



- Translation -

Ref: LT.F 077/2016

December 8, 2016

Subject Notification of invitation to the Extraordinary General Meeting of the Shareholders No. 1/2016

Attention Shareholders of TICON Industrial Connection Public Company Limited

Enclosures

1. Copy of Minutes of the 2016 Annual Ordinary General Meeting of Shareholders
2. Capital Increase Report Form (F53-4)
3. Information Memorandum Re: the Offering of Newly Issued Ordinary Shares under a Private Placement Scheme
4. Information Memorandum Re: Entering into Connected Transaction
5. 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 (Form 247-7)
6. Opinion of the Independent Financial Advisor
7. Articles of Association of the Company relating to shareholders meeting
8. Evidences required for attending the Meeting
9. Map of the Venue
10. Information of the Independent Directors Supporting the Grant of Proxy of the Shareholders
11. Proxy form

Whereas TICON Industrial Connection Public Company Limited's (the "**Company**") Board of Directors' Meeting No. 4/2016, held on October 7, 2016, (the "**Board of Directors' Meeting**") has unanimously approved the convening of the Extraordinary General Meeting of the Shareholders No. 1/2016 (the "**EGM**") and authorized the Managing Directors to amend the date, time and place of the EGM. The EGM will be held on December 23, 2016 at 10.00 a.m., at The Surasak 1 room, 11th Floor the Eastin Grand Hotel Sathorn Bangkok. The names of the shareholders who are entitled to attend the extraordinary shareholders' meeting were determined on October 25, 2016, which was the Record Date and the date on October 26, 2016 was the closing date on which the shareholders list was compiled as specified in Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the "**SEC Act**"). The EGM will consider the following agenda items:

1. To certify the Minutes of the 2016 Annual Ordinary General Meeting of Shareholders, held on April 26, 2016

Objective and rationale : The Minutes of the 2016 Annual Ordinary General Meeting of Shareholders (the "**Minutes of the AGM**"), please see Enclosure 1, requires the EGM's approval and certification of its accurateness. The Company has prepared the Minutes of the AGM within 14 days from the date of the meeting, and has submitted copies of it to the relevant authorities within the timeframe as required by law.

Opinion of the Board : The Board has considered it appropriate for the EGM approve and certify the Minutes of the AGM as it was accurately taken and includes all resolutions passed at the 2016 Annual Ordinary General Meeting of Shareholders.

Voting requirement : The majority vote of the shareholders attending the meeting and casting their votes. In the event of a tie, the chairman of the meeting shall have the casting vote.

In considering item 2 to item 7, such items shall be deemed to be related agenda items, and conditional upon each other. Therefore, if any of those items are not approved by the EGM, the other related items will not be proposed to the EGM for consideration and the previously approved items shall be deemed to be canceled.

2. To consider and approve the reduction of the Company's registered capital and the amendment of the Company's Memorandum of Association to reflect the capital reduction

Objective and rationale : The Board of Directors' Meeting has unanimously approved to propose to the EGM for consideration and approval of the reduction of the Company's registered capital by the amount of Baht 16,799,436 from the existing registered capital of Baht 1,115,941,811 to Baht 1,099,142,375, by cancelling 16,799,436 authorized but unissued shares, at a par value of Baht 1 per share. As such shares were issued to serve as the underlying shares for the exercise of the Company's warrants and transferable subscription rights which have expired, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital from:

"Clause 4. Registered capital 1,115,941,811.00Baht (one billion, one hundred fifteen million, nine hundred forty-one thousand, eight hundred eleven baht)

Divided into 1,115,941,811 shares (one billion, one hundred fifteen million, nine hundred forty-one thousand, eight hundred eleven shares)

Value per share 1.00 Baht (one baht)

Categorized into:

Ordinary shares 1,115,941,811 shares (one billion, one hundred fifteen million, nine hundred forty-one thousand, eight hundred eleven shares)

Preference shares --- shares (---)"

to read as follows:

"Clause 4. Registered capital 1,099,142,375.00Baht (one billion, ninety-nine million, one hundred forty-two thousand, three hundred seventy-five baht)

Divided into 1,099,142,375 shares (one billion, ninety-nine million, one hundred forty-two thousand, three hundred seventy-five shares)

Value per share 1.00 Baht (one baht)

Categorized into:

Ordinary shares 1,099,142,375 shares (one billion, ninety-nine million, one hundred forty-two thousand, three hundred seventy-five shares)

Preference shares --- shares (---)"

Opinion of the Board : The Board has considered it appropriate to propose that the EGM approve the reduction of the Company's registered capital by the amount of Baht 16,799,436 from the existing registered capital of Baht 1,115,941,811 to Baht 1,099,142,375, by cancelling 16,799,436 authorized but unissued shares, at a par value of Baht 1 per share,

and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital.

Voting requirement : The votes of no less than three-fourths of the total votes of the shareholders attending the EGM and entitled to vote.

3. To consider and approve the increase in the Company's registered capital and the amendment of the Company's Memorandum of Association to reflect the capital increase

Objective and rationale : The Company has received a letter from Frasers Property Holdings (Thailand) Co., Ltd. ("**FPHT**"), a subsidiary of Frasers (Thailand) Pte Ltd., which is a subsidiary of Frasers Centrepoint Limited ("**FCL**") which is a company listed on the Singapore Exchange Securities Trading Limited (SGX-ST), enclosing a draft share subscription agreement which sets out the terms and conditions with respect to FPHT's proposed subscription of 735,000,000 newly issued ordinary shares of the Company (the "**New Shares**"), representing approximately 40 percent of the total registered capital of the Company after the capital increase, at the subscription price of Baht 18 per share (the "**Share Subscription Agreement**").

The Meeting, therefore, has unanimously approved to propose to the EGM for consideration and approval of the increase of the registered capital to serve the subscription of the newly issued ordinary shares by FPHT by the amount of Baht 735,000,000, from the existing registered capital of Baht 1,099,142,375 to Baht 1,834,142,375, by issuing 735,000,000 newly issued ordinary shares at a par value of Baht 1 per share, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital from:

| | | | |
|------------|--------------------|-----------------------|--|
| "Clause 4. | Registered capital | 1,099,142,375.00 Baht | (one billion, ninety-nine million, one hundred forty-two thousand, three hundred seventy-five baht) |
| | Divided into | 1,099,142,375 | shares (one billion, ninety-nine million, one hundred forty-two thousand, three hundred seventy-five shares) |
| | Value per share | 1.00 | Baht (one baht) |
| | Categorized into: | | |
| | Ordinary shares | 1,099,142,375 | shares (one billion, ninety-nine million, one hundred forty-two thousand, three hundred seventy-five shares) |
| | Preference shares | --- | shares (---)" |

to read as follows:

| | | | |
|------------|--------------------|-----------------------|--|
| "Clause 4. | Registered capital | 1,834,142,375.00 Baht | (one billion, eight hundred thirty-four million, one hundred forty-two thousand, three hundred seventy-five baht) |
| | Divided into | 1,834,142,375 | shares (one billion, eight hundred thirty-four million, one hundred forty-two thousand, three hundred seventy-five shares) |

Value per shares 1.00 Baht (one baht)

Categorized into:

Ordinary shares 1,834,142,375 shares (one billion, eight hundred thirty-four million, one hundred forty-two thousand, three hundred seventy-five shares)

Preference shares --- shares (---)"

Details of the capital increase are specified in Enclosure 2.

Opinion of the Board : The Board has considered it appropriate to propose that the EGM approve the increase of the registered capital to serve the subscription of the newly issued ordinary shares by FPHT by the amount of Baht 735,000,000, from the existing registered capital of Baht 1,099,142,375 to Baht 1,834,142,375, by issuing 735,000,000 newly issued ordinary shares at a par value of Baht 1 per share, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital.

Voting requirement : The votes of no less than three-fourths of the total votes of the shareholders attending the EGM and entitled to vote.

