

(Translation)

DT/CU 53044

May 12, 2010

To Board of Directors and Shareholders
MBK Public Company Limited

Subject : Opinion of the Independent Financial Advisor regarding the connected transactions of MBK's subsidiary

The Board of Directors' Meeting of MBK Public Company Limited ("MBK" or "Company") No. 10 FY 09/10 on April 8, 2010 has passed a resolution to approve Korat Thani Corporation Limited ("KTN"), a subsidiary of MBK, to perform the connected transactions ("Transaction") comprising of, the purchase of land and the right to lease the land plots for gate way ("Asset 1") from Thanachart Bank Public Company Limited ("TBANK"), and the purchase of the right to lease the land plots together with office building ("Asset 2") from Thanachart Capital Public Company Limited ("TCAP"). The total value amount to THB 639,473,500.- (Thai Baht Six Hundred Thirty Nine Million and Four Hundred Seventy Three Thousand and Five Hundred Only) by the auction method on May 4, 2010 with the condition that the bidder is required to purchase both Asset 1 and Asset 2 together. Later on, KTN has won may win the auction. Accordingly, the Board of Directors' Meeting of MBK No. 11 FY 09/10 on May 6, 2010 has passed a resolution to hold the extraordinary shareholders' meeting to approve such Transaction above.

Combining the total value of assets with the transferred fee expense amount to THB 10,535,736 and rental and services income from related party for the use Asset 2 until March 2016 amount to THB 239,654,035 The total transaction amount to THB 889,663,271 (Thai Baht Eight Hundred Eighty Nine Million and Six Hundred Sixty Three Thousand and Two Hundred Seventy One Only)

The Transaction is determined as an asset acquisition by the Notification of the Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transactions Demand as Acquisition or Disposal of Assets, and Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor. Jor. / Por. 21-01 Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004. The size of the Transaction based on the total value, was found to be equivalent to 3.05 % of the total assets of MBK and it's subsidiary as of December 31, 2009 (6 months period). The total Transaction value including the last 6 months' transactions with these connected parties is equal to 3.82 % of the total assets of MBK and it's subsidiary which is less than 15 % of the total assets. Therefore, there is no requirement to report and disclose the Transaction according to the Notification No. Bor. Jor. / Por. 21-01.

In addition, the Transaction is determined as connected transactions of Notification of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Rules on Connected Transactions, and Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor. Jor. / Por. 22-01, Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003, and its amendment. Considering the size of the Transaction, it is found that the total Transaction is worth THB 889.66 Million or equal to 7.02 % of the net tangible

assets of MBK and its subsidiary as of December 31, 2009. The total Transaction value including the last 6 months' transactions with these connected parties is worth THB 1,105.28 Million or equal to 8.82 % of the net tangible assets of MBK and its subsidiary which is more than THB 20 Million and more than 3 % of the net tangible assets.

According to Notification No. Bor. Jor. / Por. 22-01, MBK is required to obtain the approval to perform the Transaction from the Board of Directors, report, and disclose Information of Transaction to the Stock Exchange of Thailand immediately, and determine the shareholders' meeting for seeking an approval from shareholders to enter into the Transaction with the vote of not less than three fourth of the total number of votes from the shareholders who attend the meeting and eligible to vote, excluding the votes of connected shareholders.

D & T Advisory Limited ("Independent Financial Advisor" or "IFA") has been appointed by MBK as an Independent Financial Advisor of the shareholders to give the opinions on (1) Reasonable and beneficial of Transaction to MBK. (2) Fairness of the value and conditions of Transaction, and (3) Consider whether the Transaction should be accepted or rejected from shareholders. On the opinion, IFA has considered and analyzed the information received from MBK, such as copies of minutes of Board of Directors' meeting No. 10 and No. 11 FY 09/10, Disclosure of Information submitted to the Stock Exchange of Thailand ("SET"), Audited Financial Statement of MBK and KTN which were verified by the Auditor approved by the Securities and Exchange Commission ("SEC"), Annual Registration Statement, Appraisal report for public objective by Sasipakdi Co., Ltd. ("Independent Valuer") approved by the Valuers Association of Thailand and Thai Valuer Association, the auction invitation letter, the condition to bid the assets, memorandum, minutes of the Board of Directors and other document, management interview, independent valuer interview, and public information.

IFA has considered the information and cautiously provided the opinion in accordance with professional standards by assuming that the information received is accurate and true which is based on economic conditions and related factors at that time. A significant change in these factors may affect the opinion of IFA.

IFA opines that the Transaction is reasonable, the value is fair, and the condition is normal practice, and that the Transaction is able to support the core business of MBK. Accordingly the shareholders should approve the Transaction. However, the final decision to vote depending on the discretion of shareholders is critical.

1. Type and Details of the Connected Transaction

1.1 Type and Size of the Connected Transaction

The Transaction is determined as connected transaction of the Notification of the Board of Governors of the Stock Exchange of Thailand No. Bor. Jor. / Por. 22-01, Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003, and its amendment. The details of Transaction are as follows:

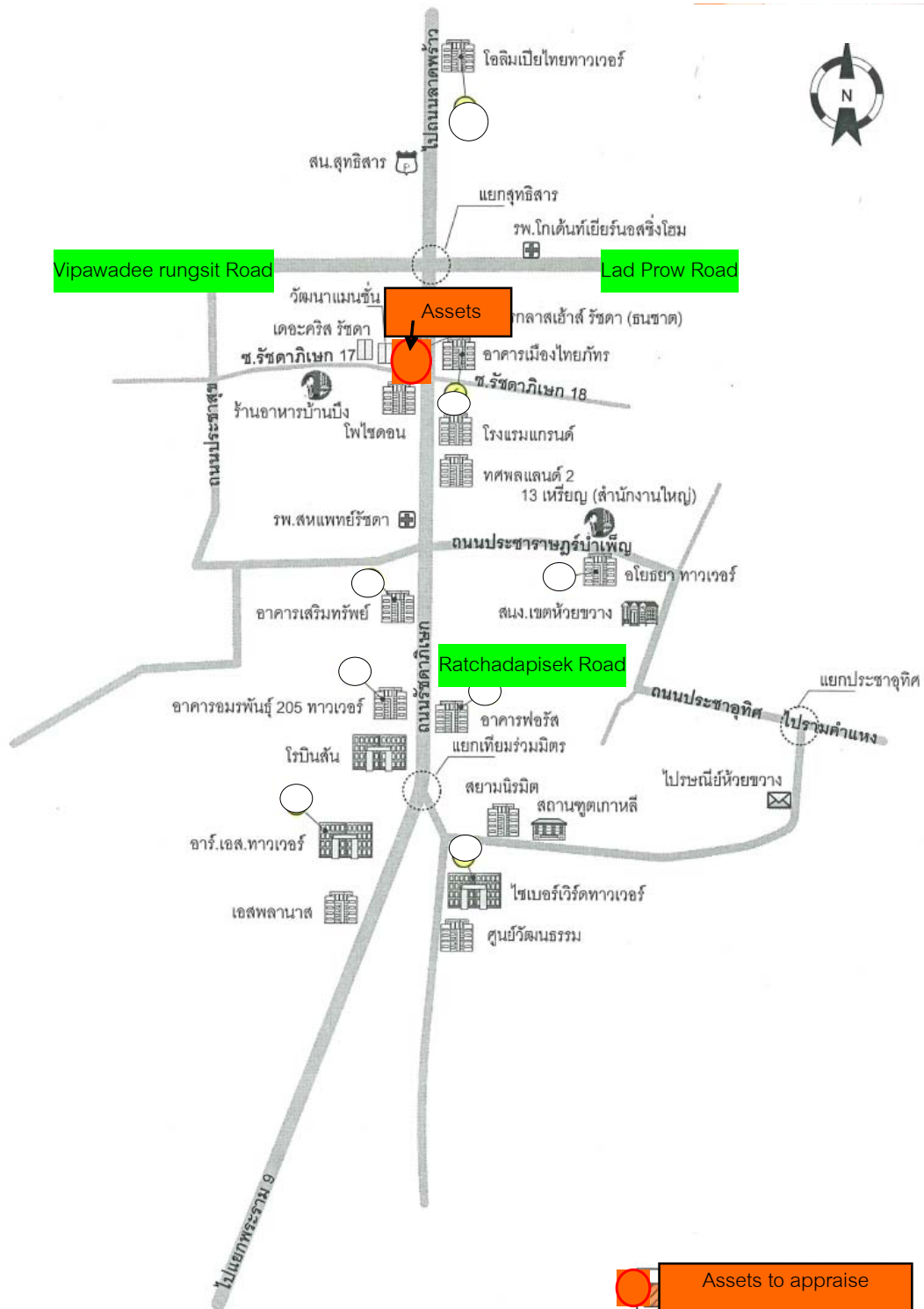
Asset 1 To purchase the land and the right to lease the land plots for gate way from TBANK. The auction value is THB 431,473,500. If the transferred fee expense is included, the total amount would equal to THB 435,474,236 (Thai Baht Four Hundred Thirty Five Million and Four Hundred Seventy Four Thousand and Two Hundred and Thirty Six Only)

