term loans. Cash and cash equivalents at the end of the year were Bt. 5.16 million.

And in 2021, the net loss before tax increased to Bt. 342.20 million when adding back depreciation and amortization of Bt. 211.91 million, most of which were depreciation of rights-of-use assets in accordance with the financial reporting standards. 16 Lease matter which has been applied since January 2020, resulting in a total net cash loss of Bt. 27.34 million. And when combined with the changes in assets and liabilities, the net cash used in operating activities was Bt. 31.87 million. However, cash flow used in investing activities amounted to Bt. 140.06 million, mostly from investments in new stores and equipment and rebranding restaurants, including the acquisition of shares in subsidiaries of

Bt. 31 million. And net cash flows from financing activities of Bt. 175.87 million, mainly from cash receipts from the issuance of convertible debentures and capital increase of Bt. 281.24 million and repayment of short-term loans and repayment of lease liabilities including interest expenses. Therefore, cash and cash equivalents at the end of the year were Bt. 9.10 million.

And in the third quarter of 2022, the net loss before tax decreased to Bt. 148.82 million when adding back depreciation and amortization expenses of Bt. 142.62 million, most of which were depreciation of rights-of-use assets according to the financial reporting standards No. 16 Lease Agreement which has been applied since January 2020, resulting in a total cash net loss of Bt. 37.07 million. And when combined with the changes in assets and liabilities, the net cash used in operating activities was Bt. 27.31 million. And, cash flow used in investing activities amounted to Bt. 35.74 million, mainly from investment in new stores and equipment and rebranding restaurants. And net cash flows from financing activities of Bt. 62.29 million, mainly from cash receipts from the issuance of convertible debentures and capital increase of Bt. 172.50 million and repayment of short-term loans and repayment of lease liabilities including interest expenses. Therefore, cash and cash equivalents at the end of the year were Bt. 8.36 million.

### Financial Ratios

Financial Ratios	Unit	Year 2020	Year 2021	Year 2022
		Ended Dec 31	Ended Dec 31	Ended Sep 30
<b>Liquidity Ratios</b>				
1.Current Ratio	times	0.19	0.19	0.21
2.Quick Ratio	times	0.08	0.09	0.12
<b>Activity Ratios</b>				
3.Account Receivable Turnover	times	15.16	7.53	6.87
4.Average Collection Period	days	24.08	48.46	53.16
5.Fixed Asset Turnover	times	1.07	0.51	0.66
6.Account Payable Turnover	times	1.24	0.81	0.83
7.Average Payment Period	days	295.50	452.37	437.51
8.Cash Cycle	days	(214.54)	(321.54)	(323.56)
9.Inventory Turnover	times	6.42	4.43	6.00
10.Average Sale (Inventory) Period	days	56.87	82.37	60.79
11.Total Asset Turnover	times	0.80	0.39	0.47
<b>Leverage Ratios</b>				
12.D/E Ratio	times	24.60	83.92	11.12
13.Interest Coverage Ratio	times	(3.92)	(8.19)	(4.69)
<b>Profitability Ratios</b>				
14.Gross Profit Margin	%	59.75	47.73	47.58
15.Net Profit Margin	%	(20.25)	(76.65)	(34.94)
16.Return on Asset	%	(12.94)	(27.01)	(13.31)
17.Return on Equity	%	(231.29)	(1,223.82)	(337.99)

## **Attachment 2**

### **Summary Information of the Company's Assets Appraisal**

In order to do a valuation of JCKH by using the Adjusted Book Value Approach, it is necessary to appraise the value of important assets of JCKH and its 2 subsidiaries which are ASP and CPT to compare between the fair value from the appraisal and book value. The differences will be calculated in the Adjusted Book Value Approach. JCKH therefore appointed independent appraisers, which are approved by the Valuers Association of Thailand ("VAT") and approved by the SEC with the public interest objective. Asset appraisal report can be classified by the independent appraisers which can be summarized as follows:

Assets list	Appraised value (Bt. Million)		
	Land	Building and Structures	Total
<b>JCKH</b>			
Asset No. 1	211.84	73.26	285.10
Asset No. 2	11.70	-	11.70
Asset No. 3	9.23	-	9.23
Asset No. 4	5.88	-	5.88
Asset No. 5	2.35	-	2.35
Asset No. 6	-	11.80	11.80
Asset No. 7	6.68	17.04	23.72
<b>ASP</b>			
Asset No. 8	42.65	125.32	167.97
<b>CPT</b>			
Asset No. 9	34.36	178.56	212.92
<b>Total</b>	<b>324.69</b>	<b>405.97</b>	<b>730.66</b>

Note: 1/ In the evaluation the fair value of different types of assets, different approach is used, i.e. land using the Market Price Comparison Approach, Building and structures used the Replacement Cost Approach and depreciated according to the use condition.

#### **Asset No. 1**

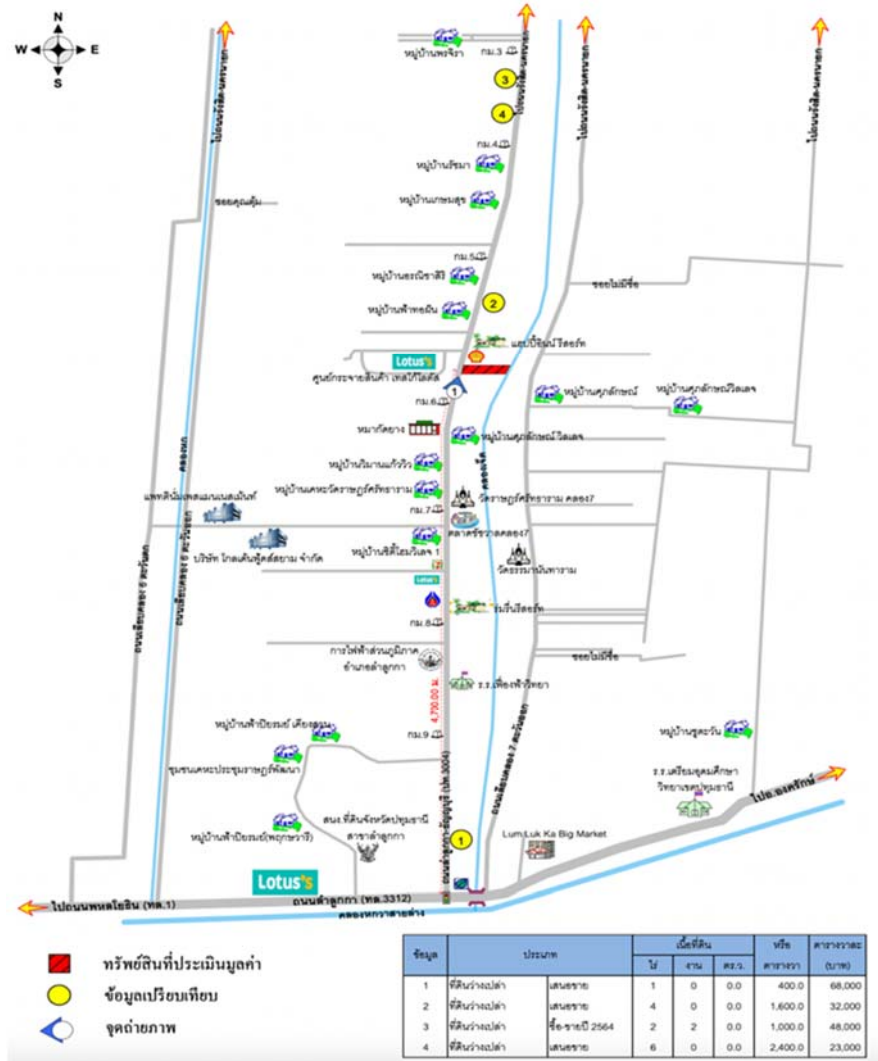
#### **Land with Building located at Moo 3, Lumlukka-Thanyburi Road, Bueng Kam Proi, Lumlukka, Pathumthani**

##### **(1) Land Valuation**

In land appraisal, the independent appraiser used market price comparison by selecting the market price information that is being offered for sale in the area that the property is located or nearby (Sale Comparison Approach), that is, any asset with similar characteristics will have similar values. Considering factors such as location, transportation, land size and shape, environment and public utilities, etc. Then, analyze and adjust the price that is different from the market price data (Adjusted Grid Sale Analysis) and analyze the weight of the data (Weight Quality Score). Detail of the appraised land are summarized as follows:

Objective	Public interest
The Appraiser	Southeast Asia International Company Limited
Report Date	30 September 2022
Report Number	65GEN10/0014
Title deed of land/ Area	Title Deed No. 46961 <b>Total area of 13 Rai 0 Ngan 96 Sq. wah (5,296 sq.wah)</b>
Characteristic	Land with building
Location	11/1 Moo. 3 Klong Jed Road (portor.3004) Bueng Kam Proi, Lamlukka, Pathumthani
Land condition and contact territory	Land with rectangular shape, the north and south are adjacent to other private land, the east is connected to soi klong 7, the west is connected to public road (rural road no.3004).
Ownership	JCKH
Registered Obligations	Mortgaged as collateral with Kasikorn Bank Public Company Limited
Assessment date	27 September 2022
Asset value by cost method	285,095,000 Baht

The picture shows the location of the land



Comparison table of data and weighted scoring prepared by an independent appraiser

List	The Asset	Comparative No.1	Comparative No.2	Comparative No.3
Location	Lamlukka-Thanyaburi Road (Portor.3004)	Lamlukka-Thanyaburi Road (Portor.3004)	Lamlukka-Thanyaburi Road (Portor.3004)	Lamlukka-Thanyaburi Road (Portor.3004)
Trading / offering period		On the day of survey	On the day of survey	Traded in 2021
Land Size (Rai-Ngan-Sq.wah)	13-0-96 or 5,296 sq.wah	1-0-0 or 400 sq.wah	4-0-0 or 1,600 sq.wah	2-2-0 or 1,000 sq.wah
Selling Price (Baht/sq. wah)		68,000.-	32,000.-	48,000.-
Adjusted Price <sup>1/</sup> (Baht/sq. wah)		64,600.-	31,360.-	48,000.-
Weighted average		20%	60%	20%
Market Price (Baht/sq. wah)	40,103.-	10,793.-	19,983.-	9,328.-
Net Value <sup>2/</sup> (Baht/sq. wah)	40,000.-			

Note: 1/ Considering both external and internal factors of comparative information 1-3 compared to the appraised asset such as ownership, condition of sale, market conditions, location, land size and shape, entrance-exit, asset legal restriction, and physical condition.

2/ Roundedup value

The independent appraiser has compared asset with comparative no. 2 and view that its location, environment, land size, physical condition of land and legal restriction are similar. Therefore, the asset should have higher value compared to comparative no. 2 (Company's land is developed when compared to vacant land). The market value of land appraised by the independent appraiser is Bt. 40,000 per square wah or **equal to the fair value of 211,840,000 Baht.**



**(2) Building and Improvements Valuation**

In valuation of building and improvements, the independent appraiser uses Cost Approach to calculate Net Depreciated Replacement Cost which considers the Replacement Cost New obtained from the Standard Cost of the standard construction cost data of Valuers Association of Thailand ("VAT"), then deducted with depreciation of building and improvement by estimated physical depreciation is 2-10% per year. Details are as follow:

List	Area (sqm.)	Replacement Cost New (Baht)	Total Depreciation (%)	Value as-is (Baht)
1. Factory and warehouse	3,336.00	39,285,000	18%	32,213,700
2. Stainless factory	2,320.00	20,976,000	18%	17,200,320
3. Cafeteria building	288.00	3,456,000	18%	2,833,920
4. Car wash building	63.00	378,000	18%	309,960
5. Laundry building	15.00	120,000	18%	98,400
6. Warehouse building 1	398.40	2,980,400	5%	2,831,380
7. Warehouse building 2	768.00	2,880,000	5%	2,736,000
8. Open area with roof covering 1	70.00	315,000	5%	299,250
9. Open area with roof covering 2	75.00	337,500	5%	320,625
10. Garage building 1	252.00	378,000	18%	309,960
11. Garage 1	264.00	396,000	18%	324,720
12. Security house	17.75	89,125	18%	73,083
13. Open area with roof covering 3	35.00	157,500	5%	149,625
14. Garbage station	20.00	90,000	18%	73,800
15. Waste water treatment pond1	68.00	544,000	18%	446,080
16. Waste water treatment pond2	28.00	224,000	18%	183,68
17. Improvements <sup>/1</sup>	6,592.00	17,848,000	28%	12,850,560
<b>Total Replacement Cost New (RCN) of Buildings and other improvements</b>				<b>73,255,000</b>

Note: 1/ Improvements consist of reinforced concrete road with total area of 5,000 square meters and reinforced concrete fence and soil wall with total area of 1,592 square meters

In summary, the market value of buildings and improvements appraised by the independent appraiser is equal to **73,255,000 Baht.**

**Summary of Valuation of Land, Buildings and Improvements**

List	Detail	Price per unit	Total Value (Baht)
1. Land	13 Rai 96 square wah (5,296 sq. wah)	40,000	211,840,000
2. Buildings and improvements	16 items and improvements	1,500 – 16,000	73,225,000
<b>Total Value</b>			<b>285,095,000</b>

According to the appraisal of land, buildings, and improvements of JCKH by the independent appraiser, total value of the assets equal to **285,095,000 Baht.**