4. To consider and approve the private placement offering and allotment of the newly issued ordinary shares and the entering into the connected transaction

Objective and rationale : With reference to the increase of the Company's registered capital in item 3, the Board of Directors' Meeting has approved to propose to the EGM for consideration and approval of the offering and allotment of no more than 735,000,000 newly issued ordinary shares of the Company, with a par value of Baht 1 per share, to be allotted to FPHT, under a private placement scheme, at the offering price of Baht 18 per share, in the total sum of no more than Baht 13,230,000,000, subject to the terms and conditions specified in the Share Subscription Agreement. Whereas, the Company has already entered into the Share Subscription Agreement with conditions precedent between the Company and FPHT on October 7, 2016 pursuant to the resolution passed unanimously by the Board of Directors' Meeting approving for the entering into the Share Subscription Agreement.

The offering price of Baht 18 per share is not deemed as a price of less than 90 percent of the market price. The market price will be set in accordance with the rules in the Notification of the Capital Market Supervisory Board No. Thor Chor. 72/2558 Re: The Approval for Offering of Newly Issued Shares to the Private Placement Investors of the Listed Company dated 28 October 2015 (as amended) ("**PP Notification**"). The market price is calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand ("**SET**") for 15 consecutive business days prior to the date on which the Board of Directors unanimously passed the resolution to propose such offering to the EGM, which is during the period of September 13, 2016 to October 3, 2016, equal to Baht 16.19 per share. For further details of this allotment, please refer to Enclosure 3.

After the subscription of the New Shares, FPHT will become a major shareholder of the Company with the shareholding of approximately 40 percent of the Company's total voting rights, and will be entitled to nominate three directors in the Company, and the representative of FPHT will be nominated as the management or controlling person of the Company subject to the approval from the Company's Board of

Directors. Therefore, FPHT is considered a connected person and the offering and allotment of the newly issued ordinary shares to FPHT, is considered a connected transaction under the Notification of the Capital Market Supervisory Board Tor.Jor. 21/2551 re: Connected Transaction Rules, dated 31 August 2008 (as amended), 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, 2003 dated 19 November 2003 (as amended). The transaction size is equal to the highest value of 116.24 percent of Net Tangible Assets (NTA) of the Company and the Company has not entered into any other connected transactions with FPHT or FPHT's related parties or close relatives in the past six months prior to entering into the this transaction. Based on this, such transaction is equal to or larger than 3.00 percent of the Company's NTA, calculated based on the consolidated financial statements for a 6-month period ended 30 June 2016. The Company, therefore, is required to:

- (1) disclose information on the transaction to the SET;
- (2) appoint an independent financial advisor to provide an opinion on the transaction;
- (3) seek the shareholders' approval for entering into the connected transaction with the votes of not less than three fourth of the total votes of the shareholders present at the meeting and entitled to vote, excluding the shareholders with conflict of interests.

For further details of the connected transaction, please refer to Enclosure 4.

In the event that the offering price of the newly issued ordinary shares of the Company to FPHT of Baht 18 per share is lower than 90 percent of the market price of the Company's shares prior to the date on which the newly issued ordinary shares have been subscribed (the market price is calculated from the weighted average price of the shares traded on the SET for at least 7 consecutive business days but no more than 15 consecutive business days prior to the first date of the shares offering), the Company is required to restrict FPHT from selling all of its shares for a period of 1 year from the trading date. Upon the expiry of the 6-month period of the prescribed time, FPHT can sell 25 percent of such shares, pursuant to the rules stipulated in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558.

For the information required to be disclosed in the notice of the Meeting of Shareholders of Listed Company to Ask for Approval of Issuance and Offering of Securities under the Notification of the Capital Market Supervisory Board No. TorChor. 73/2558 Re: List of Information Disclosed in the Notice of the Meeting of Shareholders of Listed Company to Ask for Approval of Issuance and Offering of Securities, dated 28 October 2015 (as amended), please refer to Enclosure 3.

The Board of Directors' Meeting approved the appointment of Baker Tilly Corporate Advisory Services (Thailand) Ltd. as the independent financial advisor to express opinions on the entering into the connected transaction. Please see Enclosure 6 for the opinion of the independent financial advisor.

Opinion of the Board : The Board is of the view that the private placement offering and allotment of the newly issued ordinary shares to FPHT, whom is considered a connected person of the Company, at Baht 18 per share is under fair price and Arm's length basis.

In addition, the Board of Directors also had an opinion that this connected transaction will not only benefit the Company in terms of financial flexibility, but also for the Company's business expansion in the future. This is due to the fact that FPHT has experience in real estate development and strong ability to provide capital. In addition, FCL, the parent company of FPHT, is a global full service real estate company and is one of the leading real estate companies in Singapore. There are three main businesses in which FCL operates, namely business in Singapore, business in Australia and business in relation to service apartment, hotel, residence, office building, shopping mall, and industrial real estate throughout 80 cities in North Asia, Southeast Asia, Australia, Europe, and the Middle-East. FCL also has international business which focuses on investment in the group's investments in China, Southeast Asia and the United Kingdom. Moreover, FCL is a company whose securities listed on the Main Board of the Singapore Exchange Securities Trading Limited. FCL is also a sponsor and its subsidiaries are the managers of four REITs listed on the Singapore Exchange Securities Trading Limited.

Therefore, after considering the reasons above, the Board is of the opinion that the private placement offering and allotment of the newly issued ordinary shares to FPHT, whom is considered a connected person, is reasonable and appropriate - and will be beneficial to the Company and its shareholders. It is for these reasons, the Board is of the opinion that the EGM should approve the offering and allotment of no more than 735,000,000 newly issued ordinary shares of the Company, with a par value of Baht 1 per share, to be allotted to FPHT, under a private placement scheme, at the offering price of Baht 18 per share, in the total sum of no more than Baht 13,230,000,000, which is considered a connected transaction, subject to the terms and conditions specified in the Share Subscription Agreement.

Voting requirement : The votes of no less than three-fourths of the total votes of the shareholders attending the EGM and are entitled to vote, excluding the shareholders having interest in the matter.

5. To consider and approve the waiver from making a tender offer for all the Company's shares and equity-linked securities by virtue of the resolution of the shareholders' meeting (Whitewash)

Objective and rationale : If the EGM approves the capital increase and the allotment of the newly issued ordinary shares as mentioned in item 3 and item 4 and FPHT subscribes for the newly issued shares accordingly, it will result in FPHT holding the shares in the Company altogether in the number of 735,000,000 shares, representing approximately 40 percent of the total voting rights of the Company after the allotment, which is more than 25 percent but less than 50 percent of the total voting rights of the Company and will trigger the tender offer threshold. As a result, FPHT will be required to make a tender offer for all of the Company's shares and equity-linked securities pursuant to Section 247 of the SEC Act and 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 Takeover, dated 13 May 2011 (as amended). For further details, please see Enclosure 5.

As one of the conditions precedent specified in the Share Subscription Agreement to subscribe for the New Shares, FPHT shall have

received a waiver from making a tender offer for all the Company's securities by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) in accordance with the Notification of the Office of the SEC No. Sor Chor 36/2546 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 of the Business, dated 17 November 2003 ("**Whitewash Notification**"), by having the approval from the shareholders' meeting by the votes of no less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

FPHT has delivered relevant documents under the Whitewash Notification to the Office of Securities and Exchange Commission ("**SEC**") for consideration and after the lapse of 7 days from the date on which the SEC received the documents, the SEC has not notified FPHT otherwise.

Currently, FPHT has no relationship with the Company, or with (i) directors and executives, (ii) persons with power of control, (iii) major shareholders of the Company, nor other companies which have persons described in (i), (ii) or (iii) as a major shareholder or person with power of control.

The Board of Directors' Meeting approved the appointment of Baker Tilly Corporate Advisory Services (Thailand) Ltd. as the independent financial advisor to express opinions on the waiver from making a tender offer for all the Company's shares and equity-linked securities by virtue of the resolution of the shareholders' meeting (Whitewash) to be granted to FPHT. The Independent Financial Advisor is of the opinion that the entering into the transaction of offering and allotment of the newly issued ordinary shares under private placement scheme, connected transaction and the waiver from making a tender offer for all of the Company's securities by virtue of the resolution of the shareholders' meeting, is appropriate and beneficial to the Company. Please see Enclosure 6 for the Opinion of the Independent Financial Advisor.