Asset 2 To purchase the right to lease the land plots together with office building from TCAP. The auction value is THB 208,000,000. Combining the auction value of Asset 2 with its transferred fee expense, and rental and services income from related party for the use of Asset 2 until March 2016, The total amount would equal to THB 454,189,035 (Thai Baht Four Hundred Fifty Four Million and One Hundred Eighty Nine Thousand and Thirty Five Only)

Considering the size of the Transaction, it is found that the total Transaction is worth THB 889.66 Million or equals to 7.02 % of the net tangible assets of MBK and it's subsidiary as of December 31, 2009. The total Transaction value including the last 6 months' transactions with these connected parties is worth THB 1,105.28 Million or equal to 8.82 % of the net tangible assets of MBK and it's subsidiary, which is more than THB 20 Million and more than 3 % of the net tangible assets. Therefore, the Transaction is determined to be significant.

1.2 Details of the Transaction

KTN will purchase the two assets as shown below:



Picture 1 Map of location of Assets



Picture 2 Land bank (1.1) Right to lease for gateway (1.2)
Right to lease land and building (2)



Picture 3 Ratchadapisek Road and Soi Ratchadapisek 17 (left)



Picture 4 Asset 1.1



Picture 5 Asset 2 (back)



Picture 6 Asset 2 (Front)

Asset 1 Land and the right to lease the land plots for gateway (Figure 2 and 4)

(refer to the Appraisal Report No. GR-SSP-53-002 April 2, 2010 by Sasipakdi Co., Ltd.)

(1.1) Land

Property type	:	8 adjacent vacant land plots, with a total land area of 6-3-83.7 rais (2,783.7 square wahs or 11,134.8 square metres)
Location	:	Soi Ratchadapisek 17, Ratchadapisek Road, Kwaeng Din Daeng, Khet Din Daeng, Bangkok. (through Soi Ratchadapisek about 40.0 metres)
Land deed	:	8 adjacent vacant land plots, Land Title Deeds No. 8394, 8533, 65610, 139282, 139283, 139750, 139752, and 140746
Legal rights	:	Complete Proprietary
Ownership	:	Thanachart Bank Public Company Limited (TBANK)
Obligation	:	No obligation
Physical characteristics.	:	Land shape is a polygon, reclamation, and higher than edge roads 0.1 meter. The front is road to Soi Ratchadapisek 17, width 67.0 metres, and the highest length 225.0 metres.
Boundary	:	North and West Land and buildings South Soi Rachadapisek 17 East Land and Thanachart Glass House Rachada Building (Asset 2)
Entrance/Exit way	:	Able to go in and out two ways via Soi Rachadapisek 17 and Ratchadapisek Road (Right to lease), as to the present owner (TBANK) has leased from State Railway of Thailand. The gate way is 12.0 metres width, and 40.0 metres length. The term of lease is 30 years, ending October 31, 2037.
Utilities System	:	Electricity, Water, Drainage Ditch, Telephone, Mobilephone, and Electricity on the road.
Environment	:	Business and commercial area, crowded population, and medium to high income.
Trend of Growth	:	Good, convenient transportation, such as MRT pass Ratchadapisek Road.
Properties Liquidity	:	Medium to High Liquidity.
Present Usage	:	East : some parts of the land is used for parking area of TBANK which is the owner. The rest is land bank.
Best use of Property	:	Condominium.
Important places	:	300-metre distance from Suthisan Station of MRT, Suthisan Police Station, Kasikorn Bank, Krung Sri Ayuthaya Bank, Thrim Udom Suksa Pattanakarn School, and Robinson Ratchadapisek.
Expropriation	:	It is found that it is not in land expropriation.
Opinion of Appraiser	:	- To value the market price of assets including the value of the gate way to Rachadapisak Road. - The best use of the assets is Condominium.

(1.2) Right to lease the land plots for gateway

Property type	: Right to lease the land plots for gate way, width 12.0 metres, and length 40.0 metres. The total area is 480.0 square metres.
Location	: Edge of Ratchadapisek Road, Kwaeng Din Daeng, Khet Din Daeng, Bangkok. (The same area of Asset 2)
Legal rights	: Right to lease the land plots for gateway, adjacent to the guide railway at Bang Sue – Klong Ton (Edge of Ratchadapisek Road). Contract No. 901501349, period of lease is 30 years, since November 1, 2007 to October 31, 2037.
Remaining term of lease	: Approximately 27 years and 4 months from the transferred date.
Ownership /Lessor	: State Railway of Thailand.
Present Lessee	: Thanachart Bank Public Company Limited (TBANK)
Obligation	: No obligation.
Characteristic of Land	: Land shape is a rectangle, reclamation, and higher than edge roads 0.3 metres. The front is Ratchadapisek Road width 12.0 metres, and length 35.0 metres.
Boundary	: North and South Leasehold Land (Asset 2) East Ratchadapisek Road West Land bank (Asset 1 item 1.1)
Opinion Appraiser	: To value the land bank (Asset 1 item 1.1) which is also considered the value of the lease for gateway to Rachadapisak Road.

Asset 2 Right to lease the land plots together with office building (Figure 2, 5 and 6)

(refer to the Appraisal Report No. GR-SSP-53-01-002 April 2, 2010 by by Sasipakdi Co., Ltd.)

Property type	: Right to lease the land plots together with an 18-storey office building namely “ Thanachart Glas Haus Rachada Building” - The current land lease area is 4-0-88.75 rais (1,688.75 square wahs or 6,755.0 square metres). Excluding the right to lease the land plots for gate way (Asset 1 item 1.2) of 480 square metres, the remaining land lease area is 6,275.0 square metres. - The total build up area is 10,976.0 square metres. - The total rentable area is 8,223.0 square metres.
Location	: No. 207 Ratchadapisek Road, Kwaeng Din Daeng, Khet Din Daeng, Bangkok.
Legal rights	: Right to lease the land with building on, Ratchadapisek Road. Contract No. 907440157 dated April 19, 2001, and memorandum No. 901491214 dated June 7, 2007. Period of lease is 23 years and 2 months, from January 1, 2001 to February 28, 2024.
Remaining lease	: About 13 years and 8 months from the transferred date.