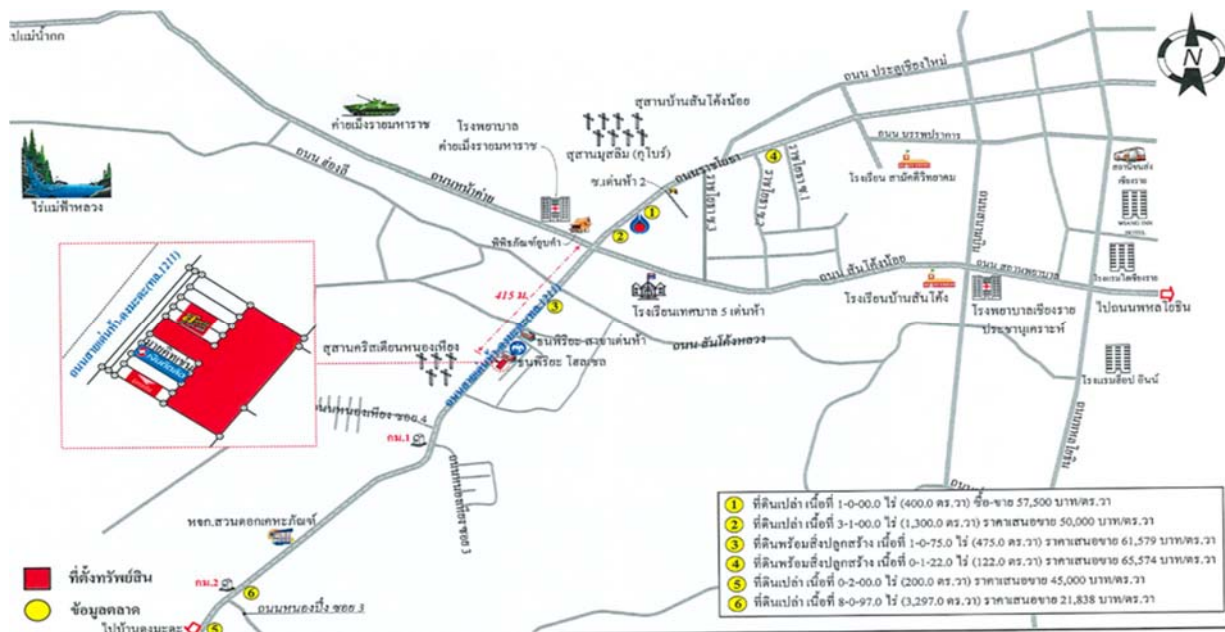
**Asset No. 2****Vacant land located on Sai Den Har-Dong Ma Da Road, Rob Wieng, Mueang Chiang Rai, Chiang Rai****(1) Land Valuation**

In land appraisal, the independent appraiser used market price comparison by selecting the market price information that is being offered for sale in the area that the property is located or nearby (Sale Comparison Approach), that is, any asset with similar characteristics will have similar values. Considering factors such as location, transportation, land size and shape, environment and public utilities, etc. Then, analyze and adjust the price that is different from the market price data (Adjusted Grid Sale Analysis) and analyze the weight of the data (Weight Quality Score). Detail of the appraised land are summarized as follows:

Objective	Public interest
The Appraiser	General Valuation & Consultants Co., Ltd.
Report Date	11 November 2022
Report Number	GVC 22-2831
Title deed of land/ Area	Title deed no. 19878 Area according to land deed 2 Ngan 24.9 sq. wah (224.9sq. wah) <b>Appraised land area 0-2-12.65 Rai หรือ 212.65 sq. wah<sup>1/</sup></b>
Characteristic	Vacant land
Location	Adjacent to Saiden5-Dongmada (torlor1211), Mueang Chiang Rai, Chiang Rai
Land condition and contact territory	Polygon land west side is connected to Saiden5-Dongmada Road (torlor1211), other side is connected to private land.
Ownership	JCKH
Registered Obligations	None
Assessment date	7 November 2022
Asset value by cost method	11,695,750 Baht

Note: 1/ on the survey date, it was found that there were buildings from commercial buildings located on the land to the west of the appraised asset. There has been an extension of the building encroaching on the land of the appraised asset.

The picture shows the location of the land



**Comparison table of data and weighted scoring prepared by an independent appraiser**

List	The Asset	Comparative No.1	Comparative No.2	Comparative No.3
Location	Saiden5-Dongmada Road	Rachyotha Road	Rachyotha Road	Saiden5-Dongmada Road
Trading / offering period		November 2022	November 2022	November 2022
Land Size (Rai-Ngan-Sq.wah)	0-2-12.65 or 212.65 sq. wah	1-0-00 or 400 sq. wah	3-1-00 or 1,300 sq. wah	1-0-75.0 or 475 sq. wah
Selling Price (Baht/sq. wah)		57,500	50,000	61,579
Adjusted Price <sup>1/</sup> (Baht/sq. wah)		54,625	53,350	55,575
Weighted average		0.5	0.1	0.4
Market Price (Baht /sq. wah)	<b>54,878</b>			
<b>Net Value<sup>2/</sup> (Baht/sq. wah)</b>	<b>55,000</b>			

Note: 1/ Considering both external and internal factors of comparative information 1-3 compared to the appraised asset such as ownership, condition of sale, market conditions, location, land size and shape, entrance-exit, asset legal restriction, and physical condition.

2/ rounded up value

The independent appraiser has compared asset with comparative no.1-3 and view that its location, environment, land size, physical condition of land and legal restriction are similar. Therefore, the asset should have similar price to comparative no.1-3. The market value of land appraised by the independent appraiser is Bt. 55,000 per square wah or **equal to the fair value of 11,695,750 Baht.**

**Summary of Land Valuation**

List	Detail	Price per unit	Total Value (Baht)
1. Land	2 Ngan 12.65 sq. wah or 212.65 sq. wah	55,000	11,695,700

According to the appraisal of land of JCKH by the independent appraiser, total value of the assets equal to **11,695,700 Baht.**

### Asset No. 3

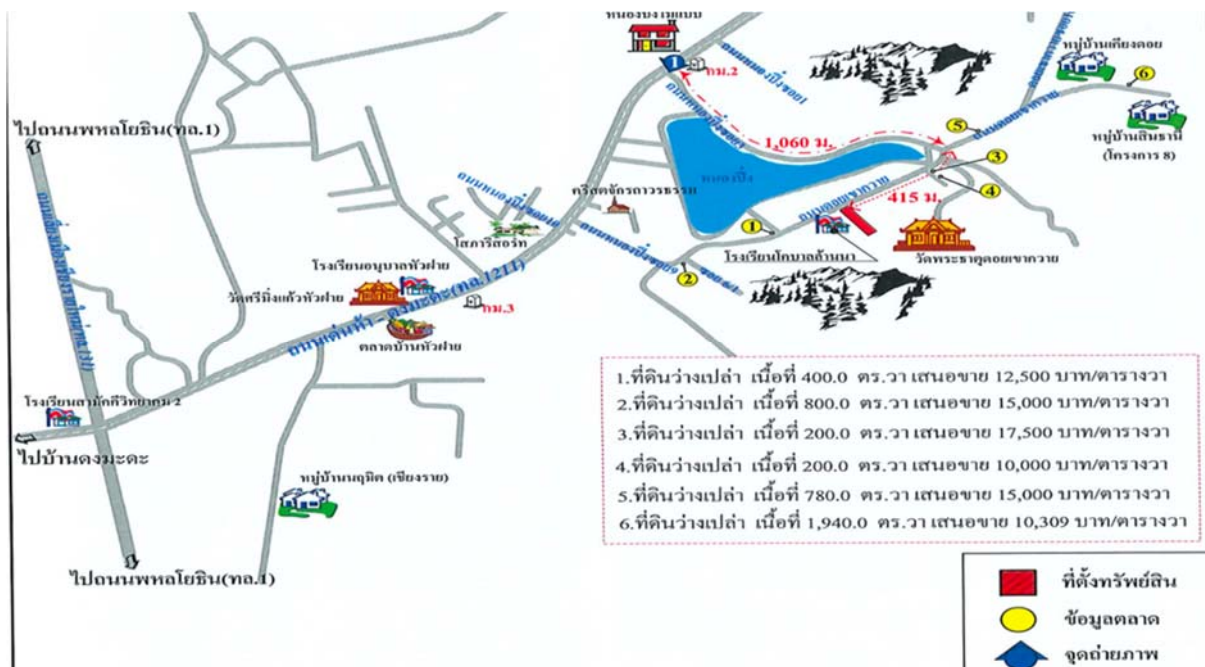
**Vacant land located on Doi Khao Kwai road, separated from Nong Pueng Road soi 3, Den Ha Road, Rob Wiang, Mueang Chiang Rai, Chiang Rai**

**(1) Land Valuation**

In land appraisal, the independent appraiser used market price comparison by selecting the market price information that is being offered for sale in the area that the property is located or nearby (Sale Comparison Approach), that is, any asset with similar characteristics will have similar values. Considering factors such as location, transportation, land size and shape, environment and public utilities, etc. Then, analyze and adjust the price that is different from the market price data (Adjusted Grid Sale Analysis) and analyze the weight of the data (Weight Quality Score). Detail of the appraised land are summarized as follows:

Objective	Public Interest
The Appraiser	General Valuation & Consultants Co., Ltd.
Report Date	11 November 2022
Report Number	GVC 22-2832
Title deed of land/ Area	Title deed no. 64188 <b>Total Area of 1-3-10 Rai or 710 sq.wah</b>
Characteristic	Vacant land
Location	Doi Khao Kwai Road, separated from Nong Pueng Road soi 3, Den Ha Road, Rob Wiang, Mueang Chiang Rai, Chiang Rai
Land condition and contact territory	Rectangular shape with all side adjacent to public utilities.
Ownership	JCKH
Registered Obligations	None
Assessment date	7 November 2022
Asset value by cost method	9,230,000 Baht

The picture shows the location of the land



**Comparison table of data and weighted scoring prepared by an independent asset appraiser**

List	The Asset	Comparative No.1	Comparative No.2	Comparative No.3
Location	Next to Don Khao Kwai Road	Next to Don Khao Kwai Road	Next to Don Khao Kwai Road	Next to Don Khao Kwai Road
Trading / offering period		November 2022	November 2022	November 2022
Land Size (Rai-Ngan-Sq.wah)	1-3-10 or 710 sq.wah	1-0-00 or 400 sq. wah	2-0-00 of 800 sq. wah	0-2-00 or 200 sq.wah
Selling Price (Baht/sq. wah)		12,500	15,000	17,500
Adjusted Price <sup>1/</sup> (Baht/sq. wah)		12,250	13,500	14,175
Weighted average		0.4	0.5	0.1
Market Price (Baht /sq. wah)	<u>13,068</u>			
<b>Net Value<sup>2/</sup> (Baht/sq. wah)</b>	<b><u>13,000</u></b>			

Note: 1/ Considering both external and internal factors of comparative information 1-3 compare to the appraised asset such as ownership, condition of sale, market conditions, location, land size and shape, entrance-exit, asset legal restriction, and physical condition.

2/ Rounded up value

The independent appraiser has compared asset with comparative no.1-3 and view that its location, environment, land size, physical condition of land and legal restriction are similar. Therefore, the asset should have similar price to comparative no.1-3. The market value of land appraised by the independent appraiser is Bt. 13,000 per square wah or equal to the fair value of 9,230,000 **Baht**.

**Summary of Land Valuation**

List	Detail	Price per unit	Total Value (Baht)
1. Land	1 Rai 3 Ngan 10 sq.wah(710 sq.wah)	13,000	9,230,000

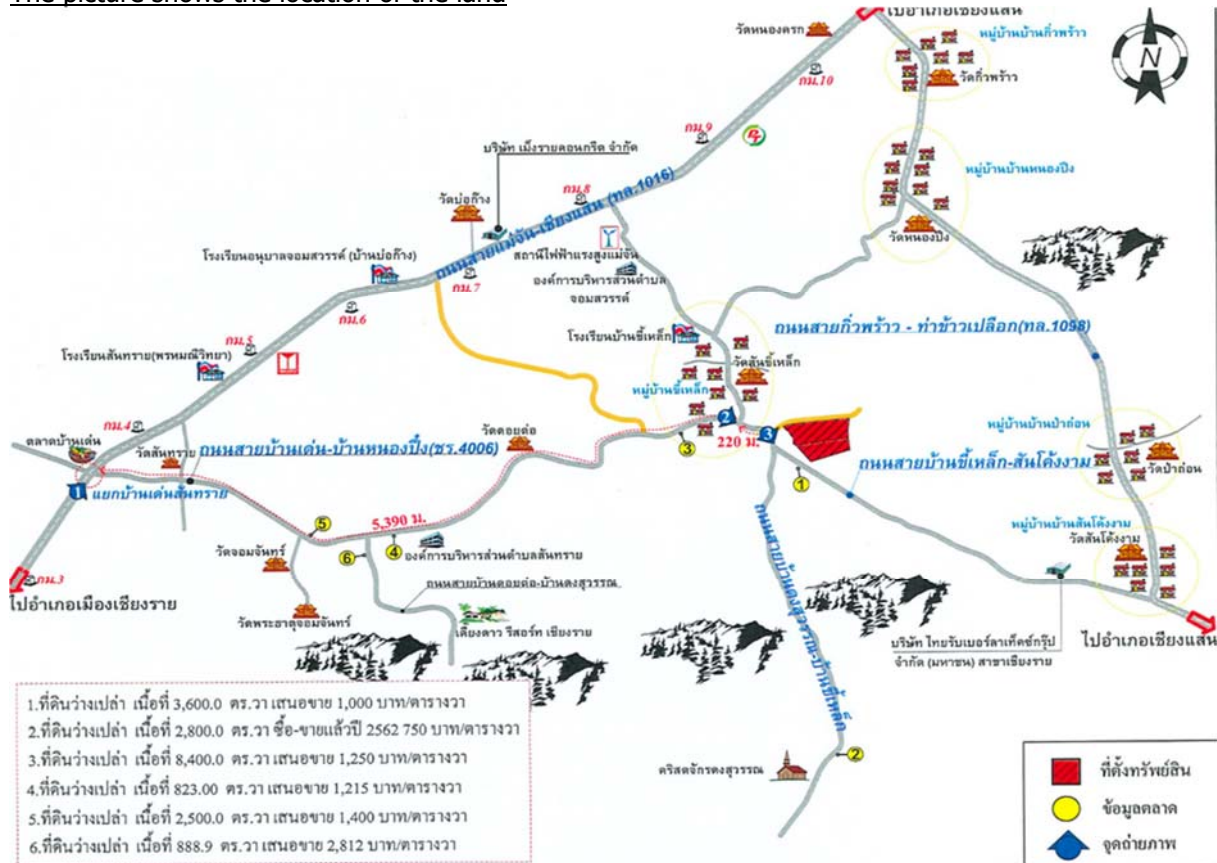
According to the appraisal of land of JCKH by the independent appraiser, total value of the assets equal to **9,230,000 Baht**.