Opinion of the Board : The Board has considered it appropriate to propose that the EGM approve such waiver (Whitewash), as after due consideration, the Board of Directors' Meeting was of the view that FPHT is the investor who has experience in real estate development and a strong ability to provide capital which will allow the Company to benefit from the business partnership, as FCL, the parent company of FPHT, is a leader in ASEAN in the real estate business who has the experience and expertise in development and management of integrated real estate projects in many continents around the world. The Company will also be able to utilize the proceeds received from capital increase as working capital and funding sources for supporting the expansion of the Company's business and/or various investments by the Company in the future. Such waiver is reasonable and the Company will receive the subscription price immediately which can be used for business expansion and reducing the financial costs.

Voting requirement : The votes of no less than three-fourths of the total votes of the shareholders attending the EGM and are entitled to vote.

6. To consider and approve the amendment to the Company's Articles of Association

Objective and rationale : The Board of Directors' Meeting has unanimously approved to propose to the EGM for consideration and approval of an amendment to the Articles of Association of the Company by cancelling the part in

relation to the appointment of a managing director, by amending paragraph 1 of clause 23 of the Articles of Association from:

“Clause 23 The board of directors shall appoint one of the directors as the chairman of the board of directors and elect another director as the managing director.”

to read as follows:

“Clause 23 The board of directors shall appoint one of the directors as the chairman of the board of directors.....”

Opinion of the Board : The Board has considered it appropriate to propose that the EGM approve the said amendment to the Articles of Association of the Company.

Voting requirement : The votes of no less than three-fourths of the total votes of the shareholders attending the EGM and are entitled to vote.

7. To consider and approve the authorization in relation to the item 2 to item 6 to the Board of Directors, the Managing Director and/or a person designated by the Board of Directors and/or the Managing Director

Objective and rationale : The Board of Directors' Meeting has unanimously approved to propose to the EGM for consideration and approval of the authorization in relation to the items 2 to 6 to the Board of Directors, the Managing Director and/or a person designated by the Board of Directors and/or the Managing Director to do any of the following acts:

- to determine or change any details and conditions necessary for and/or relating to the issuance and offer for sale, and/or the allotment of newly issued ordinary shares to specific persons, including but not limited to, the rules to allot shares in a single allotment or several allotments, the periods, subscription price and payment methods;
- to amend and modify the method for allotment of newly issued ordinary shares and to execute any transactions necessary for and relating to the allotment of newly issued ordinary shares to specific persons, subject to the scope approved by the resolutions of the Board of Directors' Meeting, and the EGM;
- to undertake any acts relating to or necessary for, as deemed fit, effecting the issuance and offer, and/or allotment of the newly issued ordinary shares, including but not limited to, to negotiate, execute, sign and/or amend any applications and/or documents necessary for or relating to the issuance, sale or allotment of the newly issued ordinary shares, submission of the application in relation to private placement with the SEC, the registration of capital reduction, capital increase and amendment of the Articles of Association of the Company with the Ministry of Commerce (“MOC”) and/or the listing of the Company's newly issued ordinary shares on the SET, and to appoint financial advisors, legal advisors, consultants or other service providers, and/or underwrites (if necessary);
- to contact, negotiate, amend, agree, execute, and deliver all relevant documents, instruments and/or agreements with the counterparties and/or any related persons relating to the entering into the connected transaction and the waiver from making a tender offer for all the Company's securities by virtue of the

resolution of the shareholder's meeting of the Company (Whitewash), including but not limited to contacting, and seeking approval from relevant authorities, such as the SEC and the SET, as well as amending the relevant information memorandum to be disclosed, disclosing relevant information, making statements and providing information to relevant authorities, and determining conditions and relevant details in relation to the entering into the connected transactions, including to take any action necessary and relevant to the entering into the transaction in all respects until completion of the transaction, the waiver from making a tender offer for all of the Company's securities by virtue of the resolution of the shareholder's meeting of the Company (Whitewash), and to appoint and/or remove substitute to take the foregoing actions;

- to liaise with government authorities or related regulators, such as the SEC, the MOC and the SET and any person or organizations with regard to the item 2 to item 6; and
- to perform any other acts necessary and related to the item 2 to item 6.

Opinion of the Board : The Board has considered it appropriate to propose that the EGM approve the authorization in relation to the items 2 to 6 to the Board of Directors, the Managing Director and/or a person designated by the Board of Directors and/or the Managing Director to do any of the aforementioned acts.

Voting requirement : The majority vote of the shareholders attending the meeting and casting their votes. In the event of a tie, the chairman of the meeting shall have the casting vote.

8. Other business (if any)

On the date of the EGM, the shareholders and/or proxies can register for the meeting from 8.00 am. For further details regarding evidences required for attending the Meeting, please see Enclosure 8.

In this regard, the Company would like to invite all shareholders to attend the Extraordinary General Meeting of the Shareholders No. 1/2016 at the date, time and place as specified above.

On behalf of the Board of Directors
TICON Industrial Connection Public Company Limited



(Miss Lalitphant Phiriyaphant)
Secretary to the Board of Directors



(Translation)

MINUTES OF THE 2016 ANNUAL ORDINARY GENERAL MEETING OF SHAREHOLDERS

April 26, 2016

Time and Place

The Meeting was held on April 26, 2016 at 2:30 p.m. at the Surasak 1 room, 11th Floor, Eastin Grand Hotel Sathorn Bangkok, 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok.

Directors Present**7 persons.**

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|----------------------------|--|
| Khun Chali Sophonpanich | Chairman of the Board of Directors |
| Khun Jirapongs Vinichbutr | Director |
| Khun Nate Charanvas | Director |
| Khun David Desmond Tarrant | Director and Chairman of the Audit Committee |
| Khun Threekwan Bunnag | Director and Audit Committee member |
| Khun Chatchaval Jiaravanon | Director and Audit Committee member |
| Khun Virapan Pulges | Director and Managing Director |

Management Present**5 persons**

| | |
|--------------------------------|---|
| Khun Lalitphant Phiriyaphant | Chief Financial Officer and Company Secretary |
| Khun Samart Rusmeerojwong | Chief Investor Relation |
| Khun Siriporn Sombatwatthana | Head of Administration |
| Khun Rungtip Piyayodilokchai | Head of Accounting |
| Khun Pornpimol Supawiratbancha | Head of Finance |

Auditor Present**1 person**

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|-----------------------|-------------------------------|
| Khun Naiyarat Gueapai | Audit Manager, EY Office Ltd. |
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Preliminary Proceeding

Khun Lalitphant Phiriyaphant, Chief Financial Officer and Company Secretary, stated that there were 226 shareholders present either in person or by proxy, representing 779,948,684 shares, or 70.96 percent of paid-up shares (the Company had 6,047 shareholders in all, holding altogether 1,099,142,375 shares), and thus constituting the quorum as required by the Articles of Association of TICON.

Khun Lalitphant introduced directors, management and auditor of the Company.

Khun Lalitphant informed the Meeting of the voting method that any disapproval or abstention against each agenda item shall be indicated on ballot with voter's name. In case of voting split of custodian, the number of votes shall be indicated on the ballot. 1 share is equivalent to 1 vote.

Khun Lalitphant then asked whether any shareholders would like to be a witness for the vote counting. There was no volunteer.

Khun Chali Sophonpanich, Chairman of the Board of Directors, chaired the Meeting. The Chairman convened the Meeting and introduced the following agenda.



1. To certify the Minutes of 2015 Annual Ordinary General Meeting of Shareholders held on April 22, 2015

The Chairman stated that the Board of Directors has considered it appropriate for the Shareholders at the Meeting to certify the Minutes of 2015 Annual Ordinary General Meeting of Shareholders as the Minutes were accurately taken and included all resolutions passed by the Meeting.

The Chairman then proposed that the Meeting consider certifying the said Minutes.

Khun Lalitphant informed the Meeting that during agenda 1, 7 shareholders holding altogether 247,500 shares had just arrived at the meeting.

After consideration, the Meeting resolved as follows:

Voting results:

| | Number of votes (1 share / 1 vote) | Percentage of required votes |
|---|---------------------------------------|------------------------------|
| Voting required: Majority vote of shareholders attending the meeting and casting their votes | | |
| Shareholders attending the meeting & casting their votes | 779,946,714 | 100.0000 % |
| Approve | 779,946,714 | 100.0000 % |
| Disapprove | - | 0.0000 % |

RESOLVED: THAT the said Minutes be certified.