Lease fee	:	Increase of 10 % of the last lease fee, every 3 years, from March 1, 2003 until the end of the contract.
Renewal of the lease contract	:	If lessee would like to extend the lease contract, lessee will get a first right to lease another 10 years up per contract period, based on the condition at that time.
Ownership/Lessor	:	State Railway of Thailand.
Present Lessee	:	Thanachart Capital Company Limited (TCAP)
Asset Manager	:	Plan Estate Co., Ltd.
Obligation	:	No obligation.
Other Obligation	:	Short - term sublease for 3 years* (able to extend for 3 years)
Characteristic of Land	:	Land shape is a rectangle, reclamation. The front is Ratchadapisek Road with length 193.0 metres, and highest width 35.0 metres and higher than edge roads 0.3 metre.
Characteristic of Building	:	Building 18 floors high, zone A (south) 7 floors high, zone B (north) 18 floors high, 114.1 metres length, 10.5 metres width, modern style Building, 100% complete construction, good maintenance
Utilized	:	Approximate 13 years (Certificate of construction dated November 14, 1996)
Parking Area	:	The parking area around the building accommodates about 143 cars (if included TBANK's land lease from State Railway of Thailand, the parking lots is about 163 cars).
Boundary	:	North Land with commercial building South Soi Ratchadapisek 17 East Ratchadapisek Road West Land bank (Asset 1)
Entrance/Exit way	:	Able to go in and out two ways via Ratchadapisek Road and Soi Ratchadapisek 17 (pass to TBANK's land at the back of the building)
Infrastructure	:	Electricity, Water, Drainage Ditch, Telephone, Mobilephone, and Electricity on the road.
Environment	:	Business and Commercial Area, Crowded Population, and Medium to High Income.
Trend of Growth	:	Convenient transportation, such as MRT pass Ratchadapisek Road.
Properties Liquidity around the Asset	:	Good Liquidity to office and department store for rent. Good Liquidity to buy and sell condominium.
Present Usage	:	Office for rent (TCAP rents out almost 100% of rental area to Thanachart Group. Moreover, TCAP also rents out ceiling to communication operators for installing the telephone network signals and insignificant space rental for packing area. Sublease is 3-year short term period, ending on March 31, 2013 and able to extend for 3 years. After that, the condition will be adjusted depending on market situation.)

Best use of Asset	:	Commercial Building (at present, the asset is considered as best use)
Important places	:	150-metre distance from Suthisan Station of MRT, Suthisan Police Station, Kasikom Bank, Krung Sri Ayuthaya Bank, Thrim Udom Suk sa Pattanakarn School, and Robinson Ratchadapisek.
Expropriation	:	It is found that it is not in land expropriation
Opinion of Appraiser	:	At present, the land is utilised properly

* On the date of the IFA report, IFA has not yet received the copy of area lease contracts from MBK Group.

1.3 Total value of the consideration and the conditions

The total value of Transaction amount to THB 889,663,271 (Thai Baht Eight Hundred Eighty Nine Million and Six Hundred Sixty Three Thousand and Two Hundred Seventy One Only) comprised of the total value of assets which KTN has succeeded from the auction of this deal amounts to THB 639,473,500. The conditions of this auction specify that all bidders must bid for both the Asset 1 and Asset 2 at the same time by quoting the price of each asset. Besides, there are transferred and registration fee expense arising from purchase of assets, and rental and services income from related party to use the Asset 2 until March 2016, which can be shown as follows:

Assets 1	Land and the right to lease the land plots for gate way
	- The land auction value amounts to THB 431,473,500
	- Transfer and Registration expense THB <u>4,000,736</u>
	Total THB <u>435,474,236</u>

Assets 2	Right to lease the land plots together with an office building
	- The auction value amounts to THB 208,000,000
	- Transfer and Registration expense THB 6,535,000
	- Income from related party THB 239,654,035
	Total THB <u>454,189,035</u>

Terms of important auctions (Refer from Invitation Letter to auction)

1)	On the auction day (May 4, 2010), bidders are required to make an initial deposit for the auction. Initial deposit for the two assets of auction amounts to a total of THB 30,000,000.- (Thai Baht Thirty Million Only) :
	1.1) Initial of deposit for auction Asset 1 amounting to THB 20,000,000 (Thai Baht Twenty Million Only).
	1.2) Initial of deposit for auction Asset 2 amounting to THB10,000,000 (Thai Baht Ten Million Only).

2)	<p>Successful bidders are required to pay a total deposit amounting to not less than 20 % of the value of the auction to the sellers (TBANK and TCAP). On June 15, 2010*, the initial deposit mentioned above may be utilized as part of the total deposits, hence KTN will be required to make additional deposits to complete the Transaction, including entering into contracts to buy and sell land, right transfer for the land plots lease for gateway with TBANK, and right transfer for land together with an office building with TCAP on the same day.</p> <p>* KTN is required to obtain approval from a shareholders' meeting of MBK which will be held on June 14, 2010 to enter into Transaction. KTN, on the auction date, asked for an extension to pay the deposit and postpone the date to sign contracts from May 11, 2010 to June 15, 2010. Accordingly, TCAP and TBANK will propose KTN's request as mentioned above to obtain approval from the Board of Directors of TCAP and TBANK within May 26, 2010. If the Board of Directors of TCAP and TBANK reject the request, TCAP and TBANK will cancel the auction and return deposit of THB 30 Million to KTN and will not claim for any damages.</p>
3)	<p>The auction winner is required to settle the remaining sum(s) to the seller immediately following the completion of the below events, but no later than July 30, 2010.</p> <p>3.1) Transfer the ownership of land bank by TBANK to the successful bidder.</p> <p>3.2) The successful bidder sign a contract to lease the land with buildings, including related documentation to State Railway of Thailand (ownership).</p>
4)	<p>Should the successful bidder fail to pay within the specified period, his bid shall be deemed to be waived. The owner/seller will forfeit money of the auction winner. In addition, successful bidders will not allow to bid for the property at next auction. If the value of the next auction is less than the current bidding value, the winner of the auction will be responsible to compensate for the difference in value and other expenses immediately.</p>
5)	<p>Successful bidders are required to pay for the bidding price of the both assets on the same day.</p>
6)	<p>Successful bidders are required to transfer the rights and duties under the sublease contracts and service contracts related to Assets 2 which TCAP has subleased to such person(s).</p>
7)	<p>Tax, duty stamp, fees, and expense during the settlement will be handled as follows:</p>
	<p>Asset 1 : <u>Land</u></p> <ul style="list-style-type: none"> – Only corporate income tax and business tax shall be the responsibility of TBANK. – The duty stamp, taxes, except taxes mentioned above, fees and expenses, related to the transfer shall be the responsibility of KTN. <p> <u>Leasehold for gateway</u></p> <ul style="list-style-type: none"> – The duty stamp, tax related to the transfer of lease right. (excluding corporate income tax) shall be the responsibility of KTN. – Fees and expenses, regarding the transfer of leasehold rights which the State Railway of Thailand charges will be the responsibilities of both KTN and TBANK equally. – Fees and expenses of leasehold registration paid to the Land Department are borne by KTN.

	<p>Asset 2 : <u>Leasehold land with office building</u></p> <ul style="list-style-type: none"> - Corporate income tax arising from the transfer of leasehold rights is borne by TCAP. - The duty stamp, tax related to the transfer of lease rights. (excluding corporate income tax) shall be the responsibility of KTN. - Fees and expenses regarding the transfer of leasehold rights which the State Railway of Thailand charges will be the responsibilities of both KTN and TCAP equally. - Fees and expenses of leasehold registration paid to the Land Department are borne by KTN.
8)	The sellers require that the transferee of these two assets must be the same entity.

Source of funds

The Transaction of the purchasing assets, KTN will use its working capital and loan from MBK. However, the financial resources of MBK will come from its working capital. MBK has informed that as of March 31, 2010, MBK has cash and cash equivalent approximate to THB 900 Million. Furthermore, MBK expects to sell the short term investment in marketable securities which is enough to fund the Transaction before the payment date without borrowing requirement from financial institutions.