**Asset no. 4****Vacant land located next to no-name soi, separated from Sai Ban Khi Lhek Road- San Kong Ngam, San Sai Noi, Maechun, Chiang Rai****(1) Land Valuation**

In land appraisal, the independent appraiser used market price comparison by selecting the market price information that is being offered for sale in the area that the property is located or nearby (Sale Comparison Approach), that is, any asset with similar characteristics will have similar values. Considering factors such as location, transportation, land size and shape, environment and public utilities, etc. Then, analyze and adjust the price that is different from the market price data (Adjusted Grid Sale Analysis) and analyze the weight of the data (Weight Quality Score). Detail of the appraised land are summarized as follows:

Objective	Public Interest
The Appraiser	General Valuation & Consultants Co., Ltd.
Report Date	11 November 2022
Report Number	GVC 22-2833
Title deed of land/ Area	Title deed no. 18843 and 18844 <b>Total Area of 16-1-38 Rai or 6,538 sq.wah</b>
Characteristic	Vacant land
Location	next to no-name soi, separated from Sai Ban Khi Lhek Road- San Kong Ngam, San Sai, Maechun, Chiang Rai
Land condition and contact territory	Polygon land, the north I adjacent to public road, the south is the land no.50, the east is vacant land and the west is next to public mine.
Ownership	JCKH
Registered Obligations	None
Assessment date	8 November 2022
Asset value by cost method	5,884,200 Baht

The picture shows the location of the land



**Comparison table of data and weighted scoring prepared by an independent asset appraiser**

List	The Asset	Comparative No.1	Comparative No.4	Comparative No.5
Location	No name soi, separate from Sai Ban Khee Lhek Road-SanKong Ngam	Sai Ban Khee Lhek Road-SanKong Ngam	Sai Ban Den – Ban Nhong Pung Road	Sai Ban Den – Ban Nhong Pung Road
Trading / offering period		November 2022	November 2022	November 2022
Land Size (Rai-Ngan-Sq.wah)	16-1-38 or 6,538 sq.wah	9-0-00 or 3,600 sq.wah	2-0-23 or 823 sq.wah	6-1-00 or 2,500 sq.wah
Selling Price (Baht/sq. wah)		1,000	1,215	1,400
Adjusted Price <sup>1/</sup> (Baht/sq. wah)		970	1,179	1,358
Weighted average		0.5	0.2	0.3
Market Price (Baht /sq. wah)	<u>903</u>			
<b>Net Value<sup>2/</sup> (Baht/sq. wah)</b>	<b><u>900</u></b>			

Note: 1/ Considering both external and internal factors of comparative information 1, 4 and 5 compare to the appraised asset such as ownership, condition of sale, market conditions, location, land size and shape, entrance-exit, asset legal restriction, and physical condition.

2/ Rounded up value

The independent appraiser has compared asset with comparative no.1,4 and 5 and view that its location, environment, land size, physical condition of land and legal restriction are similar. Therefore, the asset should have similar price to comparative no.1,4 and 5. The market value of land appraised by the independent appraiser is Bt. 900 per square wah or equal to the fair value of **5,884,200 Baht.**

**Summary of land valuation**

List	Detail	Price per unit	Total Value (Baht)
1. Land	16 Rai 1 Ngan 38 sq.wah (6,538 sq.wah)	900	5,884,200

According to the appraisal of land of JCKH by the independent appraiser, total value of asset equal to **5,884,200 Baht.**



**Asset no. 5****Vacant land located on Sai Ban Kee Lhek- San Kong Ngam Road, Jom Sawan, Mae Chun, Chiang Rai****(1) Land Valuation**

In land appraisal, the independent appraiser used market price comparison by selecting the market price information that is being offered for sale in the area that the property is located or nearby (Sale Comparison Approach), that is, any asset with similar characteristics will have similar values. Considering factors such as location, transportation, land size and shape, environment and public utilities, etc. Then, analyze and adjust the price that is different from the market price data (Adjusted Grid Sale Analysis) and analyze the weight of the data (Weight Quality Score). Detail of the appraised land are summarized as follows:

Objective	Public Interest
The Appraiser	General Valuation & Consultants Co., Ltd.
Report Date	15 November 2022
Report Number	GVC 22-2834
Title deed of land/ Area	Land no.1: Title deed no.24046 with area of 3-2-57 Rai or 1,457 sq.wah Land no.2: Title deed no. 53814 with area of 2-0-90 Rai or 890 sq.wah <b>Total area of 5-3-47 Rai or 2,347 sq.wah</b>
Characteristic	Vacant land
Location	Sai Ban Kee Lhek- San Kong Ngam Road, Jom Sawan, Mae Chun, Chiang Rai
Land condition and contact territory	Polygon land, level is 1 meter lower than the road. The west is next to Sai Ban Khi Lhek- San Kong Ngam Road, other is adjacent to public mine.
Ownership	JCKH
Registered Obligations	none
Assessment date	8 November 2022
Asset value by cost method	2,347,000 Baht

The picture shows the location of the land



Comparison table of data and weighted scoring prepared by an independent appraiser

List	The Asset	Comparative No.1	Comparative No.4	Comparative No.5
Location	Sai Ban Khee Lhek Road-SanKong Ngam	Sai Ban Khee Lhek Road-SanKong Ngam	Sai Ban Den – Ban Nhong Pung Road	Sai Ban Den – Ban Nhong Pung Road
Trading / offering period		November 2022	November 2022	November 2022
Land Size (Rai-Ngan-Sq.wah)	5-3-47 or 2,347 sq.wah	9-0-00 or 3,600 sq.wah	2-0-23 or 823 sq.wah	6-1-00 or 2,500 sq.wah



List	The Asset	Comparative No.1	Comparative No.4	Comparative No.5
Selling Price (Baht/sq. wah)		1,000	1,215	1,400
Adjusted Price <sup>1/</sup> (Baht/sq. wah)		970	1,179	1,358
Weighted average		0.45	0.05	0.50
Market Price (Baht/sq. wah)	<u>958</u>			
<b>Net Value<sup>2/</sup> (Baht/sq. wah)</b>	<b><u>1,000</u></b>			

Note: 1/ Considering both external and internal factors of comparative information 1, 4 and 5 compare to the appraised asset such as ownership, condition of sale, market conditions, location, land size and shape, entrance-exit, asset legal restriction, and physical condition.

2/ Rounded up value

The independent appraiser has compared asset with comparative no.1,4 and 5 and view that its location, environment, land size, physical condition of land and legal restriction are similar. Therefore, the asset should have similar price to comparative no.1,4 and 5. The market value of land appraised by the independent appraiser is Bt. 1,000 per square wah or equal to the fair value of **2,347,000 Baht**.

### **Summary of land valuation**

List	Detail	Price per unit	Total Value (Baht)
1. Land	5 Rai 3 Nngan 47 sq.wah (2,347 sq.wah)	1,000	2,347,000

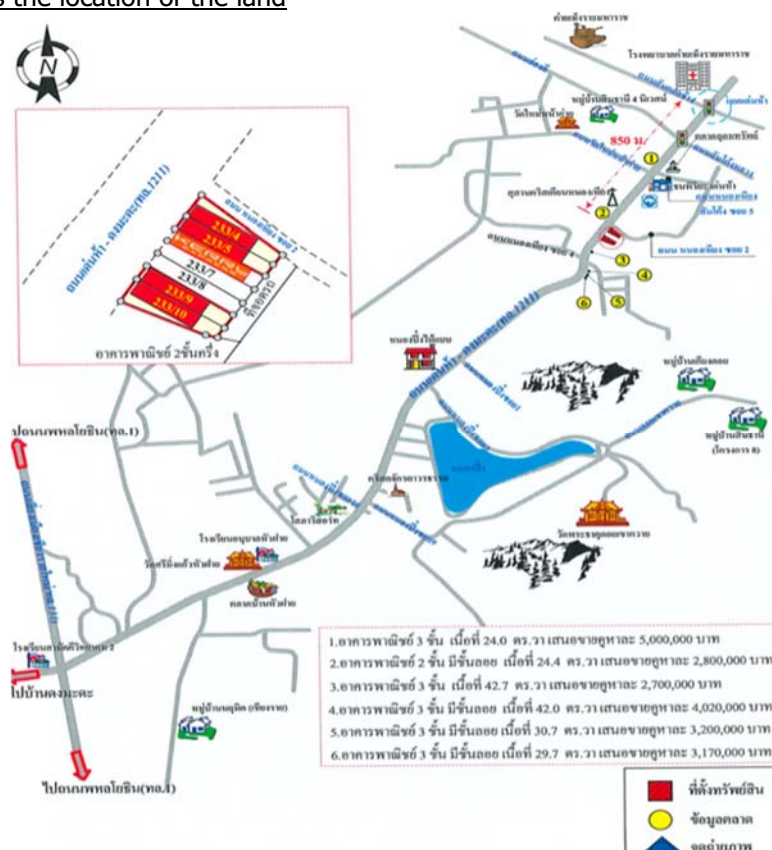
According to the appraisal of land of JCKH by the independent appraiser, total value of asset equal to **2,347,000 Baht**

**Asset no. 6****4 Rooms of 3-Floor Commercial Buildings no.223/4-5 and no.223/9-10 located on Sai Den Ha-Dong Ma Da Road, Rob Wiang, Mueang, Chiang Rai****(1) Commercial Building Valuation**

In commercial building appraisal, the independent appraiser used market price comparison by selecting the market price information that is being offered for sale in the area that the property is located or nearby (Sale Comparison Approach), that is, any asset with similar characteristics will have similar values. Considering factors such as location, transportation, land size and shape, environment and public utilities, etc. Then, analyze and adjust the price that is different from the market price data (Adjusted Grid Sale Analysis) and analyze the weight of the data (Weight Quality Score). Detail of the appraised land are summarized as follows:

Objective	Public Interest
The Appraiser	General Valuation & Consultants Co., Ltd.
Report Date	11 November 2022
Report Number	GVC 22-2835
Title deed of land/ Area	Title deed no. 63604, 134656,134657 และ 134661 <b>Total area of 0-1-15.2 (115.2 sq.wah)</b>
Characteristic	Commercial Building
Location	No. 223/4-5 and 223/9-10 Sai Den Ha- Dong Ma da Road, Rob Wiang, Mueang Chiang Rai, Chiang Rai
Detail of commercial building	no.223/4 located on title deed no. 134656 (total usable area 207.2 sq.m.) no.223/5 located on title deed no. 134657 (total usable area 207.2 sq.m.) no.223/9 located on title deed no. 134661 (total usable area 207.2 sq.m.) no.223/10 located on title deed no. 63604 (total usable area 207.2 sq.m.)
Ownership	JCKH
Registered Obligations	none
Assessment date	7 November 2565
Asset value by cost method	11,800,000 Baht

The picture shows the location of the land



## Market Comparison Method

### Comparison table of data and weighted scoring prepared by an independent appraiser

List	The Asset	Comparative No.2	Comparative No.3	Comparative No.6
Asset characteristic	3-floor Commercial building no. 223/4 (corner)	2.5 floor commercial building	3 floor commercial building	3.5 floor commercial building
Location	Sai Den Ha-Dong Ma Da Road			
Area (Sq. wah)	33.6	24.4	42.7	29.7
Width	4 m.	4 m.	4 m.	4 m.
Environment		Commercial	Living and commercial	Commercial
Trading / offering period		November 2022	November 2022	November 2022
Selling Price (Bt./Room)		2,800,000	2,700,000	3,170,000
<b>Adjusted Value (Bt./Room)</b>		3,939,363	2,374,529	3,343,473
Weighted average		0.2	0.3	0.5
Market price (Baht)	3,171,968			
<b>Net Market Price (Baht)<sup>2/</sup></b>	<b>3,200,000</b>			

Note: 1/ Considering both external and internal factors of comparative information 2,3 and 6 compared to the appraised asset such as ownership, condition of sale, market conditions, location, land size and shape, entrance-exit, asset legal restriction, and physical condition.

2/ Rounded up value

List	The Asset	Comparative No.2	Comparative No.5	Comparative No.6
Asset characteristic	3-floor commercial building no.223/5 (middle)	2.5 floor commercial building	3.5 floor commercial building	3.5 floor commercial building
Location	Sai Den Ha-Dong Ma Da Road			
Area (Sq. wah)	24	24.4	30.7	29.7
Width	4 m.	4 m.	4 m.	4 m.
Environment		Commercial	Commercial	Commercial
Trading / offering period		November 2022	November 2022	November 2022
Selling Price (Bt./Room)		2,800,000	3,200,000	3,170,000
<b>Adjusted Value (Bt./Room)</b>		3,002,334	2,644,391	2,636,596
Weighted average		0.34	0.30	0.36
Market price (Baht)	2,763,285			
<b>Net Market Price<sup>2/</sup> (Baht)</b>	<b>2,800,000</b>			

Note: 1/ Considering both external and internal factors of comparative information 2,5 and 6 compared to the appraised asset such as ownership, condition of sale, market conditions, location, land size and shape, entrance-exit, asset legal restriction, and physical condition.