2. To acknowledge the Company's performance for the year 2015

Khun Virapan reported that in 2015, the Company's rental and related service income was Baht 1,049 million, an 8 percent increase from the previous year. Cost of rental and related services increased in a higher proportion than the rental and related service income. The reason was that most of the leases were warehouses which generated lower margin than factories. The Company had Baht 3,346 million sales of properties, which decreased from the previous year. Major portion of the sales of properties were those made to REIT. A part of the sales was leasehold of land which the amount realized as sales revenue was lower than cash received from the sales. Gross margin on sales of properties slightly decreased from the previous year. The Company had extraordinary income from gains on sales of investment in TFUND TLOGIS and TGROWTH totaling Baht 126 million. It had income from management of properties for property funds and REIT of Baht 204 million, share of profit from investment in property funds and REIT of Baht 248 million, and realized additional gains on sales of properties to property funds of Baht 247 million. The Company's selling and administrative expenses decreased to Baht 472 million. However, depreciation of vacant factories/warehouses increased due to more new factories/warehouses completed during the year. The Company's finance cost increased, in line with its more debt. Net profit was Baht 770 million, slightly increased from the previous year.

At the end of 2015, the Company's total assets increased to Baht 36,294 million. Its total liabilities and shareholders' equity were Baht 24,604 million and Baht 11,690 million, respectively.

The Meeting acknowledged the Company's performance.

3. To consider and approve the audited financial statements of the Company for the fiscal period ended December 31, 2015

The Chairman informed the Meeting that the Board of Directors has considered it appropriate for the Shareholders at the Meeting to approve the audited financial statements of the Company for the fiscal period ended December 31, 2015, which are shown in the Company's annual report, as the said



financial statements were presented in a complete, true and fair manner, and in compliance with generally accepted accounting principles and all governing rules and regulations.

The Chairman then proposed that the Meeting consider approving the said financial statements.

Khun Lalitphant informed the Meeting that during agenda 2, a shareholder holding altogether 1,500 shares had just arrived at the meeting.

After consideration, the Meeting resolved as follows:

Voting results:

| | Number of votes (1 share / 1 vote) | Percentage of required votes |
|---|---------------------------------------|------------------------------|
| Voting required: Majority vote of shareholders attending the meeting and casting their votes | | |
| Shareholders attending the meeting & casting their votes | 780,191,514 | 100.0000 % |
| Approve | 780,191,514 | 100.0000 % |
| Disapprove | - | 0.0000 % |

RESOLVED: THAT the said financial statements as proposed by the Chairman be approved.

4. To consider and approve allotment of 2015 net profit and a part of retained earnings for dividend payment in cash

The Chairman stated that by taking into consideration the Company's dividend policy, 2015 net profit, retained earnings and cash flows, the Board has considered it appropriate for the Shareholders at the Meeting to approve the allotment of 2015 net profit and a part of retained earnings for dividend payment of Baht 0.50 per share.

The Baht 0.50 per share dividend will be paid from 3 types of net profit as follows:

1. Baht 0.2272 dividend per share will be paid from taxable profit which was subject to 20 percent corporate income tax.
2. Baht 0.1510 dividend per share will be paid from taxable profit which was exempt from corporate income tax.
3. Baht 0.1218 dividend per share will be paid from non taxable profit.

Khun Lalitphant added that the dividend pay-out ratio is a 71.40 percent of the Company's net profit.

Khun Lalitphant stated that XD sign will be posted on May 3, 2016. The record date will be May 9, 2016. The closing date of the share register will be May 10, 2016. The payment will be made on May 19, 2016.

Khun Lalitphant informed the Meeting that during agenda 4, a shareholder holding 100 shares had just arrived at the meeting.

After consideration, the Meeting resolved as follows:

Voting results:

| | Number of votes (1 share / 1 vote) | Percentage of required votes |
|---|---------------------------------------|------------------------------|
| Voting required: Majority vote of shareholders attending the meeting and casting their votes | | |
| Shareholders attending the meeting & casting their votes | 780,191,614 | 100.0000 % |
| Approve | 780,191,614 | 100.0000 % |
| Disapprove | - | 0.0000 % |

RESOLVED: THAT the dividend payment as proposed by the Chairman be approved.

5. To elect new Board of Directors members to replace the directors retiring by rotation

Khun Lalitphant informed the Meeting that this year, three directors comprising Khun Chali Sophonpanich, Khun Threekwan Bunnag and Khun Chatchaval Jiaravanon shall retire by rotation. With reference to the Company's provision of opportunity for the shareholders to nominate qualified candidates as the Company's directors, no candidate was proposed to the Company.

The Chairman stated that the Board of Directors has considered it appropriate for the Shareholders at the Meeting to re-elect the said three directors to conduct their duties for another term, due to their suitable qualifications. None of these three directors is a director of TICON's competitors which may cause the conflict of interest. Moreover, Khun Threekwan and Khun Chatchaval who are qualified and have served as independent directors for many years have regularly expressed their opinions independently and in compliance with the relevant regulations.

Khun Lalitphant informed the Meeting that this agenda item requires voting for each director.

Khun Lalitphant presented the personal details of the proposed directors in brief.

Khun Chali Sophonpanich has served as the Company's director for 26 years. He is also the director of a subsidiary, Shanghai TICON Investment Management Co., Ltd.

Khun Lalitphant informed the Meeting that during this agenda, 2 shareholders holding altogether 8,000 shares had just arrived at the meeting.

After consideration, the Meeting resolved as follows:

Voting results:

Re-election of Mr. Chali Sophonpanich

| | Number of votes (1 share / 1 vote) | Percentage of required votes |
|---|---------------------------------------|------------------------------|
| Voting required: Majority vote of shareholders attending the meeting and casting their votes | | |
| Shareholders attending the meeting & casting their votes | 780,199,514 | 100.0000 % |
| Approve | 779,113,245 | 99.8608 % |
| Disapprove | 1,086,269 | 0.1392 % |

RESOLVED: THAT Mr. Chali Sophonpanich be appointed as TICON's director for another term.

Khun Lalitphant presented the personal details of Khun Threekwan Bunnag in brief and added that he has served as an Audit Committee member and a director of the Company for 15 years. Presently, he is also the director of a subsidiary, TICON Logistics Park Co., Ltd.

Khun Lalitphant replied to the query from Khun Surathin Chula-o-larn, a proxy of Shareholders' Right Protection Volunteer from Thai Investors Association, on the term of office of Khun Threekwan and



Khun Chatchaval that they have served as the independent directors for more than three consecutive rounds or nine years.

Khun Lalitphant informed the Meeting that during this agenda, 3 shareholders holding altogether 29,000 shares had just arrived at the meeting.

After consideration, the Meeting resolved as follows:

Voting results:

Re-election of Mr. Threekwan Bunnag

| | Number of votes (1 share / 1 vote) | Percentage of required votes |
|---|---------------------------------------|------------------------------|
| Voting required: Majority vote of shareholders attending the meeting and casting their votes | | |
| Shareholders attending the meeting & casting their votes | 780,228,514 | 100.0000 % |
| Approve | 779,739,214 | 99.9373 % |
| Disapprove | 489,300 | 0.0627 % |

RESOLVED: THAT Mr. Threekwan Bunnag be appointed as TICON's director for another term.

Khun Lalitphant presented the personal details of Khun Chatchaval Jiaravanon in brief and added that he has served as an Audit Committee member and a director of the Company for 15 years.

During this agenda, a shareholder holding altogether 28 shares had just arrived at the meeting.

After consideration, the Meeting resolved as follows:

Voting results:

Re-election of Mr. Chatchaval Jiaravanon

| | Number of votes (1 share / 1 vote) | Percentage of required votes |
|---|---------------------------------------|------------------------------|
| Voting required: Majority vote of shareholders attending the meeting and casting their votes | | |
| Shareholders attending the meeting & casting their votes | 780,228,542 | 100.0000 % |
| Approve | 779,606,418 | 99.9203 % |
| Disapprove | 622,124 | 0.0797 % |

RESOLVED: THAT Mr. Chatchaval Jiaravanon be appointed as TICON's director for another term.