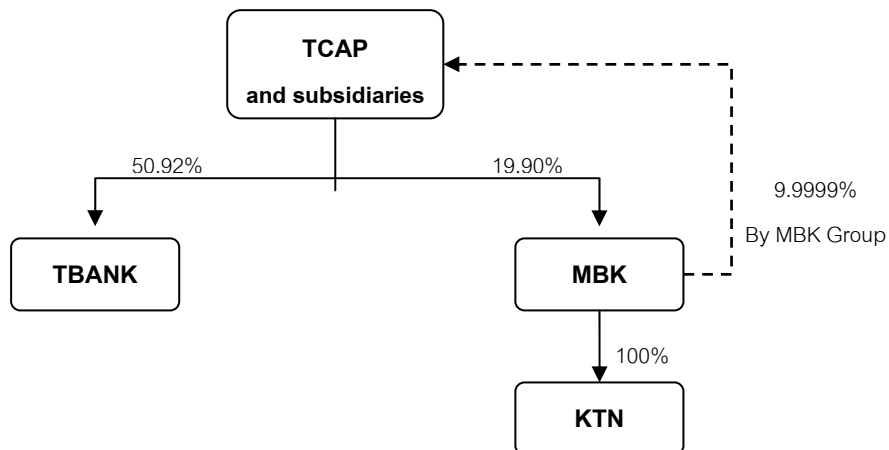
KTN will enter into the connected transaction after getting the approval from the extraordinary meeting of MBK shareholders No.1/2010, held on June 14, 2010 at 2.00 PM. In case that the resolutions of the shareholders meeting on such date reject the Transaction, KTN will be unable to pay the remaining auction value to the Sellers according to the conditions of the auction. Thus, MBK Group may be affected as follows: In case that the Board of Directors' meeting of TCAP and TBANK held within May 26, 2010 have resolutions to approve for KTN to extend payment date of the remaining deposit and contract date to buy and sell assets from May 11, 2010 to June 15, 2010, but, the resolutions of the MBK extraordinary shareholders' meeting does not approve the Transaction, MBK will be renounced and be forfeited initial deposit amount to 30 Million Baht. Furthermore, KTN, the winner of the auction, will be unable to bid on the assets at the next auction. If case of the auction value in the next auction setup is lower than previous value, KTN, a subsidiary of MBK Group will be responsible to compensate for the difference in value and other expenses immediately.

- In case of the Board of Directors of TCAP and TBANK have resolutions not to approve the extension of payment date of the remaining deposit and contract date to buy and sell assets, TCAP and TBANK will cancel the auction and return the 30 Million Baht initial deposit to KTN. Therefore, MBK, in return, will not be affected from the case.

1.4 Related persons and Connected persons of entering into the Transaction

(Data from MBK As at 30 April 2010)

Related persons to transaction	Connected Transaction	Relationship / Connected -MBK
KTN	Purchaser of Asset 1 and Asset 2	A direct subsidiary which MBK holds 100 % of its paid –up capital
TCAP	Seller of Asset 2	- Some directors are the same as MBK’s Mr. Banterng Tantivit, Mr. Suphadej Poonpipat - TCAP and its subsidiaries, the major shareholder group of MBK which totaling holds 19.90 % of its paid up capital. - MBK group holds 9.9999% in TCAP
BANK	Seller of Asset 1	- A subsidiary of TCAP, which is the major shareholder of MBK - Some directors are the same as MBK’s Mr. Banterng Tantivit, Mr. Suphadej Poonpipat



TCAP and subsidiaries related to MBK	Percentage holding of TCAP Group to MBK (%)	Percentage holding of MBK Group to TCAP (%)
1. Thanachart Capital Public Company Limited	9.9965%	9.9999%
2. Thanachart Securities Public Company Limited	4.0080%	-
3. Thanachart Llife Assurance Company Limited	4.0737%	-
4. Thanachart Insurance Company Limited	1.8218%	-
Total	19.900%	9.9999%

1.5 The Information of MBK

MBK was incorporated on April 8, 1994, Its registered address is 8 th Floor MBK Center Building, 444 Phayathai Road, Wangmai, Pathumwan, Bangkok 10330 , had issued and paid-up share capital of 188,629,100 ordinary shares value of THB 1,886,291,000. The principal business operations of the Company and its subsidiaries (“the Group”) are summarised as follows:

- Shopping Center Business
- Hotel and Tourism Business
- Real estate development for sales business and for lease
- Golf course business
- Rice and Rice mill business
- Other business

Korat Thani Company Limited (KTN) will enter into the connected transaction, The company was registered as a limited company on June 8, 1990 with its registered office is 8 th Floor MBK Center Building, 444 Phayathai Road, Wangmai, Pathumwan, Bangkok 10330, had issued and paid-up share capital of 5,835,000 ordinary shares value of THB 583,500,000 which MBK holds 100% of its paid –up capital. The principal business of KTN is investment holding which are in other business categories of the Group.

Board of Directors and the Management of MBK

(source from MBK as at April 30, 2010)

<u>Name</u>	<u>Position</u>
Mr. Banterng Tantivit	Chairman
Mr. Suphadej Poonpipat	Vice Chairman
Mr. Paichitr Rojanavanich	Independent Director and Chairman of the Audit Committee
Ms. Prakong Lelawongs	Independent Director and Member of the Audit Committee
Mr. Pracha Jaidee	Independent Director and Member of the Audit Committee
Mr. Chatrachai Bunya-Ananta	Independent Director
Ms. Panit Pulsirivong	Independent Director
Mr. Piyaphong Artmangkorn	Director
Mr. Suvait Theeravachirakul	Director and President
Mr. Hatchapong Phokai	Director
Mr. Atipon Tantivit	Director

<u>Name of the Management</u>	<u>Position</u>
Mr. Suvait Theeravachirakul	President
Mr. Pongsak Sabdasen	Senior Executive Vice President Office of President
Mr. Kasemsuk Chongmankhong	Senior Executive Vice President Financial & Administration
Mr. Sakchai Kengkijkosol	Senior Executive Vice President Operation
Ms. Yupapan Paritranun	Senior Executive Vice President Internal Audit
Mr. Somboon Wongrassamee	Executive Vice President Business Development
Mr. Winai Srichobtham	Executive Vice President Marketing

List of the top 10 of MBK Shareholders

(Resource from MBK as of closing date of shareholder register book XD, April 23, 2010)

No.	Name	Number of shares*	%
1.	Patum Rice Mill and Granary Public Company Limited (Group)	49,924,953	26.47%
	- Patum Rice Mill and Granary Public Company Limited	47,424,953	25.14%
	- PRG Granary Company Limited	2,500,000	1.33%
2.	Thanachart Capital Public Company Limited (Group)	37,537,209	19.90%
	- Thanachart Capital Public Company Limited	18,856,209	10.00%
	- Thanachart Securities Public Company Limited	7,560,300	4.01%
	- Thanachart Insurance Company Limited	3,436,500	1.82%
	- Thanachart Life Assurance Company Limited	7,684,200	4.07%
3.	NORTRUST NOMINEES LTD. – NTGS	10,188,500	5.40%
4.	Mr. Yongsak Kanathanavanich	4,421,400	2.34%
5.	NORTRUST NOMINEES LTD.	3,950,295	2.09%

No.	Name	Number of shares*	%
6.	Thai NDVR Company Limited	3,725,701	1.98%
7.	DBS BANK A/C DBS NOMINEES	3,598,400	1.91%
8.	Thanachart Employee Savings and Credit Cooperatives., Ltd.	3,216,200	1.71%
9.	AMERICAN INTERNATIONAL ASSURANCE CO., LTD. – AFEX	3,086,400	1.64%
10.	STATE STREET BANK AND TRUST COMPANY	2,787,908	1.48%

Note : The number of shares included with the shares held by the related parties according to section 258 of Securities and Exchange Act (No.4) B.E. 2551

1.6 The summary of Real Estate industry

Property market in general has improved in the quarter 4 of 2009. After the effect of economic downturn, following are the results of research and analysis of Property Market experts in accordance with related assets as follows:

Land

Land value in the vicinity of Bangkok and its perimeter had increased in last quarter of 2009. This could be seen from the Land Price Index of Quarter 4 which had increased in comparison to previous quarter and of same quarter of previous year. In 2008, the Land Department had approximated the land price in Ratchadapisek Road area to range between 100,000 to 250,000 Baht per square wah. However, there was higher price offering of 350,000 Baht per square wah. Land area of Ratchadapisek Road nearby Rama IX Road had an offering price range of 150,000 to 220,000 Baht per square wah, while Lardprao area offering price range between to 85,000 - 120,000 Baht per square wah. (*Real Estate Information Center, January 2010*).