2/ Rounded up value

List	The Asset	Comparative No.2	Comparative No.5	Comparative No.6
Asset characteristic	3-floor commercial building no.223/9 (middle)	2.5 floor commercial building	3.5 floor commercial building	3.5 floor commercial building
location	Sai Den Ha-Dong Ma Da Road			
Area (Sq. wah)	24	24.4	30.7	29.7
Width	4 m.	4 m.	4 m.	4 m.
Environment		Commercial	Commercial	Commercial
Trading/ offering period		November 2022	November 2022	November 2022
Selling Price (Bt./Room)		2,800,000	3,200,000	3,170,000
<b>Adjusted Value (Bt./Room)</b>		3,002,334	2,644,391	2,636,596
Weighted average		0.34	0.30	0.36
Market price (Baht)	2,763,285			
<b>Net Market Price<sup>2/</sup> (Baht)</b>	<b>2,800,000</b>			

Note: 1/ Considering both external and internal factors of comparative information 2,5 and 6 compared to the appraised asset such as ownership, condition of sale, market conditions, location, land size and shape, entrance-exit, asset legal restriction, and physical condition.

2/ Rounded up value

List	The Asset	Comparative No.2	Comparative No.3	Comparative No.6
Asset characteristic	3-floor Commercial building no. 223/4 (corner)	2.5 floor commercial building	3 floor commercial building	3.5 floor commercial building
location	Sai Den Ha-Dong Ma Da Road			
Area (Sq. wah)	33.6	24.4	42.7	29.7

List	The Asset	Comparative No.2	Comparative No.3	Comparative No.6
Width	4 m.	4 m.	4 m.	4 m.
Environment		Commercial	Living and commercial	Commercial
Trading/ offering period		November 2022	November 2022	November 2022
Selling Price (Bt./Room)		2,800,000	2,700,000	3,170,000
<b>Adjusted Value (Bt./Room)</b>		3,900,359	2,351,019	3,310,693
Weighted average		0.15	0.40	0.45
Market price (Baht)	<u>3,015,273</u>			
<b>Net Market Price<sup>2/</sup> (Baht)</b>	<b><u>3,000,000</u></b>			

Note: 1/ consider both external and internal factors of comparative information 2,3 and 6 compare to the appraised asset such as ownership, condition of sale, market conditions, location, land size and shape, entrance-exit, asset legal restriction, and physical condition.

2/ Rounded up value

As the appraised assets are 3-floor commercial buildings that were built specifically for commercial purpose. From all 4 comparable information, the independent appraiser has compared the assets with the comparative information and sees that the location, surrounding, width, area, and physical characteristics of commercial buildings and legal regulations are similar.

### **Summary of appraised asset value by Market Comparison Approach**

list	Appraised value (Baht)
1. 3-floor commercial building no.223/4 (corner)	3,200,000
2. 3-floor commercial building no.223/5 (middle)	2,800,000
3. 3-floor commercial building no.223/9 (middle)	2,800,000
4. 3-floor commercial building no.223/10 (corner)	3,000,000
<b>Total Appraised Value</b>	<b>11,800,000</b>

Therefore, the independent appraiser determined total value of the commercial building to be **11,800,000 Baht.**

### **Valuation of commercial building by Cost Approach**

In valuation of commercial building the independent appraiser uses Cost Approach to calculate Net Depreciated Replacement Cost which considers the Replacement Cost New obtained from the Standard Cost of the standard construction cost data of Valuers Association of Thailand ("VAT"), then deducted with depreciation of building and improvement by estimated physical depreciation is 2-10% per year. Details are as follow.

List	Area (sqm.)	Replacement Cost New (Baht)	Total Depreciation (%)	Value as-is (Baht)
1. 3-floor commercial building no.223/4 (corner)	177.2	1,505,600	10%	1,355,040
2. 3-floor commercial building no.223/5 (middle)	177.2	1,432,600	10%	1,289,340
3. 3-floor commercial building no.223/9 (middle)	177.2	1,432,600	10%	1,289,340
4. 3-floor commercial building no.223/10 (corner)	177.2	1,505,600	10%	1,355,040
<b>Total Replacement Cost New (RCN) of Commercial Buildings</b>		<b>5,876,400</b>		<b>5,288,760</b>

In summary, the market value of commercial buildings appraised by the independent appraiser is equal to **5,288,760 Baht.**

### **Summary of valuation of commercial buildings**

List	Detail	Total Value (THB)	
		Market Price Approach	Cost Approach
1. Commercial Buildings	4 rooms with total usable area of 708.8 sq.m.	11,800,000	5,288,760

Therefore, the appraised assets are commercial buildings which are specifically built for commercial purposes and there is comparative information that is very similar to assets, including being a type of property that is traded-sold in the market that have buying-selling information to compare with appraised assets. The independent appraiser considers that Market Price Approach is an appropriate method for valuing asset, which has the total value equal to **11,800,00 Baht.**

**Asset no. 7****4 Rooms of 3-Floor Commercial Buildings no.390/14-17 Soi San Ka Yom 1, Outer Ring Road in Chiang Mai, San Sai Noi, San Sai, Chiang Mai.****Land and Commercial Building Valuation**

In commercial building appraisal, the independent appraiser used market price comparison by selecting the market price information that is being offered for sale in the area that the property is located or nearby (Sale Comparison Approach), that is, any asset with similar characteristics will have similar values. Considering factors such as location, transportation, land size and shape, environment and public utilities, etc. Then, analyze and adjust the price that is different from the market price data (Adjusted Grid Sale Analysis) and analyze the weight of the data (Weight Quality Score). Detail of the appraised land are summarized as follows:

Objective	Public Interest
The Appraiser	General Valuation & Consultants Co., Ltd.
Report Date	18 November 2022
Report Number	GVC 22-2836
Title deed of land/ Area	Group 1: Title deed no. 94114-94117 total area 0-0-83.8 Rai (83.8 sq.wah) Group 2: Title deed no. 94113 total area 0-2-22.7 Rai (222.7 sq.wah)
Characteristic	Land with construction (commercial building)
Location	Group 1: No. 390/14-17 Soi San Ka Yom 1 Group 2: (no number shown) located on unnamed Soi, separated from Soi San Ka Yom 1, Outer Ring Road(tor lor 121), San Sai Noi, San Sai, Chiang Mai.
Detail of commercial building	Group 1 : 4 rooms of 3-floor commercial buildings <ul style="list-style-type: none"> <li>- Commercial building no. 390/14 on title deed no. 94117(usable area 149.70 sq.m.)</li> <li>- Commercial building no.390/15 on title deed no. 94116(usable area 149.70sq.m.)</li> <li>- Commercial building no.390/16 on title deed no. 94115(usable area 149.70sq.m.)</li> <li>- Commercial building no.390/17 on title deed no. 94114(usable area 149.70sq.m.)</li> </ul> Group 2: 2 of 1-storey house with parking <ul style="list-style-type: none"> <li>- 1 storey house with parking located on title deed no. 94113(usable area 154.70 sq.m.)</li> <li>- 1 storey house located on title deed no. 94113 (usable area 154.70 sq.m.)</li> </ul>
Ownership	JCKH
Registered Obligations	none
Assessment date	16 November 2022
Asset value by cost method	23,720,280.80 Baht

The Picture shows the location of the land



## 1. Group 1 - Asset Appraisal

### 1.1 4 Rooms of 3-floor commercial building valuation

Comparison table of data and weighted scoring prepared by an independent appraiser

comparison table of data and weighted scoring prepared by an independent appraiser.

List	The Asset	Comparative No.1	Comparative No.2	Comparative No.3
Asset characteristic	3 floor commercial building 390/14 (middle)	3-floor commercial building with area of 162 sq.m.	2-floor commercial building with area of 132 sq.m.	2-floor commercial building with area of 116 sq.m.
location	Soi San Ka Yorm1	Soi San Ka Yorm1		
Area (Sq. wah)		18 sq.wah/room		
Width		4.5 m.	4 m.	
Environment		Commercial and living		
Trading / offering period		November 2022		
Selling Price (Bt./Room)		3,500,000	3,500,000	2,700,000
Adjusted Value (Bt./Room)		3,428,579	3,438,587	3,016,293
Weighted average		0.35	0.33	0.32
Market price (Baht)	3,299,950			
Net Market Price <sup>2/</sup> (Baht)	3,300,000			

Note: 1/ Considering both external and internal factors of comparative information 1-3 compared to the appraised asset such as ownership, condition of sale, market conditions, location, land size and shape, entrance-exit, asset legal restriction, and physical condition.

2/ Rounded up value

List	The Asset	Comparative No.1	Comparative No.2	Comparative No.3
Asset characteristic	3 floor commercial building 390/14 (middle)	3-floor commercial building with area of 162 sq.m.	2-floor commercial building with area of 132 sq.m.	2-floor commercial building with area of 116 sq.m.
location	Soi San Ka Yorm1	Soi San Ka Yorm1		
Area (Sq. wah)		18 sq. wah/room		
Width		4 m.	4 m.	
Environment		Commercial and living		
Trading/ offering period		November 2022		
Selling Price (Bt./Room)		3,500,000	3,500,000	2,700,000
Adjusted Value (Bt./Room)		3,643,745	3,646,698	3,147,344
Weighted average		0.35	0.33	0.32
Market price (Baht)	3,485,871			
Net Market Price <sup>2/</sup> (Baht)	3,500,000			

Note: 1/ Considering both external and internal factors of comparative information 1-3 compare to the appraised asset such as ownership, condition of sale, market conditions, location, land size and shape, entrance-exit, asset legal restriction, and physical condition.

2/ Rounded up value

The 3-floor commercial buildings no.390/15 and 390/16, which located in similar location (middle room) and have the same usable area, land size is similar. Therefore, the independent appraiser has given a valuation equal to 3-floor commercial building no.390/14 which is equal to **Bt. 3,300,000 per room and for the 3-floor commercial building no. 390/17 which is equal to Bt. 3,500,000 per room**

### **Summary of appraised asset value of Group 1**

List	Appraised value (Baht)
1. 3-floor commercial building no.390/14 (middle)	3,300,000
2. 3-floor commercial building no.390/15 (middle)	3,300,000
3. 3-floor commercial building no.390/16 (middle)	3,300,000
4. 3-floor commercial building no.390/17 (corner)	3,500,000
<b>Total Appraised Value</b>	<b>13,400,000</b>

Therefore, the independent appraiser determined total value of 4 rooms of commercial buildings equal to **13,400,000 Baht.**

## **2. Group 2 - Asset Appraisal**

### **2.1 Land Valuation**

Comparison table of data and weighted scoring prepared by an independent appraiser

List	The Asset	Comparative No.10	Comparative No.11	Comparative No.12
Asset characteristics	Land with single house	Vacant land		
Location		Soi Yu Charenn		Soi Pimuk1 Village
Area(sq.wah)	222.7 sq.wah	100 sq.wah	145.5 sq.wah	174 sq.wah
width		18	5	45
Environment		Living area		
Trading / offering period		November 2022		
Selling price (Baht)		3,000,000	3,637,500	5,220,000
Selling price (Bt./sq.wah)		30,000	25,000	30,000
<b>Adjusted Value (Bt./sq.wah)</b>		25,685	26,075	31,350
Weighted average		0.2	0.3	0.5
Market price (Baht)	29,605.25			
<b>Net Market Price<sup>2/</sup> (Baht)</b>	<b>30,000.00</b>			

Note: 1/ Considering both external and internal factors of comparative information 10,11 and 12 compared to the appraised asset such as ownership, condition of sale, market conditions, location, land size and shape, entrance-exit, asset legal restriction, and physical condition.

2/ Rounded up value

The independent appraiser has compared asset with comparative no.10,11 and 12 and view that its location, environment, land size, physical condition of land and legal restriction are similar. Therefore, the asset should have similar price to comparative no.10,11 and 12. The market value of

land appraised by the independent appraiser is 30,000 Baht per square wah or equal to the fair value of **6,681,000 Baht**

## 2.2 Building and Construction valuation

In valuation of commercial building the independent appraiser uses Cost Approach to calculate Net Depreciated Replacement Cost which considers the Replacement Cost New obtained from the Standard Cost of the standard construction cost data of Valuers Association of Thailand ("VAT"), then deducted with depreciation of building and improvement by estimated physical depreciation is 2-10% per year. Details are as follow:

List	Area (sqm.)	Replacement Cost New (Baht)	Total Depreciation (%)	Value as-is (Baht)
1. Single house (title deed no. 94113)	154.70	1,977,870	8%	1,819,640.40
2. Single house (title deed no. 94113)	154.70	1,977,870	8%	1,819,640.40
<b>Total Replacement Cost New (RCN) of Commercial Buildings</b>				<b>3,639,280.80</b>

In summary, the market value of house appraised by the independent appraiser is equal to **3,639,280.80 Baht.**

### Summary of appraisal asset value of Group 2

List	Detail	Appraised Value (Baht)
1. Land	Area of 222.70 sq.wah	6,681,000.00
2. Building and improvements	2 of single house with total usable area of 309.4 sq.m.	3,639,280.80
<b>รวม</b>		<b>10,320,280.80</b>

Therefore, the independent appraiser determined total value of asset group 2 which are consisted of 2 single house equal to **10,320,280.80 Baht**

### Summary of appraised asset value

List	Detail	Appraised Value (Baht)
1. Group 1	4 rooms of commercial buildings	13,400,000.00
2. Group 2	2 single-story house located on land	10,320,280.80
<b>Total appraised value</b>		<b>23,720,280.80</b>