6. To consider and approve compensation for the Company directors for the year 2016

The Chairman stated that the Board has considered it appropriate for the Shareholders at the meeting to approve compensation for the Company directors for the year 2016 not exceeding Baht 13,000,000 in total, the same amount as 2015. The details are as follows:

(Unit: Baht)

| Compensation | 2015 | Proposal for 2016 |
|---|---|-------------------|
| 1) Meeting allowance - Chairman of the Board - Board member - Audit Committee member | 20,000/person/meeting 10,000/person/meeting 10,000/person/meeting | Same as 2015's |
| 2) Bonus | Depending on the Company's performance | |
| 3) ESOP as directors' compensation | -None- | |
| Total compensation for the year | not exceed 13,000,000 | |

However, the actual compensation to be paid will depend on the Company's performance. Last year, the actual compensation paid to the Company directors was Baht 7.3 million.

After consideration, the Meeting resolved as follows:

Voting results:

| | Number of votes (1 share / 1 vote) | Percentage of required votes |
|---|---------------------------------------|------------------------------|
| Voting required : No less than two-thirds of total number of votes of shareholders attending the meeting | | |
| Shareholders attending the meeting | 780,234,812 | 100.0000 % |
| Approve | 780,228,042 | 99.9991 % |
| Disapprove | 500 | 0.0001 % |
| Abstain | 6,270 | 0.0008 % |

RESOLVED: THAT the compensation for the Company directors for the year 2016 as proposed by the Chairman be approved.

7. To appoint the Company's auditor and determine the audit fee for the year 2016

Khun Lalitphant stated that in 2016 the Company would like to propose the auditor from EY Office Limited, Mr. Sophon Permsirivallop or Miss Rungnapa Lertsuwankul or Mr. Chayapol Suppasattanon or Miss Rosaporn Decharkorn or Mrs. Sumana Punpongsanon, as the Company's auditor.

The Chairman stated that the Board has considered it appropriate for the Shareholders at the Meeting to appoint the auditor from EY Office Limited with the name list as proposed by Khun Lalitphant, to be the Company's auditor for the year 2016. The audit fee for 2016 is proposed not to exceed Baht 1,000,000.

Khun Lalitphant informed that the proposed audit fee increases from Baht 800,000 of the prior year due to more workload.

Khun Lalitphant informed the Meeting that during agenda 7, a shareholder holding altogether 100 shares had just arrived at the meeting.

After consideration, the Meeting resolved as follows:



Voting results:

| | Number of votes (1 share / 1 vote) | Percentage of required votes |
|---|---------------------------------------|------------------------------|
| Voting required: Majority vote of shareholders attending the meeting and casting their votes | | |
| Shareholders attending the meeting & casting their votes | 780,228,642 | 100.0000 % |
| Approve | 780,228,142 | 99.9999 % |
| Disapprove | 500 | 0.0001 % |

RESOLVED: THAT Mr. Sophon Permsirivallop or Miss Rungnapa Lertsuwankul or Mr. Chayapol Suppasedtanon or Miss Rosaporn Decharkom or Mrs. Sumana Punpongsanon be appointed as TICON's auditor for the year 2016, with total audit fee not exceeding Baht 1,000,000.

8. Other business (if any)

No other business was proposed for consideration.

Questions and Answers

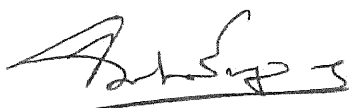
Regarding a query from Khun Surathin Chula-o-larn on the Company's plan for obtaining the certification of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) after having made the declaration of the Anti-Corruption policy, Khun Virapan and Khun Lalitphant replied that at present the Company is in the process of amending internal rules and regulations to be in line with the CAC's practices. After that, the revised rules and regulations will be communicated to all staff for practice guidelines. At present, the Company cannot specify the exact timing of obtaining CAC's certification, but will do its best to get the certification as soon as possible.

There being no further questions, the Chairman then declared the Meeting closed at 3.00 p.m.

- Chali Sophonpanich -

(Mr. Chali Sophonpanich)
Chairman of the Meeting

Translation certified by



(Mr. Virapan Pulges)
Director

(F 53-4)

Capital Increase Report Form
TICON Industrial Connection Public Company Limited
October 7, 2016

We, TICON Industrial Connection Public Company Limited (the "**Company**"), hereby report to the Stock Exchange of Thailand (the "**SET**") on the resolutions of the Board of Directors Meeting No. 4/2016 held on October 7, 2016, at 2:30p.m. (the "**Meeting**"), relating to the capital increase, Private Placement offering and allotment of the newly issued ordinary shares as follows:

1. Capital Increase

The Meeting passed a resolution approving the increase of the Company's registered capital from Baht 1,099,142,375 to Baht 1,834,142,375, by issuing 735,000,000 newly issued ordinary shares with a par value of Baht 1 per share, totaling Baht 735,000,000. Details of the capital increase are as follows:

| Capital increase | Type of shares | Number of shares | Par value (Baht per share) | Total (Baht) |
|--|-----------------|------------------|----------------------------|--------------|
| <input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds | Ordinary shares | 735,000,000 | 1 | 735,000,000 |
| <input type="checkbox"/> General mandate | - | - | - | - |

2. Allotment of new shares

The Meeting passed a resolution approving the offering and allotment of the newly issued ordinary shares as follows:

| Allotted to | Number of shares | Ratio (old : new) | Sale Price (Baht/Share) | Subscription and Payment Period | Note |
|---|------------------|-------------------|-------------------------|--|--------------------------|
| Specific investor (Private Placement) Frasers Property Holdings (Thailand) Co., Ltd (" FPHT ") | 735,000,000 | - | 18 | It is intended that the subscription and payment will be completed within 45 days after the date of approval from Extraordinary General Meeting of Shareholders No. 1/2016 of the Company. | Please see remarks below |

Remarks

(a) Details of the allocation of the Company's newly issued ordinary shares

The Meeting approved the entering into the share subscription agreement with conditions precedent between the Company and FPHT (the "**Share Subscription Agreement**") which was executed on October 7, 2016, and approved to propose to the Extraordinary General Meeting of the Shareholders No. 1/2016 (the "**EGM**") for consideration and approval of the offering and allotment of no more than 735,000,000 newly issued ordinary shares of the Company, with a par value of Baht 1 per share, to FPHT, under a private placement scheme, at the offering price of Baht 18 per share, in the total sum of no more than Baht 13,230,000,000, subject to the terms and conditions specified in the Share Subscription Agreement. The offering price of the shares was determined by taking into consideration the Company's asset value, its financial status, performance, growth prospects, management experiences, as well as peer comparison. The

Board of Directors was of the opinion that the offering price of Baht 18 per share is appropriate, as compare with the Company's book value adjusted by fair value of the Company's investment properties.

The offering price of Baht 18 per share is not deemed a price which is less than 90 percent of the market price. The market price will be set in accordance with the rules in the Notification of the Capital Market Supervisory Board No. ThorChor. 72/2558 Re: The Approval for Offering of Newly Issued Shares to the Private Placement Investors of the Listed Company dated 28 October 2015 (as amended). The market price is calculated from the weighted average price of the Company's shares traded on the SET for 15 consecutive business days prior to the date on which the Board of Directors passed the resolution to propose such offering to the EGM to consider and approve, which is during the period of September 13 to October 3, equal to Baht 16.19 per share. For further details of this allotment, please refer to Enclosure 3 of the Notification of invitation to the Extraordinary General Meeting of the Shareholders No. 1/2016.

After the subscription of the newly issued ordinary shares, FPHT will become a major shareholder of the Company with the shareholding of approximately 40 percent of the Company total voting rights, and will be entitled to nominate 3 directors in the Company, and the representative of FPHT will be nominated as the management or controlling person of the Company subject to the approval from the Board of Directors' meeting. Therefore, FPHT is considered a connected person and the offering and allotment of the newly issued ordinary shares to FPHT, is considered a connected transaction under the relevant rules and regulations. For further details of the connected transaction, please refer to Enclosure 4 of the Notification of invitation to the Extraordinary General Meeting of the Shareholders No. 1/2016.