Condominium

The MRT underground train station project had a positive effect on residential development in the nearby area. Many property development companies, both listed and non listed company in the Stock Exchange of Thailand, were interested in launching multiple projects. The residential survey on Ratchadapisek-Lardprao Road had suggested that the developers are mostly interested in Residential Condominium projects. Traffic congestion was the main reason which influence buyers decision in purchasing Residential Condominium in the vicinity of the underground train station. (*Real Estate Information Center, January 2010*).

Average selling price for high-end condominium in Bangkok City centre in Quarter 4 of 2009 had an increase tendency from previous quarter, with approximate price of 131,252 baht per square metre and percentage of residency had increased to 74.2% (*CB Richard Ellis, January 2010*).

Office Building

General Occupancy Rate at year end 2009 for Grade A Office on average was at 88.4%, while Grade B Office was at 84% (*CB Richard Ellis, Market Review 4th Quarter 2009*). Averaged occupancy rate of office area was

approximated 12% (CB Richard Ellis, Thai Property News "The Thai Property Market Trend in 20140", 20 January 2010). At year end 2009, the total office rental space has increased from its Quarter 3 of 2009, especially in the Non-CBD zone, due to the completion of the Energy Complex building on Ratchadapisek Road completion in Quarter 4/2009.

In 2009, only a few Office Building Projects were launched, and were mainly utilized by the building owners' affiliates. New Office Building Projects that will be completed in the year 2010 and 2011 are limited to only four, i.e. Sathorn Square, Sivatel, Park Ventures and KPI Head Office, resulting in limited availability of office rental space. At year end 2009, Market Rental Rate had slightly decreased due to economic effects resulting from the sustaining period from the world economic crisis recovery. Grade A Office Rental Rate, averaging all zones, had reduced to 624 Baht per square metre. Grade B Office Rental Rate, averaging all zones, had reduced to 467 Baht per square metre. Detail of Office Rental Rate for each zone was as follows:

		CBD		Non-CBD	
		Grade A	Grade B	Grade A	Grade B
Market office rental rate: the year end 2009 (Baht / square metre / month)		685	503	563	431

However, CB Richard Ellis had a view that overall Property Market, including Office Rental Rate had a tendency to improve in the year 2010. This was supported by the limited availability of rental space, and the World Economic recovery, which would increase the office tenants' budget, along with the need for business expansion, relocation or increase in office space rental. (CB Richard Ellis and Jones Lang Lasalle, January 2010).

2. Reasonableness and Appropriateness of the Transaction

2.1 Objective of acquisition the Transaction

2.1.1 Expand core business of the Group

Office rental and real estate development for sale/rent is one of the core business of MBK Group. The purchase of assets is to expand to the core business and increase assets which generate income to MBK Group. Land bank acquired is potential to develop real estate property. The company plans to develop to be a condominium for sale to make a profit in the future which applied to the best use of assets. The necessity to purchase the right to lease the land plots together with office building and land bank is required in the condition of the auction. However, If considering of the total return rate from these two projects, the company will get advantage from entering into the Transacton.

2.1.2 Increase opportunities of revenue and benefit to the company and its shareholders

If the company develops the potential land bank acquired to be a condominium for sale, the company will make a profit and have a good return on investment. Furthermore, the company can generate income

continuously for at least three years from rental and services immediately from Thanachart Glas Haus Ratchada Building, due to the office space almost 100% occupied by Thanachart Group. (the others rent out to communication operators for installing the telephone network signals and insignificant space rental for parking area.). The sublease contract is 3-year short term period, ending in 2013 and able to extend for another 3 years. The current rental rate is less than the market rate because of the existing conditions in sublease contracts before the auction. However, the company expects to adjust the rental rate to reflect the market rate after the sublease contracts expiration.

2.2 Advantages and disadvantages of acquiring the Transaction

- Advantages of acquiring the Transaction

1. Acquisition of the property will create revenue for the company's business. These are quality properties located at a strategic location with the potential for development. In addition, the present building, Thanachart Glas Haus Ratchada Building is complete and in good condition. Occupied area is also full, thereby KTN will generate revenue from rental and services immediately. This reduces the risk that the MBK group would have to search for tenants by themselves.
2. Assets value including the transferred fee expenses has been acquired at a price less than the market value, as appraised by an independent valuer.
3. The properties will be acquired through a bidding process, thus it will provide more reliability and transparency.
4. Both properties are located on the same area. Acquisition of these two properties from this auction will help the company obtain the large property area and can synergized more efficiency. In addition, the land, located at the back of office will more easily access via land lease for gateway to Ratchadapisek Road.
5. The company informed that it has liquidity such as cash, cash equivalent, short term investment in securities, enough for purchasing assets,. To invest in real estate from excess funds will make a good return to company better than deposit to the bank or invest in the other more risk assets.

- Disadvantages of entering into the transaction

1. To purchase assets, it will loss opportunity to invest in other business.

- Advantages of not entering into the transaction

1. The company has remained its cash or liquidity as the same level.

- Disadvantages of not entering into the transaction

1. The company would lose the opportunity to acquire assets with good quality as required. Additionally, it would lose the opportunity to earn rental and services income from the rental office, which rental area is fully occupied. Furthermore, waiting for the purchase of other properties may require time and expenses to find land or property at similar types and location. Purchasing an office building which construction is

not completed, rental area not fully occupied or investing in construction of new office would put the company at risk in terms of costs of searching for tenants.

2. If company does not participate in this transaction, the company shall miss opportunity to obtain both properties simultaneously. Both two properties will complement each other. Acquiring only one asset will be increasingly less interested, as the total development area will not meet a critical mass.
3. Should the property be acquired during a period of economic recovery, the property price may be higher than the price of this transaction.

2.3 Advantages and disadvantages of acquiring the Transaction with connected persons and external parties

- Advantages of acquiring the Transaction with connected persons
 1. The company acknowledged the auction news/letter and has been invited to participate the auctions accordingly. Such information the auctioneer had given to other potential bidders.
 2. Thanachart Glas Haus Ratchada Building is almost 100% rent out to TBANK, a subsidiary of TCAP. Hence, the building management process and occupancy rate monitoring will be more easier and more cost-effective as compared to having many small diversified tenants.
- Disadvantages of acquiring the Transaction with connected person
 1. If TBANK, a major tenant of the Building, eventually does not renew the lease of office space in 2013, MBK group would face with a risk of sourcing for new tenants. However, such risks are normal business risks. Moreover, the possibility that the sublease contract renewal by TBANK is quite high due to the high cost of office and system equipment relocation. In addition, the rental office is situated near the city center with convenient transportation and located within short distance to MRT, Suthisan station.
- Disadvantages of acquisition the Transaction with external parties
 1. Transactions with third party companies may require time and expense of finding information. Cooperation and negotiation would also be limited.

3. Fairness of the price and conditions of the Transaction

3.1 The fairness of the price and total value of the Transaction

In considering the suitability of the price and consideration value of land purchase and leasehold land with office building from the connected persons. Independent financial advisor has been reviewed the price of each property appraised with public purpose by the independent property appraiser, Sasipakdi Company Limited, approved by the Thai Valuers Association and Association of Valuers of Thailand. Moreover, an independent financial advisor has compared independent appraiser's report with the KTN's bidding price on the properties, The details of the comparison are as follows.