Therefore, the appraised assets group 1 are commercial buildings which are specifically built for commercial purposes and there is comparative information that is very similar to assets, including being a type of property that is traded-sold in the market that have buying-selling information to compare with appraised assets. The independent appraiser considers that Market Price Approach is an appropriate method for valuing asset. While the appraised asset group 2 is single house, therefore, the land and 2-single-storey house by the Cost Approach which has a total value of **23,720,280.80 Baht.**



**Asset no. 8****Land with building located on Rachayotha Road, Rop Wiang, Mueang Chiang Rai, Chiang Rai****(1) Land Valuation**

In land appraisal, the independent appraiser used market price comparison by selecting the market price information that is being offered for sale in the area that the property is located or nearby (Sale Comparison Approach), that is, any asset with similar characteristics will have similar values. Considering factors such as location, transportation, land size and shape, environment and public utilities, etc. Then, analyze and adjust the price that is different from the market price data (Adjusted Grid Sale Analysis) and analyze the weight of the data (Weight Quality Score). Detail of the appraised land are summarized as follows:

Objective	Public interest
The appraiser	Thai Appraisal Lynn Phillips Co.,Ltd.
Report date	16 November 2022
Report number	TP. 22-1819-17-241
Title deed of land/ area	Title deed no. 137606, 140406, 140407, 140408 <b>Total area of 1 Rai 3 Ngan 10.9 sq.wah (710.9 sq.wah)</b>
Characteristic	Land with building
Location	Rachayotha Road, Rop Wiang, Mueang Chiang Rai, Chiang Rai
Condition of land	Polygon shape of land with one side next to the road which is the east next to Rachayotha (Denha-Dong Ma Da Road) the width is 8.5 m., the north and the south next to house and commercial building. The west is next to public mine and house
Ownership	ASP Hotel & Resort Company Limited
Registered obligation	none
Assessment date	16 November 2022
Asset value by cost method	167,974,000 Baht

The picture shows the location of the land



Comparison table of data and weighted scoring prepared by an independent appraiser

List	The Asset	Comparative No. 1	Comparative No. 2	Comparative No. 3	Comparative No. 4
Location	Rachayotha Road	Rachayotha Road	Rachayotha Road and Den Ha Soi 2	Den Ha-Dong-MA-Da (tor lor1211)	Parew Road
Trading/ offering period		February 2022			
Land area (Rai-Ngan-Sq.wah or sq.wah)	1-3-10.9 or 710 sq.wah	3-1-0 or 1,300 sq.wah	2-0-0 or 800 sq.wah	0-0-200 or 200 sq.wah	8-1-53 or 3,353 sq.wah
Selling price (Bt./sq.wah)		50,000.-	58,000.-	45,000.-	17,500
Adjusted Price <sup>1/</sup> (Bt. /sq.wah)		47,500.-	55,000.-	42,750.-	16,625
Mathematic variables		R Square	0.9591	Intercept	-58379.80
		Std.div	4,131.60	Slope	131.5788
Market price (Bt. /sq.wah)	60,041.-				
<b>Net Market Price<sup>2/</sup> (Bt./ sq.wah)</b>	<b>60,000.-</b>				

Note: 1/ Considering both external and internal factors of comparative information 1-4 compared to the appraised asset such as ownership, condition of sale, market conditions, location, land size and shape, entrance-exit, asset legal restriction, and physical condition.

2/ Rounded-up value

The independent appraiser has compared asset with comparative no.1-4 and view that its location, environment, land size, physical condition of land and legal restriction are similar. Therefore, the asset should have similar price to comparative no.1-4. The market value of land appraised by the independent appraiser is Bt. 60,000 per square wah or **42,654,000 Baht.**

**(2) Building, constriction, and improvement valuation**

In valuation of building and improvements, the independent appraiser uses Cost Approach to calculate Net Depreciated Replacement Cost which considers the Replacement Cost New obtained from the Standard Cost of the standard construction cost data of Valuers Association of Thailand ("VAT"), then deducted with depreciation of building and improvement by estimated physical depreciation is 2-10% per year. Details are as follow:

List	Area (sqm.)	Replacement Cost New (Baht)	Total Depreciation (%)	Value as-is (Baht)
1. 7-floor residential building (Building 1) <sup>1/</sup>	3,897	72,484,200	6%	68,135,148
2. 7-floor residential building (Building 2) <sup>1/</sup>	2,597	58,432,500	6%	54,926,550
3. Swimming Pool Building <sup>1/</sup>	80	640,000	6%	601,600
4. Swimming Pool	56	560,000	6%	526,400
5. Reinforced concrete road and drainage system	800	1,200,000	6%	1,128,000
<b>Total Replacement Cost New (RCN) of Buildings and other improvements</b>				<b>125,317,698</b>
<b>Total Replacement Cost New (RCN) of Buildings and other improvements (Rounded up)</b>				<b>125,320,000</b>

Note: 1/ The construction of both 7-storey residential buildings and a swimming pool building has not been completed and the construction has been stopped for a long time. Therefore, valuation is subject to the current condition

In summary, the market value of building, construction and improvement appraised by the independent appraiser is equal to **125,320,000 Baht.**

**Summary of Valuation of Land, Buildings, construction and improvements**

List	Detail	Price per unit	Total Value (Baht)
1. Land	1 Rai 3 Ngan 10.9 sq.wah (710.9 sq.wah)	60,000	42,654,000
2. Building, construction and improvement	2 of 7-floor residential building with swimming pool	1,500 - 22,500	125,320,000
<b>Total value</b>			<b><u>167,974,000</u></b>

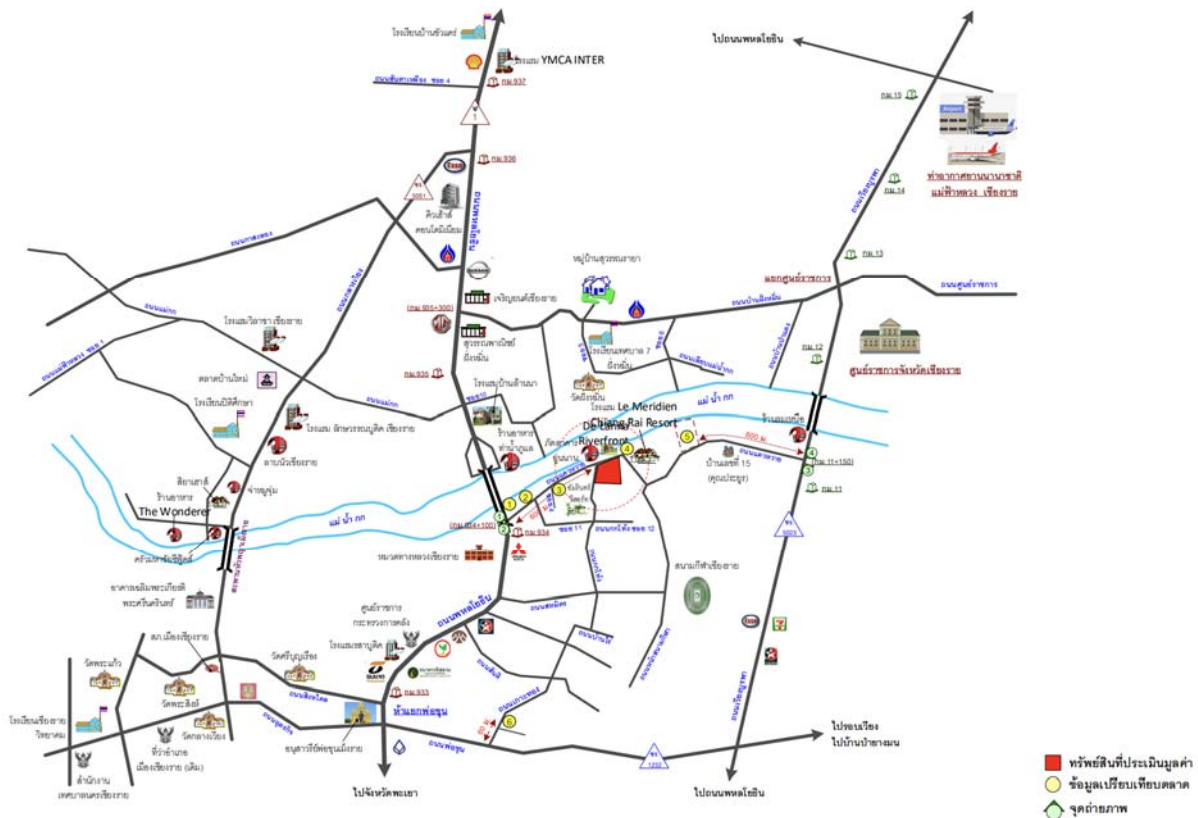
According to the appraisal of land, buildings, construction, and improvements ASP by the independent appraiser, total value of the assets equal to **167,974,000 Baht.**

**Asset no. 9****Land with building locate on 446 Kaewwhai, Rop wiang, Mueang Chiang Rai, Chiang Rai****(1) Land Valuation**

In land appraisal, the independent appraiser used market price comparison by selecting the market price information that is being offered for sale in the area that the property is located or nearby (Sale Comparison Approach), that is, any asset with similar characteristics will have similar values. Considering factors such as location, transportation, land size and shape, environment and public utilities, etc. Then, analyze and adjust the price that is different from the market price data (Adjusted Grid Sale Analysis) and analyze the weight of the data (Weight Quality Score). Detail of the appraised land are summarized as follows:

Objective	Public Interest
The appraiser	Three Tree Appraisal Co.,Ltd.
Report date	November 23, 2022
Report number	TT-2022-11-150-TT-HO-OTR
Title deed of land/ area	Title deed no. 28273 <b>Total area 1 Rai 29.5 sq.wah (429.5 sq.wah)</b>
Characteristic	Land with building
Location	446, Moo 20, Kaewwhai Road and KokTonh Road, Rop Wiang, Mueang Chiang Rai, Chiang Rai
Condition of land	The land plot looks like a trapezoid. The north is adjacent to Kwai Wai Road and adjacent to the south, next to Rim Kok Road, Soi 6, the east next to land with buildings and the west next to Kok Tong Road.
Ownership	CPT Hotel and Resort Company Limited
Registered obligation	Mortgaged with Government Saving Bank since 15 December 2016
Assessment date	7 November 2022
Asset value by cost method	212,915,000 Baht

The picture shows the location of the land



**Comparison table of data and weighted scoring prepared by an independent appraiser**

List	The Assets	Comparative No. 1	Comparative No. 2	Comparative No. 3	Comparative No. 4	Comparative No. 5	Comparative No. 6
Location	Kwae wai Road	Paholyothin road (torlor1)	Kwae wai Road and Kok River				Next to Ko Thong Road and next to Soi Chan Thep
Trading / offering period		November 2022					
Land area (Rai-Ngan-Sq.wah or sq.wah)	1-0-29.5 or 429.5 sq.wah	3-3-86 or 1,586 sq.wah	3-3-32.9 or 1,532 sq.wah	153 sq.wah	3-1-88 or 1,388 sq.wah	5-0-86.5 or 2,086.5 sq.wah	154 sq.wah
Selling price (Bt./sq.wah)		76,000	72,000	49,000	72,000	100,000	71,000
Adjusted Price <sup>1/</sup> (Bt./sq.wah)		81,577	81,200	52,595	73,467	94,337	72,446
Weighted average		10%	20%	10%	15%	25%	20%
Market price (Bt./sq.wah)	78,751	8,158	16,240	5,260	11,020	23,584	14,489
Net Market Price <sup>2/</sup> (Bt./sq.wah)	80,000						

Note: 1/ Considering both external and internal factors of comparative information 1-6 compared to the appraised asset such as ownership, condition of sale, market conditions, location, land size and shape, entrance-exit, asset legal restriction, and physical condition.

2/ rounded up value

The independent appraiser has compared asset with comparative no.1-6 and view that its location, environment, land size, physical condition of land and legal restriction are similar. Therefore, the asset should have similar price to comparative no.1-6. The market value of land appraised by the independent appraiser is Bt. 80,000 per square wah or **34,360,000 Baht.**

**(2) Building, construction, and improvements**

In valuation of building and improvements, the independent asset appraiser uses Cost Approach to calculate Net Depreciated Replacement Cost which considers the Replacement Cost New obtained from the Standard Cost of the standard construction cost data of Valuers Association of Thailand ("VAT"), then deducted with depreciation of building and improvement by estimated physical depreciation is 2-10% per year. Details are as follow:

List	Area (sqm.)	Replacement Cost New (Baht)	Total Depreciation (%)	Value as-is (Baht)
7-floor residential building				
1. Usable area	3,927.00	196,350,000	6%	184,569,000
2. Passenger and freight elevators	2.00	3,600,000	6%	3,384,000
<b>Total Replacement Cost New (RCN) of Buildings and other improvements</b>		199,950,000		187,953,000
Minus 5-year depreciation in total of 5%				9,397,650
<b>Residual value as current condition</b>				<b>178,555,350</b>
<b>Residual value as current condition (rounded)</b>				<b>178,555,000</b>

In summary, the market value of building, construction and improvement appraised by the independent appraiser is equal **178,555,000 Baht.**

**Summary of Valuation of Land, Buildings, construction and improvements**

List	Detail	Price per unit	Total Value (Baht)
1. Land	1 Rai 29.5 sq.wah (429.5 sq.wah)	80,000	34,360,000
2. Building, construction and improvement	7-floor residential building with swimming pool	50,000-1,800,000	178,555,000
<b>Total value</b>			<b><u>212,915,000</u></b>

According to the appraisal of land, buildings, construction, and improvements ASP by the independent appraiser, total value of the assets equal to **212,915,000 Baht.**

### **Summary of the Independent Financial Advisor's opinion on the appraisal of JCKH**

1. The Independent Financial Advisor has an opinion that Appraisal of land by Market Price Approach is appropriate and agrees with the appraisers regarding the appropriateness of the data used for comparison since the comparative data is located in the similar area of the appraised asset both being offered for sale or already sold. Including, adjusting the market information used for comparison in order to best reflect the market price of the land as much as possible by considering various factors such as location, land area, level, shape or width of the land, environment, etc. Then, giving a weighted average to get the appropriate market price of the appraised asset.
2. The Independent Financial Advisor has an opinion that building valuation such as factories used as central kitchens and residential building by the Replacement Cost New Method is appropriate. It is a property appraisal based on the replacement cost new used in construction per square meter, which considered the price of construction materials, labor cost, construction equipment, and relate expenses. Then, deducted by depreciation according to the useful life of each type of asset to reflect the current actual condition of that building and construction. Therefore, the valuation of buildings and structures such as factories, central kitchens and residential buildings by the replacement cost method is the most suitable method and can reflect the market value of the property as much as possible.
3. The Independent Financial Advisor has an opinion that valuation of building, construction such as commercial buildings by using the Market Price Approach is appropriate. For the reason that, commercial buildings are building that have a specific purpose of construction and use, i.e. for commerce and there is comparative information that is varied similar to the assets, including being a property that can be traded and sold in the market, so that buy-sell information can be compared with the appraised asset. Therefore, the valuation of buildings and structures such as commercial building by the market price comparison approach can most reflect the market value of the property.