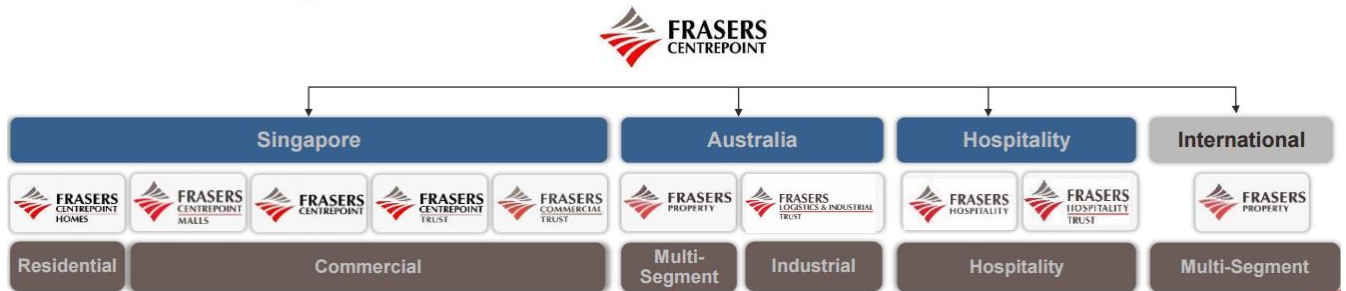
In the event that FPHT subscribes for the newly issued ordinary shares accordingly, it will result in FPHT holding the shares approximately 40 percent of the total voting rights of the Company after the allotment which is more than 25 percent but less than 50 percent of the total voting right of the Company and will trigger the tender offer threshold. As a result, FPHT will be required to make a tender offer for all of the Company's shares and equity-linked securities pursuant to Section 247 of the Securities and Exchange Act B.E. 2535 (as amended) and the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeover, dated 13 May 2011 (as amended). However, FPHT will request for a waiver from making a tender offer for all of the Company's securities by virtue of the resolution of the shareholders' meeting (Whitewash).

(b) Details of FPHT

1. Name, incorporation date, paid up capital, type of business, manner of business operation, list of directors and management, list of major shareholders and shareholding

FPHT is a private limited company incorporated in 2015, with a registered capital of Baht 13,500,000,000 and paid-up capital of Baht 3,382,500,000. FPHT is a subsidiary of Frasers (Thailand) Pte Ltd which is in turn a subsidiary of Frasers Centrepoint Limited ("FCL"). FCL is a full-fledged international real estate company and one of Singapore's top property companies with total assets of S\$24 billion as at 30 September 2016. FCL has three main business units – businesses in Singapore, businesses in Australia and businesses in relation to service apartment, hotel, residential property, office building, shopping mall, and industrial real estate in more than 80 cities across North Asia, Southeast Asia, Australia, Europe, and the Middle-East. FCL also has an International Business arm that focuses on the Group's investments in China, Southeast Asia, and the United Kingdom. FCL is listed on the Main Board of the Singapore Exchange Securities Trading Limited ("SGX-ST"). FCL is the sponsor and its subsidiaries are the manager of three REITs listed on the SGX-ST, Frasers Centrepoint Trust ("FCT"), Frasers Commercial Trust ("FCOT"), and Frasers Logistics & Industrial Trust ("FLT") that are focused on renting out retail properties, office and business space properties, and industrial properties respectively, as well as one stapled trust listed on the SGX-ST, Frasers Hospitality Trust (comprising Frasers Hospitality Real Estate

Investment Trust (“**FH-REIT**”) and Frasers Hospitality Business Trust) that is focused on service apartments and hotel properties. More information on FCL can be found at www.fraserscentrepoint.com.



List of shareholders of FPHT as per the latest information as of November 11, 2016 are as follows:

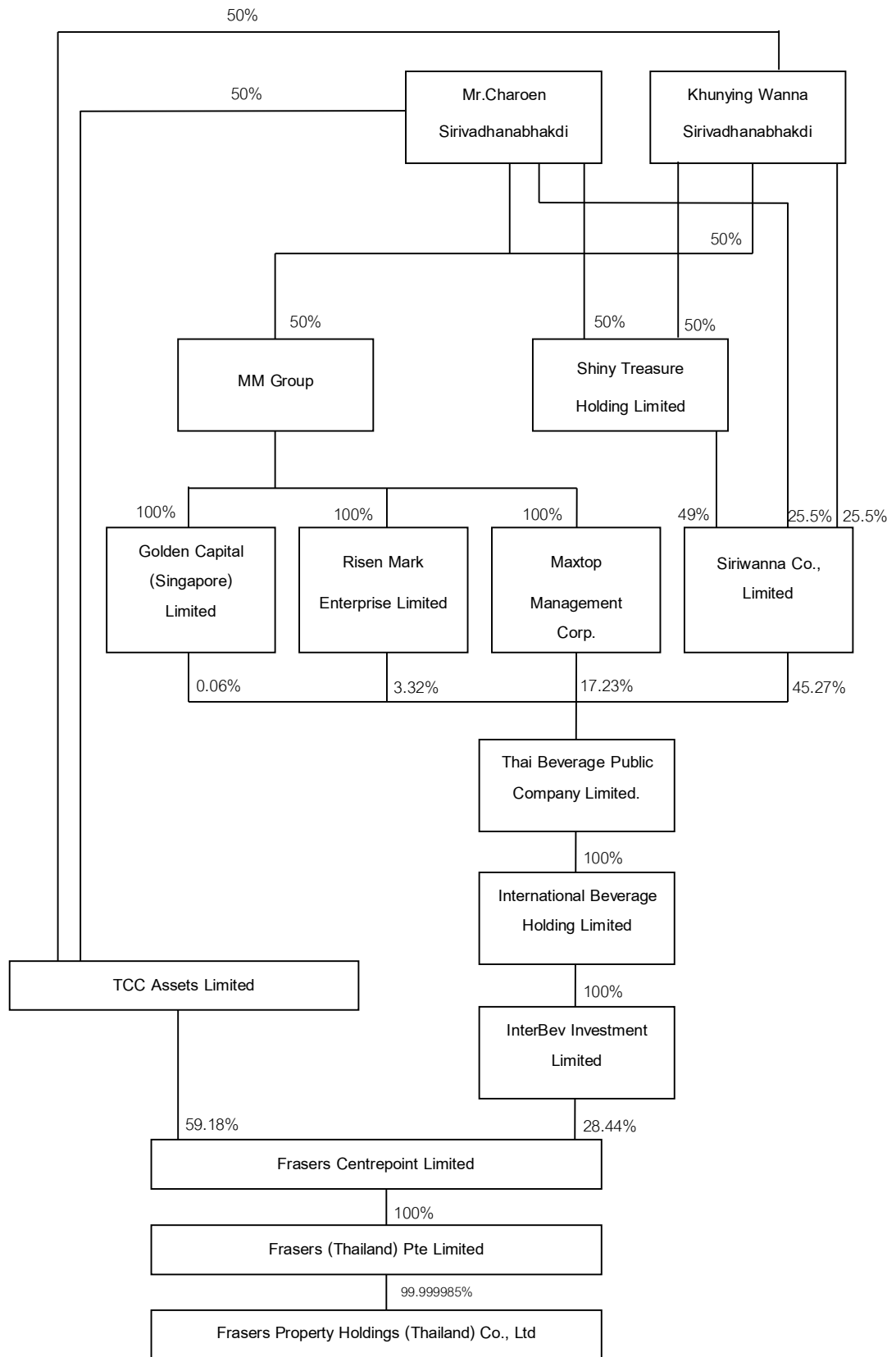
| | Name | Number of shares | Percentage in comparison with the total number of outstanding shares | Percentage in comparison with the total voting rights |
|---|----------------------------|------------------|--|---|
| 1 | Frasers (Thailand) Pte Ltd | 13,499,998 | 99.999985 | 99.999985 |
| 2 | Mr. Chia KhongShoong | 1 | 0.0000075 | 0.0000075 |
| 3 | Mr. Uten Lohachitpitaks | 1 | 0.0000075 | 0.0000075 |

Remarks: FCL holds 100 % of total number of outstanding shares and has 100 % of total voting rights in Frasers (Thailand) Pte Ltd.

Major shareholders of FCL as of November 11, 2016 are as follows:

| | Name | Number of shares | Percentage of outstanding shares | Percentage of total voting rights |
|---|-----------------------------|------------------|----------------------------------|-----------------------------------|
| 1 | TCC Assets Limited | 1,716,160,124 | 59.18 | 59.18 |
| 2 | InterBev Investment Limited | 824,847,644 | 28.44 | 28.44 |

Below is the shareholding structure of FPHT's group.