3.1.1 Appraisal price of Land blank and the right to lease the land plots for gateway

(refer to the Appraisal Report No. GR-SSP-53-002 April 2, 2010 by Sasipakdi Co., Ltd.)

The appropriate valuation methods for land valuation is market data approach. Since the property valuation is the same or similar shape with a comparable market data in terms of the vicinity area and similar conditions. Comparison with market data is used to determine the market value of this property.

Table shows a comparison of appraised property with the other market data.

Description	Appraisal asset	Data 1	Data 2	Data 3	Data 4	Data 5
Type of asset	Land	Land	Land	Land	Land	Land
Location	Ratchadapisek Road (into 40 metre)	Pracharatbumphe (into 150 metre)	Ratchadapisek Road (On road)	Ratchadapisek Road (On road)	Ratchadapisek Road (into 740 metre)	Ratchadapisek Road (into 1,250 metre)
Land area	6-3-83.7 rai	10-0-0 rai	4-0-0 rai	6-0-0 rai	11-0-0 rai	2-0-30 rai
Offering price (Baht / square wah)	-	85,000	350,000	350,000	144,700	150,000
Negotiation price / Adjust price	-	70,000	280,000	280,000	120,000	110,000
Important Data	1.00	0.10	0.20	0.20	0.25	0.25
Comparable Value	179,880	14,894	39,716	39,473	40,000	45,833
Appropriate market value	180,000	Baht / square wah				
Total Open Market Value	501,100,000	Baht (rounded)				

For the other valuation method, the Residual Method is used to review the asset value only. The method will determine the value of land or projects that the construction is not completed with the assumption that to develop a project based on the best use at that time with the full build-up capabilities under the related regulations. After that, the overall project value will be subtracted by the development costs, to result in the land value or value of the project already constructed. The appraiser has opined that the land value under this method will be total THB 509,417,100. or average 183,000 per square wah.

The official land value amount THB 51,000 to 68,000 per square wah. Thus, the total area 6-3-83.7 rai or 2,783.7 square wah is equal to THB 145,237,700. The official value does not reflect the true market value of assets. But the reference will be use to calculate the registration fee and transfer tax expenses related when there is a transfer at the Land Department.

Summary empty land appraisal calculated as follow:

Appraisal Methods	Area	Price / Unit (Baht / square wah)	Total value asset (Baht)	
Market Comparison Method*	2,783.7 Square wah	180,000	501,100,000	*Appropriated method
Residual method	2,783.7 Square wah	183,000	509,417,100	
Official Price Independent appraiser		51,000 - 68,000	145,237,700	

To purchase the assets, MBK group has to pay not only the assets value but also the transferred and registration fee expenses for land bank and right to lease the gateway amount to 4,000,736 Baht.

3.1.2 Appraisal price of Right to lease the land plots together with an office building

(refer to the Appraisal Report No. GR-SSP-53-01-002 April 2, 2010 by by Sasipakdi Co., Ltd.)

The method to be used for appraise the value of right to lease is based on market value. The appropriate valuation is Income Approach. Due to the valued asset is right to lease the land plots together with an office building and these assets can generate revenue at the present. Revenue is estimated from office building rental and other income less the estimated expenses for the remaining years of right to lease, and calculate the present value of the discounted cash flow.

Details and assumptions of right to lease valuation is Income Approach Method. (IFA has reviewed and referred to assumptions of Independent Valuer unless specified).

- **Assumption of appraisal price**

- | | |
|-----------------------------|--|
| Property lease | Landlease with buildings "Thanachart Glas Haus Ratchada Building" |
| Land lease area | 1,688.8 square wahs or 6,755.0 square metres |
| Build up area | 10,976.0 square metres |
| Net rentable area | 8,223.0 square metres |
| Lease contract maturity | January 1, 2001 to February 28, 2024 |
| Remaining term of the lease | 13 years and 8 months (IFA calculates based on the transferred date) |
- Tenants are entitled to rent for the duration of the lease contract and the lease will expire on the maturity date.
 - The Building is well managed and well maintained.
 - Assumptions are based on financial information obtained from Plan Estate Co., Ltd., a property management company, together with the current market and economic situation.

The difference assumptions of IFA from the valuer: The remaining lease contract is 13 years and 8 months, determined from the date the company expects to transfer in July 2010, which is difference period from independent valuer, reporting 13 years and 11 months.

- **Assumption of Revenue**

- 1) Rental rate for the Building

- From Year 1 to year 3, rental and services revenue based on sublease contract period of 3 years (April 1, 2010 - March 31, 2013). The average rental rate was 377.38 Baht per square metre per month.
- From Year 4 to the end of land and building lease contract (April 1, 2013 - February 28, 2024), rental and services revenue based on market rental rates from the market price of comparable office buildings in the same vicinity by comparing quality scores (Weighted Quality Score), which can calculate the current average market rental rate is 451.88 baht per square metre per month. Thus, the current average market rental rates is higher than average rental rates from the existing sublease contracts. The company expects to increase rental rates corresponding to the market rate in the future when the existing sublease contracts are expired.

Based on the market rental rate adjustments by considering economic and market conditions, demand for office space for rent in that area, the valuer expects growth rate of rental rate in Year 4, to be 10 percent increase from the current market rate. After that the rental rate will increase 10 percent every four years until the land lease contract expired.

The IFA views differences from the valuer:

- From Year 1 to Year 6, the rental rate will be the rates specified in the sublease contracts. The company informed that if the 3 years contracts expired on March 31 2013, the tenants may have the right to extend another 3 years lease ended on March 31, 2016. IFA has referred to the company's average rental rates per square metre per month from Year 1= Baht 384, Year 2= Baht 405, Year 3= Baht 415 ,Year 4= Baht 425, Year 5= Baht 457, Year 6= Baht 457
- From Year 7 until the end of land and building lease contract (April 1, 2013 - February 28, 2024), after the existing sublease contracts expired in Year 6, the company will adjust the rental rate in the new sublease contract starting from Year 7 to reflect the market rate in the future by assuming the rental rate of Baht 547 per square metre per month (based on the market rental rate of Baht 451.88 per square metre per month. After that the rental rate will be increase 10 percent every 3 years from Year 10 onwards.

- 2) Occupancy Rate

- From Year 1 to Year 3 based on sublease contract period of three years with fully space occupied.
- From Year 4 until the end of contract (April 1, 2013 - February 28, 2024), the occupancy rate would be 88 percent of total rental area based on the market survey and occupancy rate of the other office buildings within the same area. Independent financial advisor is of the opinion usage space is rate 88 percent is reasonable. Based on CB Richard Ellis Research of the office space at the end of 2009 in Bangkok, with an average vacancy rate of 12 percent. However, if the tenants have extended the sublease contracts until the end of leasehold land maturity, thus, the occupancy rate will be 100%, Resulting in the rental and service income will be higher than expected by the valuer which in turns is benefit to the company and its shareholders.

The IFA views differences from the valuer:

- From Year 1 to Year 6, the occupancy rate will be 100% based on the company's assumptions. It is highly possible that TCAP Group will extend the sublease contracts for another 3 years till 2016
- From Year 7 until the end of land and building lease contract (April 1, 2013 - February 28, 2024), the occupancy rate is expected to be 88 percent of total rentable area (the same as the valuer)

3) Income from utilities (electricity, water, and cool water charges for air conditioners).

The utilities charges per unit is calculated from the current rates charged to tenants, while the independent valuer has compared with nearby office buildings' rates. Thus, the annual growth rate of utilities income is expected to be 2 percent

4) Other income (miscellaneous)

Representing five percent of rental revenue based on percentage of revenue in the current.