In this regard, the value of the assets appraised by an independent appraiser can be summarized as follows.

Company	Assets	Appraised Value (M.THB)		
		Land	Building and structures	Total
JCKH				
Asset No. 1	Land with building at Pathumthani (Central Kitchen)	211.84	73.26	285.10
Asset No. 2	Vacant land on Sai Den Har-Dong Ma Da Road, Rob Wieng, Mueang Chiang Rai, Chiang Rai	11.70	-	11.70
Asset No. 3	Vacant land on Doi Khao Kwai Road, Rob Wiang, Mueang Chiang Rai, Chiang Rai	9.23	-	9.23
Asset No. 4	Vacant land on Sai Ban Khi Lhek Road, San Sai Noi, Maechun, Chiang Rai	5.88	-	5.88
Asset No. 5	Vacant land on Sai Ban Khi Lhek Road, San Sai Noi, Maechun, Chiang Rai	2.35	-	2.35
Asset No. 6	4 rooms of commercial buildings on Sai Den Har-Dong Ma Da Road, Rob Wiang Mueang Chiang Rai, Chiang Rai	-	11.80	11.80
Asset No. 7	4 rooms of commercial buildings and 2 single houses on outer ring road, San Sai Noi, San Sai, Chiang Mai	6.68	17.04	23.72
ASP				
Asset No. 8	Land with 7-floor residential building on Rachayotha Road, Rob Wiang, Mueang Chiang Rai, Chiang Rai	42.65	125.32	167.97
CPT				
Asset No. 9	Land with 7-floor residential building on Kaewwhai, Rob Wiang, Mueang Chiang Rai, Chiang Rai	34.36	178.56	212.92
	<b>Total</b>	<b>324.69</b>	<b>405.97</b>	<b>730.66</b>

From the appraisal by the independent appraiser above, the total asset value is equal to Bt. 730.66 million, divided into land equal to Bt. 324.69 million and buildings and structures equal to Bt. 405.97 million.

### **Attachment 3**

#### **Summary Information of the Acquired Assets - Land and Office Building of JCKD**

As JCKH is entering into the asset acquisition transaction and the connected transaction which is the acquisition of land and office building of JC Kevin Development Co., Ltd. ("JCKD"), JCKH has appointed two independent appraisers to compare the appraisal prices, and use as information for decision making on the transaction, namely:

- Southeast Asia International Company Limited. ("South-East Co"), an independent appraiser approved by the Valuers Association of Thailand ("VAT") and approved by the SEC with the objective of the public interest according to the report dated November 1, 2022.
- Thai Property Appraisal Lynn Phillips Company Limited. ("Thai Appraisal Co"), an independent appraiser approved by the Valuers Association of Thailand ("VAT") and approved by the SEC with the objective of the public interest according to the report dated October 27, 2022.

South-East Co and Thai Appraisal Co, as independent appraisers, they have done appraisal of significant assets such as land and buildings. In the appraisal, the independent appraisers have chosen a valuation method that is appropriate to the nature of the asset, namely Cost Approach, Market Approach and Income Approach, which can be summarized as follows:

#### **1. Asset appraisal according to the appraisal report done by South-East Co**

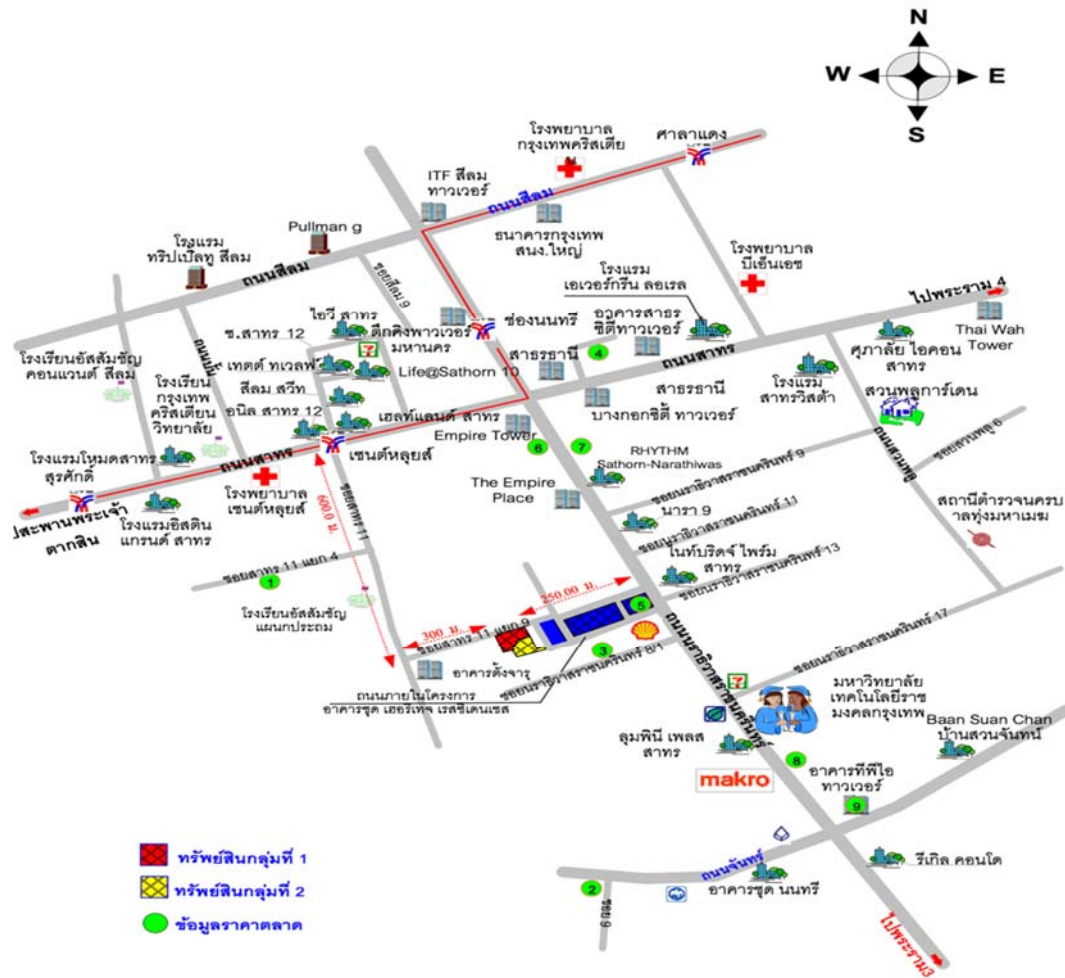
##### **1.1. Asset Valuation by Cost Approach and Market Approach**

###### **1.1.1. Land Valuation**

In land appraisal, the independent appraiser used market price comparison by selecting the market price information that is being offered for sale in the area that the property is located or nearby (Sale Comparison Approach), that is, any asset with similar characteristics will have similar values. Considering factors such as location, transportation, land size and shape, environment and public utilities, etc. Then, analyze and adjust the price that is different from the market price data (Adjusted Grid Sale Analysis) and analyze the weight of the data (Weight Quality Score). The details are summarized as follows:

Objective	Public interest
Report number	65GEN10/0031
Title deed of land/Area	Title Deed No. 2184, area 3 ngan 65.3 square wah (365.30 square wah) Title Deed No. 2185, area 2 ngan 87.7 square wah (287.70 square wah)
Assets	Asset 1: Vacant land title deed no. 2184 Asset 2: Land according to title Deed no. 2185 and a 6-storey office building with 1 basement under the name "TFD Building"
Location	18, Soi Sathorn 11 Intersection 9, Narathiwat Ratchanakarin Road, Yannawa Subdistrict, Sathorn District, Bangkok
Land condition and contact territory	Asset 1: north next to Soi Sathorn 11 Intersection 9, south next to the Asset 2, east next to the road within the project (by servitude) and the west is adjacent to the land with buildings  Asset 2: North is attached to the Asset 1, south is attached to land and buildings. The east side is connected to the road within the project. (by servitude) and the west is adjacent to the land with buildings
Ownership	JCKD
Registered Obligations	Mortgage as collateral with Krungsri Ayudhaya Bank Public Company Limited
Assessment date	October 25, 2022
Asset value by cost method	521,390,000 Baht
Asset value by income method	273,000,000 Baht

The picture shows the location of the land.



Comparison table of survey data by the South-East Co.

List	Asset 1	Asset 2	Comparative No.1	Comparative No.2	Comparative No.3	Comparative No.4
Location	18 Soi Sathorn 11 Intersection 9 Narathiwat Ratchanakarin Road		Soi Sathorn 11 Intersection 4	Chan Road Soi 9	Soi Narathiwat Ratchanakarin 8/1	Sathorn Road Soi 8
Trading/Offering Period	-		October 2022	October 2022	October 2022	October 2022
Land Size (Rai-Ngan-Sq.wah)	0-3-65.3 or 365.3 Square Wah	0-2-87.7 or 287.7 Square Wah	0-1-9.2 or 109.2 Square Wah	1-0-63.7 or 463.7 Square Wah	1-0-78 or 478 Square Wah	0-2-56 or 256 Square Wah
Selling price (Bt./Sq.wah)	-		686,813	647,000	750,941	900,000

Table of Calculation and Factor Scoring Property by South-East Co

Factor	Weight (%)	Asset 1	Asset 2	Comparative No.1	Comparative No.2	Comparative No.3	Comparative No.4
Location condition	15	7		7	7	7	8
Transportation	15	7		7	7	7	7
Utilities	10	8		8	8	8	8
Development potential	10	7		6	7	7	7
Plot of land	10	5		6	5	7	7
Lan condition	5	8		7	7	7	7
Land width	10	7		7	6	7	7
Liquidity	10	6		6	7	7	8

Factor	Weight (%)	Asset 1	Asset 2	Comparative No.1	Comparative No.2	Comparative No.3	Comparative No.4
Related laws	5	7	7	7	7	7	7
Environment	10	7	7	7	6	7	8
<b>Total</b>	<b>100</b>	<b>685</b>	<b>680</b>	<b>680</b>	<b>670</b>	<b>710</b>	<b>745</b>
Scoring criteria: 1-2 very low, 3-4 low, 5-6 medium, 7-8 good, 9-10 very good							

From a comparative survey, the selling price has been estimated between Bt. 647,000 – 900,000 per square wah, the South-East Co has considered a decreased price for land offering according to the bargain rate of the land price from the expected discount that can be requested from the seller. Then consider the appraised asset value by analyzing the quality score and weighting of each factor from reference 1-4 as follows:

List	Unit	Asset 1&2	Comparative No.1	Comparative No.2	Comparative No.3	Comparative No.4
Asking Price	Baht per Square Wah		686,813	647,000	750,941	900,000
Bargain Price (1)	Baht per Square Wah		618,131	582,300	675,847	810,000
Land quality analysis results (2)	Point(s)	685	680	670	710	745
The ratio comparing quality to assets (3)	Time(s)	1.00	1.01	1.02	0.96	0.92
Price by comparative ratio (4) = (1) x (3)	Baht per Square Wah	-	622,677	595,337	652,049	744,765
Average Comparison Weight (5)	%	100	60	20	10	10
Price after adjusted by weighted average (4) x (5)	Baht per Square Wah	-	373,606 (6)	119,067 (7)	65,205 (8)	74,477 (9)
Appraisal price (10) = (6) + (7) + (8) + (9)	Baht per Square Wah		632,355			
<b>Appraisal price (Rounded)</b>	Baht per Square Wah		<b>630,000</b>			

The independent appraiser has compared both Asset 1 and 2 to comparative no. 1 – 4, as in calculation above, the appraisal market price of land is equivalent to 630,000 Baht per square wah. Therefore, **the fair value of Asset 1 and 2 are 230,139,000 Baht and 182,251,000 Baht, respectively.**

### 1.1.2. Valuation of buildings and improvements

The Independent Appraiser is using Cost Approach by calculating depreciated replacement cost which is considering replacement cost new (RCN) from standard construction cost from the Valuers Association of Thailand ("VAT"). Then deducted by depreciation value of buildings and structures (physically) which has been estimated around 2 – 10 % annually.

List	Area (sqm.)	Replacement Cost New (Baht)	Total Depreciation (%)	Value as-is (Baht)
6-floor building with basement				
- usable area within the office building	4,510.40	99,228,800	6%	93,275,072
- parking lot within basement	783.80	18,027,400	6%	16,945,756
<b>Total Replacement Cost New (RCN)</b>	<b>5,294.20</b>	<b>117,256,200</b>		<b>110,220,828</b>
<b>Summary of building appraisal prices (rounded)</b>				<b>110,000,000</b>

Note: Standard construction cost are referred from the VAT 2020 – 2021 are in range of Bt. 22,000 – 23,000 per sqm.