2. FPHT's relationship with the Company

Currently, FPHT has no relationship with the Company, or with (i) directors or executives, (ii) persons with power of control, (iii) major shareholders of the Company, nor a company having (i), (ii) or (iii) as a major shareholder or person with power of control.

However, after the subscription, FPHT will become a major shareholder with approximately 40 percent stake in the Company, and will be entitled to nominate 3 directors, and the representative of FPHT will be nominated as the management or controlling person of the Company subject to the approval from the Board of Directors' meeting. Therefore, FPHT is considered a connected person under Connected Transaction Notifications.

(c) The Company's plan in case where there is a fraction of shares remaining

There will be no fraction of shares remaining.

3. Schedule for the shareholders' meeting to approve the capital increase and allotment of the newly issued ordinary shares

The Extraordinary General Meeting of the Shareholders No. 1/2016 is scheduled to be held on December 23, 2016 at 10.00 a.m. at the Surasak 1 room, 11th Floor, Eastin Grand Hotel Sathorn.

The share register will be closed to share transfers in order to determine the right to attend this meeting from _____ until the meeting has been duly convened.

Or

The share register will be recorded for the share transfer in order to determine the right to attend this meeting on October 25, 2016. Also, October 26, 2016 will be the closing date on which the shareholder list as specified in Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the "**SEC Act**") shall be complied.

4. Approval of the capital increase and allotment of the newly issued ordinary shares by relevant governmental agency and conditions thereto

4.1 The Company will seek for approval from the EGM for the capital increase and offering and allotment of the shares to FPHT on a Private Placement basis.

4.2 The Company will seek approval from the EGM for a waiver from making a tender offer for all the Company's securities by virtue of the resolution of the shareholder's meeting of the Company (Whitewash) to FPHT.

4.3 The Company will submit the application to the Office of the Securities and Exchange Commission for approval the offering of newly issued shares to FPHT on a Private Placement basis which is an offering where the offering price is fixed by the shareholders' meeting.

4.4 The Company will submit the application for the registration of capital increase and the change of its paid-up capital with the Department of Business Development, Ministry of Commerce.

4.5 The Company will submit the application with the SET for listing of the newly-issued shares.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The objectives of the allotment of the newly-issued shares to FPHT are as follows:

1. is to engage a strategic investor in order to create alliance in business with FPHT which is a company in group which possesses a wealth of experience and expertise in operating businesses in real estate development that is the same nature of business of the Company. As discussed earlier

on the experience and expertise of FCL group, including being a sponsor of three REITs listed on the SGX-ST, as well as the REITS Manager. In addition, the said experience and expertise of FCL group and its group business network will greatly support business of the Company. Therefore, the allotment of newly issued shares to FPHT creates benefits for the Company's business operation as set out below.

- FCL group has a client base of multinational corporations in Australia, which may become the Company's client in the future.
 - FCL group is a real estate developer which could support the development of warehouses of the Company to be prepared for the demand for warehouses derived from the growth of consumer goods business in Thailand and ASEAN, and to be the center for distribution to multiple areas, including expansion of its business to ASEAN region in the future.
 - FCL group has experience and expertise in all-in-one real estate management in several countries globally. Therefore, it could share such know-how with the Company to support and develop the Company's business.
2. In relation to the Company's debt to equity ratio, which currently is equal to 2.12x (calculated based on the consolidated financial statements for the nine-month period ending 30 September 2016), the conditions of credit facilities with the financial institutions and terms and conditions on rights and obligations of debenture issuance and debenture holders of the Company restrict the Company to maintain such ratio at no more than 2.50x, despite the fact that such ratio trends to escalate depending on the need of expansion of the Company's business in the future. According to the Company's plan to expand its business overseas within the ASEAN region namely, Indonesia, Vietnam, Cambodia and Myanmar, it may take the Company two to three years before the investment would generate returns. Therefore, the Company cannot sell those properties overseas to the Real Estate Investment Trusts (REIT) or other potential investors in order to use the proceeds from such sale to invest in other property development for another two to three years. Without the capital increase, the Company may have to sell its domestic properties to the REIT in order to maintain a debt to equity ratio, to comply with debt covenant. Nonetheless, the recurring income in Thailand should still be the main revenue of the Company despite the expansion overseas. Therefore, a capital increase is one of the best alternatives for the Company.
3. Is to complete the capital increase process within a short period of time, as well as obtaining a high offering price compared to other methods i.e. Right Offering and Public Offering. Both methods involves a lengthy process and may result in a discounted of the offering prices which may lower than that offered by FPHT. Therefore, the private placement scheme will not only enable the Company to promptly receive the capital it needs to support its business expansion but also avoid any effects of price dilution.

The proceeds received from the share allotment is expected to be used for the Company's operations and business expansion, as well as to repay some debts so as to reduce its interest burden. Details of which are as follows:

- Debt Repayment

| Type of Debt | Principal (Million Baht) | Total Interest for the period (Million Baht) | Total of principal and interest (Million Baht) | Period |
|--|-----------------------------|--|---|---------|
| Short term loan | | | | |
| - Bills of exchange ⁽²⁾ / Promissory notes | 2,700 ⁽¹⁾ | 3 | 2,703 | Q1 2017 |
| - Bills of exchange ⁽²⁾ | 100 ⁽¹⁾ | - | 100 | Q2 2017 |
| Long term loan | 1,860 | 2 | 1,862 | Q1 2017 |
| Debentures ⁽³⁾ | 1,100 | 22 | 1,122 | Q1 2017 |
| | 2,920 | 121 | 3,041 | Q3 2017 |
| Total | 8,680 | 148 | 8,828 | |

Note:

(1) The increase in short term loan principal of Baht 1.280 billion from the debt obligation shown in the Company 's Financial statements as of 30 September 2016 (Baht 1.520 billion) is an estimate of the debt obligations which the Company may incur through short term borrowings in Q4 2016.

(2) The interest was discounted from the principle amount and paid on the drawdown date.

(3) Debenture with maturity dates in 2017

- Investment in Domestic and International Projects

| Project | Estimated Investment (Million Baht) ⁽¹⁾ | Internal Rate of Return (IRR) ⁽²⁾ | Period (2017) |
|--|---|---|------------------|
| Logistics warehouses located in a province in the eastern area of Bangkok ⁽³⁾ | 2,500 | 10%-12% | within 2017 |
| Logistic warehouses in Indonesia ⁽⁴⁾ | | | |
| - Project 1 | 70 | 13%-14% | commence Q1 |
| - Project 2 | 80 | 11%-12% | commence Q1 |
| - Project 3 | 80 | 11%-12% | commence Q1 |
| Logistic warehouses in Vietnam ⁽⁵⁾ | | | |
| - Project 1 | 140 | 13%-14% | commence Q2 |
| - Project 2 | 130 | 13%-14% | commence Q2 |
| <i>Total investment in International Projects</i> | <i>500</i> | | |
| Total investment | 3,000 | | |

Note:

(1) Excluding the project's working capital

(2) Equity IRR

(3) Due to business and commercial reasons, the Company is unable to disclose further information

(4) The investment for all projects in Indonesia is done through increasing capital in existing subsidiaries

(5) The investment for all projects in Vietnam is done through increasing capital in joint venture companies which will be newly established

- Working Capital - approximately Baht 1,402,000,000

The reason why the Company needs to have a high level of working capital is that the Company's business is developing quality factories and warehouses to meet the needs of its clients. Therefore, the location of each property is a crucial factor for its business success. However, there are a limited number of real estates within the designated industrial zone, which has the potential and supporting infrastructure, and they are expensive. Therefore, having a high level working capital gives the Company a competitive advantage over its competitors in acquiring prime industrial real estates, which the Company would further develop and handover to the clients promptly. The Company plans to utilize the working capital by the end of 2017 as follows:

- 1) Baht 800 Million to be used as initial investment capital for domestic factory and logistic warehouse development projects which may arise in the future
- 2) Baht 200 Million to be used as initial investment capital in companies and/or joint venture companies for international factory and logistic warehouse development projects overseas which may arise in the future
- 3) Baht 200 Million to be used as working capital for the development of logistic warehouses project located in the eastern area of Bangkok as listed in the table above
- 4) Baht 202 Million to be used as general operating expenses of the Company

Nonetheless, in the event that the investment in each of the projects cannot be implemented according to the aforementioned plan the Company will use the proceeds from the capital increase to repay its debts which will be due in the year following 2017 to reduce its financial burden and increase flexibility in managing its business.