● **Assumption of Expenses**

1) Personnel expenses

Considering the proper number of personnel for operating office rental business with the rentable area. The assumptions for hiring all personnel, comprising of 33 person consists of hiring 15 persons such as Assistant Manager, Finance & Account Assistant Manager, Marketing staff, Public Relations staff, Engineering staff. It also hires outsourcing personnel of 18 persons, such as security guards and cleaning staff.

Personnel compensation consists of salary / wages, bonuses and benefits totaling approximately THB 4,379,200 per year with an average growth rate of 5 percent per year, data received from the property management staff.

2) Utility expenses (electricity, water, and cool water charges for air conditioners).

From recent years data, the current utilities expense received from interview with property management staff, is calculated based on the average number of units use per area and the average rates of water supply and electricity per unit. The rate of utilities expense expected to increase 0.5 percent every year.

3) Property tax will calculate based on rental income accounting of 56 percent of total rental and services income (data from the company) and calculate the last 2 years percentage of actual property tax to rental income. However, the actual property tax which has to pay to the Agency each year will be the discretion of the Agency viewpoint, which might not the same as the assumption.

4) Building insurance premium is accounted for 0.08 percent of the building replacement value.

5) The maintenance and repairing expenses is representing 0.85 percent of the building cost excluding building structure, which is calculated by independent appraiser.

6) Major renovation cost is expected to occur every five years by reserving 3 percent of the building cost excluding building structure for funding.

- 7) The advertising, marketing and promotion is representing 1 percent of rental and service income.
- 8) Other expenses is representing 1.5 percent of total revenue.
- 9) Lease fee for land and building as stated in the lease contract of State Railway of Thailand No. 907440157 dated April 19, 2001.

The difference assumptions of IFA: During the period of 1 year starting from July 1 – June 30 of every year due to the company expects to transfer the building in July 2010, and the last year which the landlease contract expired will be calculated only 8 months, which is different from the period of an Independent Valuer starting from April 1 – March 31 of every year. Thus, the number of months in the last year contract calculated by the valuer will be 11 months.

- **Discount Rate**

Discount rate to calculate the present value of net cash flow from operation is as follows.

$$\text{Internal rate of return on the project} = \text{Risk Free} + \text{Risk Premium}$$

$$\text{Risk Premium} = \text{Systematic Risk} + \text{Unsystematic Risk}$$

Risk Free	=	3.95%	Based on government bond yield as of May 11,2020, almost 14 years old which is nearly the remaining terms of the lease.
Systematic Risk	=	2.75%	The market risk of office building business. Derived from the risk compared to the risk of other types of real estate.
Unsystematic Risk	=	2.50%	Business Risk is a specific risk of that businessbased on the location, parking area and builing management conditions.
Discount Rate	=	<u>9.20%</u>	

Independent appraiser has opined that Internal rate of return (IRR) for office building with freehold landis estimated at 9 percent. However, since such appraise building on the leasehold land which considered as limited life usage, the appraiser, thus, adjust more 1 percent increase in unsystematic risk to be 3 percent. Finally, the discount rate on the appraiser view is 10 percent.

* IFA has opined that since the land lessor is the State Agency, the State Railway of Thailand, thus, there is no risk that the lessor will not conform to the lease agreement. So, IFA has adjusted the Unsystematic Risk increase only 0.5 percent. From the above adjustment of Government Bond Yield together with the Unsystematic Risk, the discount rate will be 9.20 percent, agreed and reasonably accepted with the independent appraiser

- **The Present Value of Cash Flow Analysis**

Projection of Revenue – Expense, Present Value of Lease and the office building estimated by Income Approach Method from the appraiser and IFA viewpoints adjustment will be as follows:

Remained year(s) : at year	1	2	3	4	5	6	7	8
Estimated Revenue (Mil. Baht / year)								
Revenue from Rent and Service	37.91	39.99	40.92	41.98	45.06	45.66	47.48	47.48
Revenue from Utilities and others	13.06	13.41	13.71	14.02	14.43	14.72	13.55	13.79
Total Revenue	50.97	53.40	54.62	56.00	59.49	60.39	61.03	61.27
Estimated Expense (Mil. Baht / year)								
Rent - Land and Building	3.57	3.69	3.93	3.93	4.06	4.33	4.33	4.47
Utilities and others	24.61	25.12	25.54	25.98	26.61	27.13	26.76	27.16
Total Expense	28.19	28.81	29.47	29.91	30.67	31.46	31.09	31.63
Estimated Net Cash Flow	22.78	24.59	25.15	26.09	28.82	28.93	29.94	29.64
Present Value of Lease	20.86	20.62	19.32	18.35	18.56	17.06	16.17	14.66

Remained year(s) : at year	9	10	11	12	13	13 years 8 months
Estimated Revenue (Mil. Baht / year)						
Revenue from Rent and Service	48.67	52.23	52.23	53.53	57.45	38.30
Revenue from Utilities and others	14.09	14.51	14.76	15.07	15.52	10.51
Total Revenue	62.76	66.74	66.98	68.60	72.97	48.82
Estimated Expense (Mil. Baht / year)						
Rent - Land and Building	4.76	4.76	4.92	5.23	5.23	3.49
Utilities and others	27.68	28.43	28.98	29.56	30.39	27.02
Total Expense	32.44	33.19	33.90	34.80	35.63	30.51
Estimated Net Cash Flow	30.31	33.55	33.08	33.81	37.34	18.30
Present Value of Lease	13.73	13.92	12.57	11.76	11.89	5.50

The value of appraised assets is THB 214,900,000. * (rounded)

To purchase the assets, MBK have to pay not only the assets but also have to pay fee, transferred and registered expense for right to lease amount to 6,535,000 Baht.

The IFA's opinion on fairness price

Summary table comparing the estimated property purchase price with the appraisal price

List of Assets	Purchase Price (Baht) [A]	Transferred and Registration Expenses (Baht) [B]	Appraisal Price (Baht) [C]	Purchase Price(incl.transact cost) (lower)/higher than Appraisal Price(Baht) $[D] = [A]+[B]-[C]$
Land	431,473,500	4,000,736	501,100,000 ¹	(65,625,764)
Land lease with office building	208,000,000	6,535,000	214,900,000 ²	(365,000)
Total	639,473,500	10,535,736	716,000,000	(65,990,764)

Remark ¹ Appraisal Price by Independent Valuer

² Adjusted Price by Independent Financial Advisor

From the table above, the total purchase prices including fee and expense which MBK group purchase the two properties is lower than the appraisal value amount of THB 65,990,764. Independent financial advisor has the opinion that this Transaction is reasonable.

3.2 Appropriate in conditions of the Transaction

This Transaction has been done under normal auction process in which, the auction in line with those performed as follows:

- The auction coordinator (Plan Estate Co., Ltd.) has submitted the invited letter dated April 1, 2010 to the 166 target group to join the auction on April 2, 2010, which KTN is one of that group.
- The interested parties able to analyze information of the auction asset in the period of time 10.00 a.m. - 17.00 p.m. between April 2 – 30, 2010 except official holiday.
- The interested parties may obtain Term of Reference of the auction (TOR) since April 7, 2010
- The date to submit the auction document is on May 4, 2010. Time to open registration for intention to auction is between 9.00–10.00 a.m. The auction period is from 10.00 a.m. onwards. The auction place at Lan Pai Lin Room, Floor D, MBK Tower, Prayathai Road, Pathumwan, Bangkok (refer to TOR), which is convenient to travel.