In summary, the market value of the buildings and improvements appraised by the independent appraiser is **equal to 110,000,000 Baht.**

### 1.2. Asset Valuation of Income Approach

The Independent Appraiser is calculating based on Income Approach by discounted cash flow, where it is valuating Asset 2 which is land with building. As an office building that can generate income from the space within the building that will be rented out according to the lease term and/or property



holdings. Also, setting assumptions towards revenues and expenses from administration based on interviews with building officers and general surveys of office building. The summary are as follows:

List	Assumptions
1. Revenue from rental space	3,019.49 sqm. of total rental space, the income is categorized as follows: n) Income from current lease contracts (Details in the summary table of the lease agreement) u) Space leased out after the lease expires. a) The area currently used by JCKD as an office.
2. Rental rate	550 Baht /sqm. /month and 3.33% annually incremental Based on interviews with building officers and surveying market rental price data which are around 400 - 700 Baht /sqm. /month
3. Occupancy rate	In 2022-2023 it was 95% and in 2024 it was 97%. and fixed throughout the projected life. Based on surveying, rental information from the office building nearby are averaged at 88 – 93%
4. Other Income	Consisting of income from utilities and others which is determined as 15% of total rental income.
5. Expenses	Mainly consists of items as follows: <ul style="list-style-type: none"> <li>- Property management expenses : 35 Baht /sqm. /month and 3% annually incremental</li> <li>- Utility expenses : 8 % of total income</li> <li>- Security and Housekeeping expenses : 3 % of total income</li> <li>- Repair and maintenance expenses : 2 % of total income</li> <li>- Marketing and sales promotion expenses : 1 % of total income</li> <li>- Other expenses : 1 % of total income</li> <li>- Insurances : 57,000 Baht/ year and fixed throughout the projected life</li> <li>- Land and building tax : According to the rules of the Land and Building Tax Act 2019</li> <li>- Reserve funds for future improvements : 2 % of total income</li> <li>- Expenses for selling assets : 3 % of selling price of Land with building at the end of 2028</li> </ul>
6. Capitalization Rate	6.5% at the year the end of the projection, based on market data on the same type of assets at 5.25% - 8.82%.
7. Freehold Discount Rate	9.0% which is calculated from formula: discount rate = capitalization rate + growth rate Given that growth rate equal to 2.5%

#### Comparative Market Data for Asset 2 valuation by Income Approach

List	Asset 2	Comparative No.5	Comparative No.6	Comparative No.7	Comparative No.8	Comparative No.9
Asset Type	Offices building					
Building Name	TFD building	JC Kevin Tower	Prima Sathorn Building	Mobicom Building	Pipatanasin Building	TPI Tower
Location	Soi Sathorn 11 intersection 9 and roads within the Heritage Residences condominium project	Road inside the Heritage Residences condominium project	Narathiwat Ratchanakarin Road			
rental area (sqm.)	3,019.49	200-1,000	-	100 and above		60,000
number of floors	6 floors with basement	22 floors	8 floors	9 floors	20 floors	37 floors
Rental rate (Baht/sqm./month)	-	700.-	550.-	580.-	550.-	600.-
Condition	Offered for rent/lease for 3 years					

#### Summary of Office Lease Agreement of Asset 2

Tenant	Floor	Area (sqm.)	Utilization	Lease terms		Rental rate (Baht/sqm./month)
				Start	End	
JCK Hospitality Plc.	2,4,6	997.56	office	1/1/65	31/12/67	400.00
JCK International Plc.	3,4,5,6	1,695.44		1/9/65	31/8/68	530.00
Currently used as offices by JCKD		326.49	office	-	-	-
Total rental area in 2022		3,019				
Rented area		2,693				
Occupancy rate of tenants		89%				

Therefore, as primary assumption, the independent appraiser has valued property cash flow starting from October 2022 to December 2032, including terminal value at end of year 2031. **The total value equals to 273,000,00 Baht.**

**1.3. Summary of Asset value**

List	Detail	Price per unit	Value (Baht)	
			Cost Approach	Income Approach
<u>Asset 1</u>				
Vacant land	3 ngan 65.30 square wah (365.30 square wah)	630,000	230,139,000 <sup>1/</sup>	-
<b><u>Total Value of Asset 1</u></b>			<b><u>230,139,000</u></b>	<b><u>-</u></b>
<u>Asset 2</u>				
Land	2 ngan 87.70 square wah (287.70 square wah)	630,000	181,251,000 <sup>1/</sup>	273,000,000
Buildings, structures, and improvements	6-storey office building	22,000-23,000	110,000,000 <sup>2/</sup>	
<b><u>Total Value of Asset 2</u></b>			<b><u>291,251,000</u></b>	<b><u>273,000,000</u></b>
<b><u>Total Value</u></b>			<b><u>521,390,000</u></b>	<b><u>273,000,000</u></b>

Note 1/ Using market price approach for land appraisal

2/ Using cost approach for building

By valuating land building and structures of JCKD, the independent appraiser has considered Cost Approach and Market Comparable Approach amounting **Bt. 521.39 million and Income Approach amounting Bt. 273.00 million**

## 2. **Asset appraisal according to the appraisal report done by Thai Appraisal Co.**

### 2.1. **Asset Valuation by Cost Approach and Market Approach**

#### 2.1.1. **Land Valuation**

In land valuation, the independent appraiser uses the market comparison method. By selecting the market price information that is being offered for sale in the area where the property is located or nearby (Sale Comparison Approach), that is, any property will have a similar value with comparable properties. Considering factors such as location, transportation, land size and shape. environment and utility systems, etc. Then the sale adjustment-grid method is being used and adjusted for prices that are different from the market price data and analyzed for Weight Quality Score. The details are summarized as follows:

Objective	Public interest
Report number	Tor Por. 22-1692-1-227
Title deed of land/area	Group 1: Title Deed No. 2185, area 2 ngan 87.7 square wah (287.70 square wah) Group 2: Title Deed No. 2184, area 3 ngan 65.3 square wah (365.30 square wah)
Property characteristics	Asset 1: Land according to Title Deed No. 2185 and a 6-storey office building with 1 basement under the name "TFD Building" Asset 2: vacant land according to title deed no. 2184
Property location	18, Soi Sathorn 11 Intersection 9, Narathiwat Ratchanakarin Road, Yannawa Subdistrict, Sathorn District, Bangkok
Land condition and contact territory	Asset 1: North is next to the Asset 2, south is attached to land and residential buildings. The east side is connected to the road within the project. (by servitude) and the west is adjacent to the land with buildings  Asset 2: north next to Soi Sathorn 11 Intersection 9, south next to the Asset 1, east next to the road within the project (by servitude) and the west is adjacent to the land with residential buildings
Ownership	JC Kevin Development Co., Ltd.
Registered Obligations	Mortgage as collateral with Krungsri Ayudhaya Bank Public Company Limited
Assessment date	October 27, 2022
Asset value by cost method	569,100,000
Asset value by income method	252,000,000.-



Comparison table of survey data by the Thai Appraisal Co.

List	Asset 1 & 2	Comparative No.1	Comparative No.2	Comparative No.3	Comparative No.4	Comparative No.5
Location	18 Soi Sathorn 11 Intersection 9 Narathiwat Ratchanakarin Road	Soi Narathiwat Ratchanakarin 6, Narathiwat Road Ratchanakarin	Soi Narathiwat Ratchanakarin 8/1	Soi Sathorn 11 Intersection 9	Soi Sathorn 11 Intersection 12	Soi Narathiwat Ratchanakarin 6
Trading/Offering Period	-	October 2022	October 2022	October 2022	October 2022	October 2022
Land Size (Rai-Ngan-Square Wah)	Asset 1: 0-2-87.7 Asset 2: 0-3-65.3	3-1-62.3 or 1,362.3 Square Wah	1-0-78.6 or 478.6 Square Wah	2-3-53 or 1,153 Square Wah	49.1 Square Wah	334.5 Square Wah
Selling price (Baht/square wah)	-	1,800,000	500,000	250,000	268,000	350,000

Table of Calculation and Factor Scoring Property by the Thai Appraisal Co.

Factor	Weight (%)	Asset 1&2	Comparative No.1	Comparative No.2	Comparative No.3	Comparative No.4	Comparative No.5
Location	30	6	9	6	6	6	6
Land shape and size	20	8	7	8	7	9	8
Land level	5	8	8	8	8	8	8
Transportation	15	6	9	6	5	5	5
Utilities	15	8	10	8	8	8	8
Liquidity and Leverage	15	8	7	6	5	4	6
<b>Total</b>	<b>100</b>	<b>710</b>	<b>840</b>	<b>680</b>	<b>630</b>	<b>655</b>	<b>665</b>

From a comparative survey, the selling price has been estimated between 350,000 – 1,800,000 Baht per square wah, Thai Appraisal Co has considered a decreased price for land offering according to the bargain rate of the land price from the expected discount that can be requested from the seller. Then consider the appraised asset value by analyzing the quality score and weighting of each factor from reference 1-5 as follows.

List	Asset 1&2	Comparative No.1	Comparative No.2	Comparative No.3	Comparative No.4	Comparative No.5
Price (Baht / square wah)	-	1,800,000	500,000	250,000	268,000	350,000
Adjusted value <sup>1/</sup> (Baht / square wah)	-	1,600,000	480,000	250,000	260,000	345,000
Math variables	R square	0.9878		Intercept	-414557.83	
	Std. div.	73,044.31		Slope	6,819.2706	
Market Value (Baht / square wah)	<u>696,108</u>					
<b>Asset Value (Baht/square wah)</b>	<b><u>700,000</u></b>					

Note: 1/ Consider both external and internal factors of comparative data 1-5 compared to the appraised assets such as location, land location, Land size, shape, level of land, transportation, public utilities, and liquidity and utilization.

The independent appraiser has compared Asset 1 to Comparative 1 – 5 and found that they are fairly comparable in location, environment, land size, physical land characteristic and enforced law, regarding to mathematical calculation where correlation and weighted data are being used. The market price has been appraised at 700,000 Baht per square wah which **is equivalent to 201,390,000 Baht in total.**

Therefore, Asset 2 also possessed the similar land and potential development as Asset 1, the independent appraiser also appraised the market price at 700,000 Baht per square wah, **which is equivalent to 255,710,00 Baht in total.**

### 2.1.2. Valuation of building and improvements

The Independent Appraiser is using Cost Approach by calculating depreciated replacement cost which is considering replacement cost new (RCN) from standard construction cost from the Valuers Association of Thailand ("VAT"). Then deducted by depreciation value of buildings and structures (physically) which has been estimated around 2 – 10 % annually.

List	Area (sqm.)	Replacement Cost new (Baht)	Total Depreciation (%)	Value as-is (Baht)
6-storey office building with basement and deck				
- Basement (parking and machine room)	781	17,963,000	6%	16,885,200
- Floor 1 (parking, machine room and hall)	796	8,915,200	6%	8,380,288
- Floor 2-6 (office)	3,814	92,298,800	6%	86,760,872
<b>Total Replace Cost New (RCN)</b>	<b>5,391</b>	<b>119,177,000</b>		<b>112,026,380</b>
<b>Summary of building appraisal prices (rounded)</b>				<b>112,000,000</b>

Note: Standard construction cost, from the VAT 2020 – 2021 are in range of 11,200(1st floor only) – 24,200 Baht per sqm. The cost of construction of the basement is higher than the 1st floor due to more construction steps and methods, such as excavation, landslide retaining walls, etc.

In summary, the market value of the buildings and improvements appraised by an independent appraiser is **equal to 112,000,000 Baht.**

### 2.2. Asset Valuation by Income Approach

The Independent Appraiser is calculating based on Income Approach by discounted cash flow, where it is valuating Asset 1 which is land with building. As an office building that can generate income from the space within the building that will be rented out according to the lease term and/or property holdings. Also, assuming affects towards revenue and expense from administration based on interviews with building officials and general surveys of office buildings. As in summary as follows:

List	Assumptions
1. Revenue from rental space	2,950 sqm. of total Rental space. Consider the rental income according to the market price irrespective of the obligations under the existing 2 lease agreements (area of 997.56 sq. m. is leased to JCKH and an area of 1,695.44 sq. m. is leased to JCK).
2. Rental rate	600 Baht /sqm. /month and 10% incremental every 3 years referenced by current market price
3. Occupancy rate	85% - 92%
4. Other Income	Consisting of utility income and parking fee which is set at 25% of total rental income
5. Expenses	Mainly consists of the following main items: <ul style="list-style-type: none"> <li>- Property management expenses : salary, land and building tax premium, set to 20% of total revenue.</li> <li>- Other expenses : utility bills and cost of other income, set to 80% of other income</li> <li>- Repair and maintenance expenses : 1% of total revenue.</li> <li>- Reserve funds for future improvements : 2% of total revenue.</li> </ul>
6. Capitalization Rate	Equals to 5 %
7. Discount Rate	Equals to 10% where discount rate = Risk Free Rate + Risk Premium = 3.23% + 7.00% = 10.23% = 10.00% (approximately)

Therefore, as primary assumption, the independent appraiser has valued property cash flow for a total period of 11 years, also including terminal value of asset at end of year 10. **The total value equals to 252,000,00 Baht.**

### 2.3. Summary of Asset value

List	Detail	Price per unit	Value (Baht)	
			Cost Approach	Income Approach
Asset 1				
Land	2 ngan 87.70 square wah (287.70 square wah)	700,000	201,390,000 <sup>1/</sup>	252,000,000
Buildings, structures, and improvements	6-storey office building	11,200-24,200	112,000,000 <sup>2/</sup>	

List	Detail	Price per unit	Value (Baht)	
			Cost Approach	Income Approach
Total Value of Asset 1			313,390,000	252,000,000
Asset 2				
Area	3 ngan 65.30 square wah (365.30 square wah)	700,000	255,710,000	-
Total Value of Asset 2			255,710,000	252,000,000
Total value			569,100,000	252,000,000

Note: 1/ Using market price approach for land appraisal  
2/ Using cost approach for building

By valuating land, building, structures, and improvement of JCKD, the independent appraiser has considered Cost Approach and Market Comparable Approach amounting **Bt. 569.10 million and Income Approach amounting Bt. 252.00 million**

### **Summary of the opinion of the Independent Financial Advisor on the appraisal of JCKD's assets**

1. The Independent Financial Advisor has an opinion that by comparing market price has been an appropriated approach of land appraisal which follows the comparatives that the appraiser selected to be used in the valuation. Since the comparative is physically closed to the appraised assets, some of them are already in offer for sale or even sold. Additionally, adjusted the market data to be more comparable and better reflected the value of the land, the appraiser has considered factors such as location, area, land level, shape or land width and environment. Then score by weighted method to get the suitable market price of the appraised asset.
2. The Independent Financial Advisor has an opinion that by valuating replacement cost for building such as office building is appropriated. Replacement Cost New method considered construction cost per square meter consisting of material cost, labor cost, construction equipment and related expenses. Then deducted by depreciation cost by lifetime of each type of asset which reflects real condition of the specific building and structures.
3. According to the appraisal of office building on land deed no. 2185 by Income Approach, the Independent Financial Advisor has an opinion that assumptions on revenues and expenses of office building such as rental rates and other expenses is in line with general market rate. However, the aforementioned appraisal has not taken the new office building project on land deed no. 2184, which will be under construction into account, so it does not reflect the overall ability to generate income and profits of all acquisition assets

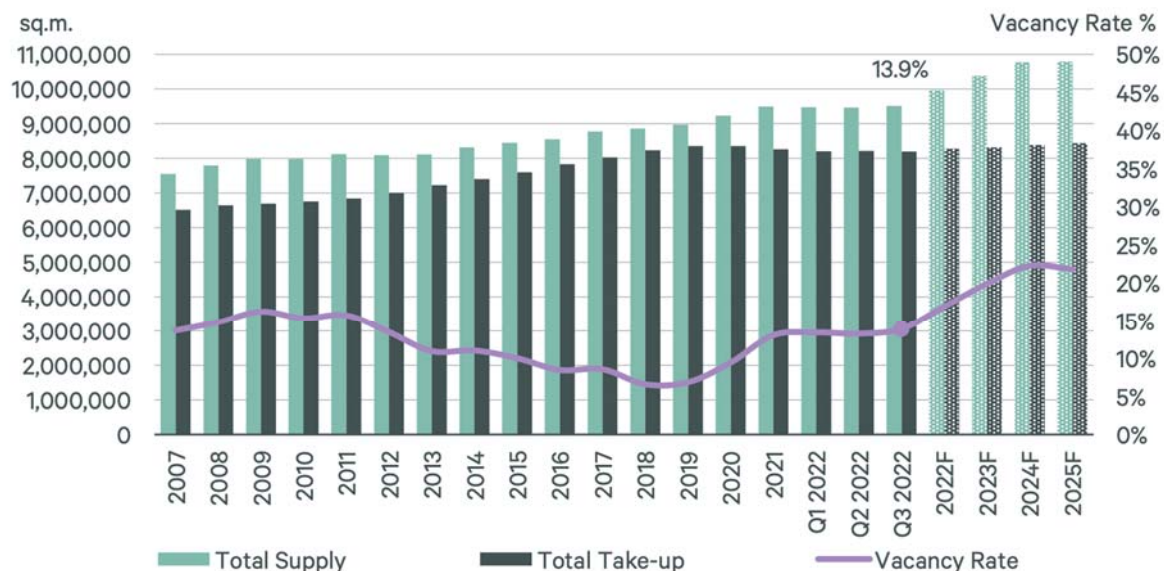
## **Attachment 4**

### **Overview of Office Buildings in Bangkok**

#### **Thai Economic Outlook 2022-2023**

The Office of the National Economic and Social Development Council (NESDC) forecasts that the Thai economy in 2022 is expected to grow by 3.2% from 1.5% in the previous year and inflation is expected to be at 6.3% due to economic activities and spending behavior that tend to recover to be more normal, an improvement in labor market and income base, including private investment rose in the first three quarters of the year but is expected to slow down in line with exports. In 2023, the Thai Economy is expected to improve with the main supporting factors being the recovery of the tourism sector, continued expansion of domestic demand in both consumption and investment. However, the economic recovery has its risks and limitations from the volatility and slowdown in the global economy with financial conditions of households and businesses sector due to high levels of debt and the risk of the spread of COVID-19 new species which may cause the Thai economy to grow lower than expected.

#### **Bangkok Office Building Market**



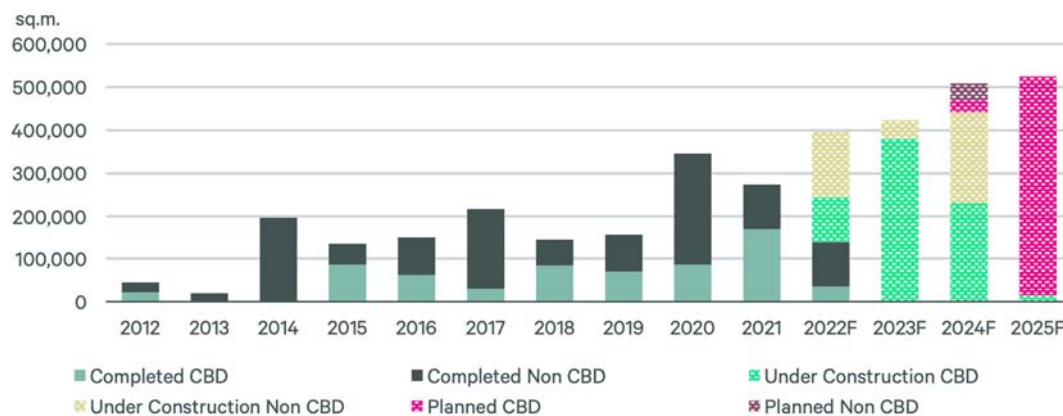
Source: CBRE Research, Q3 2022

#### **A supply of Office Space**

As of the 3<sup>rd</sup> quarter of 2022, the total office leasable area was 9.52 million square meters, an increase of 0.5% from the previous quarter and an increase of 1.3% from the same period of the previous year from 3 new buildings: Silom Edge, Silom area, S- Oasis in Vibhavadi Rangsit area and True Digital Park Phase 2 in Sukhumvit 101 area with leasable area of 12,000 square meters, 51,000 square meters and 30,000 square meters respectively. Including the rental area decreased due to the closure of the Thai Obayashi and Win Win Tower office buildings, which accounted for a total area of 19,650 square meters. In addition, according to publicly announced information, there is more than 1.14 million square meters of office space which is under construction and expected to be completed by 2025.



### Forecasted Additional Office Space

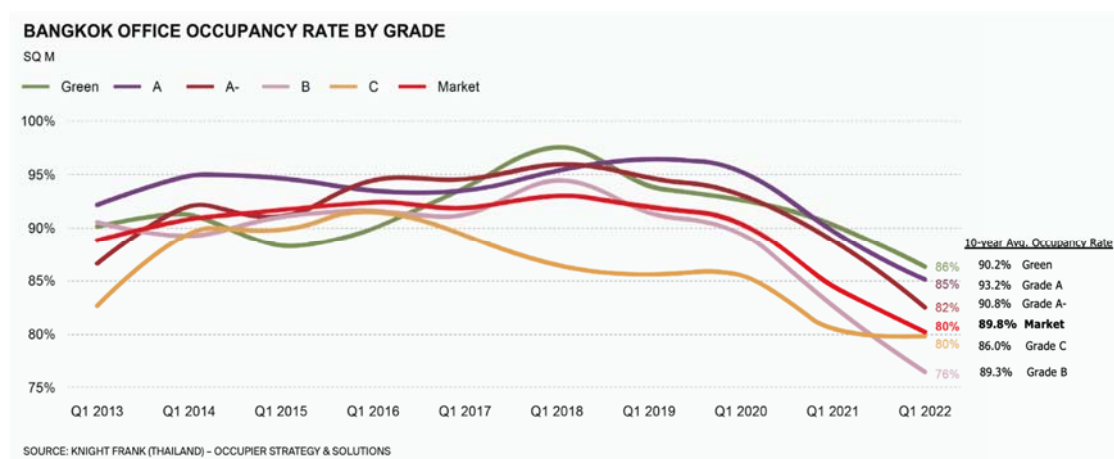


Note: The figure is reviewed every quarter. Our forecast on future supply may be subject to change.  
Source: CBRE Research, Q3 2022

### A Demand of Office Space

In the 3rd quarter of 2022, the overall net leased area decreased by 7,711 square meters. For Grade A office buildings in the Central Business District ("CBD"<sup>4</sup>), occupancy increased by 5,184 square meters, mainly due to the move into the 140 Wireless Building. However, Grade A office buildings in non-Central Business District ("Non-CBD"<sup>5</sup>) occupancy slightly decreased to 2,368 square meters, resulting in an increase in overall Grade A office buildings by 2,816 square meters. While the overall Grade B building rental decreased by 10,527 square meters, although the Grade B office rent in non-CBD areas increased by 8,036 square meters, but also the decrease from the grade B office rent in the CBD decreased by 18,563 square meters from the move out of the tenants of the old building. As a result, the total rental area was 8.20 million square meters with an occupancy rate of 86.1%, a decrease of 0.6% from the previous quarter and 2% from the same period of the previous year.

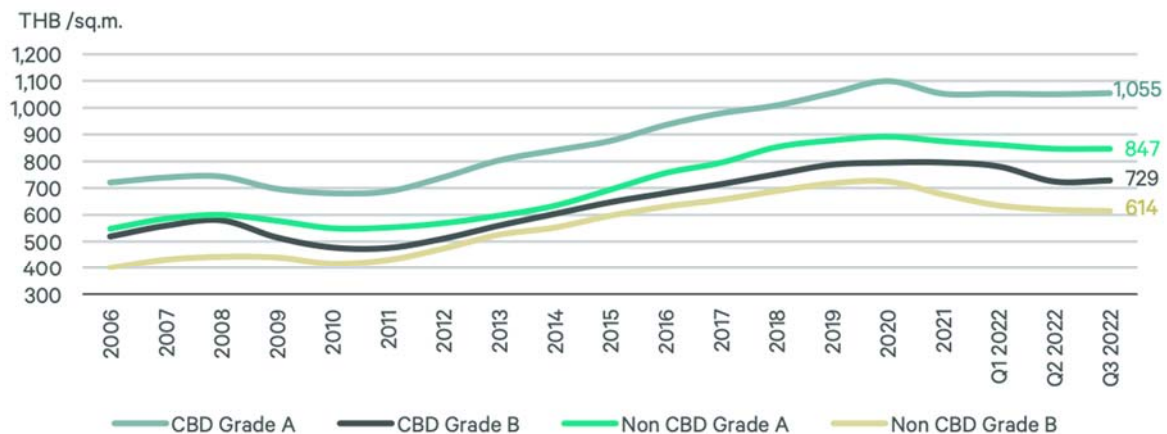
### Bangkok Office Occupancy Rate classified by Grade



<sup>4</sup> Consist of Silom, Sathorn, Rama IV Road, Ploenchit, Wireless Road, Asoke and Sukhumvit. (Early to Soi 24)

<sup>5</sup> Consist of the main areas: Northern Ratchada, Northern part of Bangkok, Late Sukhumvit Road Bangna-Trad Road Bangkok's Eastern and Southern CBD

### Bangkok Office Rental Rate by Grade and Area



Note: Based on 100-300 sq. m. transactions  
Source: CBRE Research, Q3 2022

There was little change in rental rates in the 3<sup>rd</sup> quarter of 2022. Grade A office buildings in the CBD increased by 0.38%, equal to 1,055 Baht per square meter similar to Grade B office buildings in the CBD area, an increase of 0.55% to 729 Baht per square meter. While the rental market for Grade A office buildings in non-CBD areas was stable at 847 Baht per square meter, and Grade B office buildings in non-CBD areas decreased by 0.81% to 641 Baht per square meter.

According to Knight Frank's analysis of the office building market in Q1 of 2022, office buildings in the CBD, the areas with the highest rental rates and occupancy rates are: Ploenchit - Chidlom - Wireless, followed by Nana - Asoke - Phrom Phong and Silom - Sathorn - Rama 4, respectively.

### **Bangkok Office Rental Trends**

From the spread of COVID-19 It affects the real estate sector and the office building business greatly and directly affects the working style, causing many companies to consider the volatility that occurs and consider the necessity of traditional rental space. Many companies are starting to have policies that allow employees to switch between work from home and office; Hybrid policy. CBRE found that the popularity of flexible office building rentals in rental spaces, such as co-working spaces, has increased, which allows renters to have lower costs and no long-term commitments. Therefore, flexible office renters are accelerating branch expansion in major office buildings. The challenge with this type of office leasing is whether it can attract traditional leasing companies to switch to long-term leases. Moreover, Knight Frank found that areas with lower occupancy rates correlate with areas with higher occupancy rates, reflecting that renters have the opportunity to relocate offices when they face a higher rental rate. In the past, moving offices was quite difficult, this is due to the cost of refurbishing the new office and moving costs are quite high. However, due to the changing of working styles, the cost of rent has decreased more than the cost of relocating offices. In addition, Knight Frank considers grade C office buildings to be the most competitive compared to other grade office buildings by being least affected by the epidemic of COVID-19 in terms of rent and occupancy rate.