Thus, the company has informed that on May 4, 2010, there was only one interested party enter into the auction is KTN. There is one interested party has observed outside the auction room

The important of rules of auction and selections of the successful auction is bidders must deposit initially and must bid the two assets of TBANK and TCAP, unable to bid only one asset. The price bidding must not lower than the opening bid price. If bidders do not bid or bid the price lower than the opening bid price, the action to be cancelled. TCAP and TBANK will forfeit the initial deposit immediately. Except there are the interested

parties more than one and offer the price not less than the criterion. The bidders who offer the best price for both assets will be the winner, except in the case that there is more than one party provided a new auction within 30 minutes since the announcement of the same price. If the second bidding, there are more than one parties bid the same price, the arranger will provide the new bid until get the winner.

This Transactions has been done under normal auction process and the auctioneer has granted the interested bidders for at least one month to make a decision on bidding. The auction conditions have been fairly disclosed to all participants in line with those performed by other auctioneers. . Hence, the independent financial advisor is of the opinion that the auction conditions are fair and appropriate.

4. The Independent Financial Advisor's opinion on shareholders approval

The IFA is of the opinion that the related transaction is fairly reasonable and in the company's arm-length. The company will greatly benefit by expanding its business through the acquisition of the quality assets, which will help increase revenue at present and in the future. The properties to be acquired are i) leasehold right on a prime and fully rented office building on Ratchadapisek road, which will generate stable income for the next three years and ii) a parcel of freehold land has a potential development to a condominium project. Transaction prices and conditions are also fairly reasonable since total property prices including the transaction costs are below value appraised with public purpose by an independent valuer, who is on the approved list of the Consent of Valuers Association of Thailand and Valuers Association of Thailand. In the future, given that the company wishes to dispose of these two properties, it is expected that the company can gain profit if selling at market prices. In terms of payment settlement and auction process, the conditions are fairly reasonable as they can be seen in the normal property auction process. In addition, the auction condition states that two properties must be auctioned simultaneously would benefit the bidder to acquire two adjacent properties at the same time. Both properties will complement each others from its larger scale development which will give more flexibility to develop a variety of project that will suit to the zoning regulation and related laws. This will help enhance the company's revenue and return of equity in the future.

For KTN ask for extension to pay deposit and to sign the contract to buy and sell asset from May 11, 2010 to June 15, 2010 is advantage to shareholders. If the company has an extraordinary shareholders' meeting on June 14, 2010, not approve the Transaction. MBK Group will be forfeited deposit on the auction date (May 4, 2010) amount to 30 Million Baht and not to pay more deposit when entering to contract. (The total deposit is not less than 20% of the auction value of the both assets). However, considering of the Board of Directors of TCAP and TBANK about extension is on May 26, 2010.

The IFA, thus, is of the opinion that the transaction would fairly benefit to the company. Shareholders should vote in favor to approve the company to enter into the Transaction with these related parties. However, the decision to vote remains largely dependent on shareholders' own discretion.

The IFA reaffirmed that the IFA is of the opinion based on independent judgment and professional manners for all shareholders' best interest. The opinion is based on key assumptions provided by the company, independent valuer and other necessary sources, which are proven to be fairly accurate and reasonable under economic condition and key factors at time of review. The subsequent significant changes in such key parameters may impact the IFA opinion.

Yours sincerely,

D & T Advisory Limited

Acting as IFA of the shareholders

(Mr. Somsak Oopachodsuwan)

Executive Vice President

(Miss Ratchanee Ungkawanich)

Financial Advisory Supervisor

Additional Explanation of Independent Financial Advisor's Opinion
Regarding the connected transactions of MBK Public Company Limited's subsidiary

Independent Financial Advisor would like to report additional explanations in the opinion report of Independent Financial Advisor No. DT/CU 53044 dated May 12, 2010 for completeness as follows:

1. The definition of "Auction price" means the price which KTN proposed to purchase/auction to bid assets and win the auction. (not means "open auction price", which is set as the minimum price by the Sellers in TOR).
2. The definition of "MBK Group" means MBK and a subsidiary of MBK (entering into this transaction focusing on MBK and KTN).
3. Page 7 item (1.2) Right to lease the land plots for gateway – the condition of the land lease of State Railway of Thailand, period of lease is 30 years, since November 1, 2007 to October 31, 2037, is a long-term lease. At the end of 30-year lease term, the lessee is unable to extend the lease contract. If the lease expires in any event, the lessee must return the lease area to the lessor and must close the gateway. The strong fence must be prepared to block the gateway boundary of the lessor's land within 30 days after the lease ending date, by the lessee's expense.
4. Page 8 "Asset Management" and page 25 "3.2 Appropriate in conditions of the Transaction" - Plan Estate Co., Ltd. (A subsidiary of MBK, which is held the shares indirectly of 72.60%)
5. Page 8 "Present Usage" of Right to lease the land plots together with office building – edit the data form the original "... almost 100% of rental area to Thanachart Group..." to be "... 100% of rental area to Thanachart Group...".
6. Page 8 "Present Usage" of Right to lease the land plots together with office building "(Sublease* ...)" and page 21 Assumption of Revenue, item 1 Rental rate for the Building. *The IFA views differences from the valuer* – The rental rate from Year 1 to Year 6, additional explanation that,

At present, there are many sublease contracts between TCAP (Lessor) to Thanachart Group (Lessee). The expiration date of each sublease contracts is not the same date depending on the date to enter into the contracts. Therefore, the due date of increasing rental rate and the calculated average rental rate per year of each contract is not the same as well. Currently, the expiration dates of all sublease contracts have been changed to be ended on the same date. However, the new rental rate for each contract will be applied according to the condition of its contract.

The Important condition of sublease contract based on information received from the company is that the period of present sublease contract equal to 3 years expired on March 2013. After that, Thanachart Group has the right to extend for another 3 years till March 2016, within the condition of rental and service rate will be increased 10% from Year 4. When due date on March 2016 arrives, MBK will be able to adjust the new rental rate to reflect the market rate at that time. MBK will be also independent to lease the area to Thanachart Group or any other tenant without limitations or obligations.

7. Page 11 "Source of funds" – Financial Statement of 9 months period as of March 31, 2010 has shown that MBK and its subsidiary has enough liquidity. There were cash, cash equivalent, and short term investment, totalling more than the Transaction's value and not effect to Return on Equity.

(unit : Million Baht)	Consolidated Financial Statement March 31, 2010	Company Financial Statement March 31, 2010
Cash and cash equivalent	914.95	688.24
Short term investment	6,138.00	4,547.83
Total	7,052.95	5,236.07

8. Page 17 "Disadvantages of not entering into the transaction" – Addition explanation:

4. If KTN is unable to pay or perform the conditions of the auction, KTN will be forfeited initial deposit amounted to 30 Million Baht. Furthermore, KTN will be unable to bid on the assets at the next auction. In case of the auction value in the next auction setup is lower than previous value. KTN will be responsible to compensate for the difference in value and other expenses immediately.

Page 18 "Disadvantages of acquiring the Transaction with connected person" – Addition explanation:

2. KTN and the company will get revenue from rental and services from Thanachart Group, the present lessee, lower than market price for 3 years or 6 years in the case of extending the contract. Because these conditions specified in the existing sublease contracts, thus, the auction winner will have to be transferred right and duty on sublease and service contracts and any other contracts involved in asset transferred from TCAP.

9. Page 21 Assumption of Revenue, item 1 Rental rate for the Building. *The IFA views differences from the valuer :*

– The rental rate from Year 7 until the end of land and building lease contract – Addition explanation:

According to MBK and KTN Management confirmation, when the sublease contracts which the lessor (TCAP) has leased to Thanachart Group, have expired, the policy of company will adjust the rental rate to market rate. Moreover, information from an Independent Valuer has shown that the occupancy rate of building offices with similar types and in the same vicinity area was high. This reflects that the demand for office space in this area is still high. In the past, there were other tenants who rented this building before Thanachart Group has been the present tenant. Thus, it is proved that this office building space is also required by general tenants. Therefore, Independent Financial Advisor has opined that the assumption to increase the rental rate to market rate since Year 7 until the land and building lease contract expiration is possible.