6. Benefits which the Company will receive from the capital increase/share allotment:

From the objectives of the capital increase outlined in Item 5, the benefits which the Company will receive from the capital increase/share allotment will be as follows:

- 6.1 After considering the potential of FCL group, FCL has been a global full service real estate company for over 90 years and is one of the leading real estate companies in Singapore. FCL has a wealth of experience in real estate development and has great potential in assisting the Company sourcing capital. Furthermore, FCL is a leader in the ASEAN real estate industry who has experience and expertise in developing and managing integrated real estate projects which includes industrial properties across different parts of the world. Whilst the Company is a leading developer of factories and warehouses in Thailand since 1990 and has factories and warehouses situated in various strategic locations with supporting infrastructures. Therefore, the combination of FPHT's experience and the Company's existing businesses will support each other and generate opportunity and growth for the Company, whether it would be an increase in financial flexibility and business opportunities in new markets such as the ASEAN market, which currently is seeing a growing demand for logistic warehouses and distribution facilities from the economic integration and cooperation between countries within the region - as well as future demand for warehouses by FCL group of companies and FCL's client base which may become the Company's customers in the future, which would allow the Company to rent out more of its warehouses. In addition, the Company could use FCL's experience and expertise in developing industrial properties to enhance the development and management of its projects. Therefore, FPHT's investment will create a synergy and raise the Company's competitiveness to the benefit of the Company and its shareholders.

- 6.2 The larger capital base will provide the Company with ability to expand its business both in Thailand and overseas, and to prevent opportunity loss. It is expected that the Internal Rate of Return (IRR) for the aforementioned investments would be approximately 10%-14%.
- 6.3 The proceeds received from the capital increase will be used for repayment of some debts which will reduce the Company's debt burden. The repayment of debts will result in a significant decrease in the Company's debt to equity ratio. From an approximate estimation, the debt to equity ratio will decrease from 2.16x to 0.64x. The approximate estimation is made by the subtraction of total debt stated in the consolidated financial statements ending 30 June 2016 by the portion of the proceeds allocated for debt repayment (Baht 8,800 Million) and divided by the shareholding equity taken from the consolidated financial statements ending 30 June 2016 plus the increased capital of Baht 13,230,000,000. If using figures from the consolidated financial statement ending 30 September 2016, using the aforementioned calculation method, the debt to equity ratio will decrease from 2.12x to 0.63x.

7. Benefits which shareholders will receive from the capital increase/share allotment:

The benefits to the Company as mentioned in item 6 will eventually enhance the Company's performance and its capability to pay dividend to the shareholders.

FPHT will be entitled to receive dividends from the Company's business operations starting from the date FPHT is registered as shareholders of the Company.

8. Other details necessary for shareholders to approve the capital increase/share allotment:

Silent period

In the event that the offering price is lower than 90 percent of the market price of the Company's shares prior to the date on which the newly issued ordinary shares have been subscribed (the market price is calculated from the weighted average price of the shares traded on the SET for at least seven consecutive business days but no more than fifteen consecutive business days prior to the first date of the shares offering), the Company is required to restrict FPHT from selling all of its shares for a period of 1 year from the trading date. Upon the expiry of a 6-month period of the prescribed time, FPHT could sell 25 percent of such shares, pursuant to rules stipulated in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015)). It is expected that the Company and FPHT will enter into an agreement to give effect to the said obligations.

Dilution effect

For further details of dilution effects, please refer to Enclosure 3 of the Notification of invitation to the Extraordinary General Meeting of the Shareholders No. 1/2016.

Key terms and conditions in the Share Subscription Agreement

FPHT's contractual obligation to subscribe for the newly issued ordinary shares will be dependent upon the completion of the conditions precedent specified in the Share Subscription Agreement, which includes, but not limited to:

- The validly convened EGM must approve the following important aspects of the allotment of the newly issued ordinary shares:
 - (1) the increase of the registered capital from Baht 1,099,142,375 to Baht 1,834,142,375, and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital;
 - (2) the private placement offering and allotment of the newly issued ordinary shares to FPHT, which was done in compliance with the relevant laws and regulations; and
 - (3) the waiver from making a tender offer for all the Company's shares and equity-linked securities by virtue of the resolution of the shareholders' meeting (Whitewash).
- On the date which the subscription is completed, as stipulated in the Share Subscription Agreement, FPHT will appoint three new directors, whom the Company agrees with, to be directors of the Company and the Company must convene a board of directors' meeting to consider the appointment of the FPHT directors to replace the directors who will resign.
- In the event that FPHT, which is considered as foreign company, cannot fully subscribe all of the newly issued ordinary shares due to the Company's foreign shareholding limit, FPHT and the Company agree to use their best endeavors to find an appropriate method, permitted by the relevant laws, so that FPHT can later subscribe for the unsubscribed portion, which FPHT was not able to subscribe due to the foreign shareholding limit.
- The Company must not dispose its main assets, including the offer to dispose of property valued at Baht 1,443 Million to TREIT, which had previously been approved by the Board of Directors' meeting in February 2016. The property, which its disposal must be cancelled, includes 28 units of industrial factories and warehouses which has a combined rental area of 69,021 square meters.

9. Schedule of action if the board of directors passes resolutions approving the capital increase and allotment of new shares:

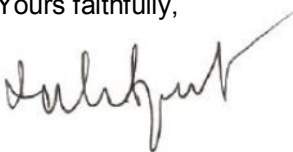
| No. | Procedures of the capital increase | Date/Month/Year |
|-----|--|-------------------------------------|
| 1. | Approval of the capital increase and the share allotment by the Board of Directors' Meeting No. 4/2016 | 7 October 2016 |
| 2. | To determine shareholders' entitlement to attend the EGM(Record Date) | 25 October 2016 |
| 3. | The shareholders list was compiled under Section 225 of the SEC Act | 26 October 2016 |
| 4. | To hold the Extraordinary General Meeting of the Shareholders No. 1/2016 | 23 December 2016 |
| 5. | To allot Private Placement shares to FPHT | Intended to be with in January 2017 |
| 6. | Listing of the Private Placement shares | Intended to be with in January 2017 |

10. Others

- After the subscription of the Company's newly issued ordinary shares, FPHT will become a shareholder of the Company with approximately 40% of the total voting rights in the Company, which FPHT will be legally entitled to vote in the Company's shareholders meeting and may vote to block the passing of a resolution which requires a vote of no less than three-fourths of the total votes of the shareholders attending the meeting and are entitled to vote.
- After the subscription of the Company's newly issued ordinary shares, FPHT will be entitled to nominate three directors onto the Company's board of directors, which consists of eight directors (divided into five executive directors and three independent directors). The FPHT nominated directors will not have a decisive voting power, as the board of directors' ordinary resolution requires a majority vote.
- From the Company's discussion with FPHT, currently FPHT does not have businesses in rental warehouses in Thailand, which would be competing with the Company's core business. However if in the future FPHT wishes to enter into the aforementioned business which may be in competition with the Company's core business, the Company and FPHT will act in accordance with the relevant guidelines.

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Yours faithfully,



(Miss Lalitphant Phiriyaphant)
Secretary to the Board of Directors

**Information Memorandum of TICON Industrial Connection Public Company Limited
Re: The Offering of Newly Issued Ordinary Shares under a Private Placement Scheme**

The Board of Directors Meeting of TICON Industrial Connection Public Company Limited (the "**Company**") No. 4/2016, held on October 7, 2016 (the "**Meeting**"), has approved to propose to the shareholders' meeting for consideration and approval of the offering of no more than 735,000,000 newly issued ordinary shares of the Company, with a par value of Baht 1 per share, to be allocated to the specific person, Frasers Property Holdings (Thailand) Co., Ltd. ("**FPHT**"), a subsidiary of Frasers Centrepoint Limited ("**FCL**"), which is a company listed on the Singapore Exchange Limited (SGX-ST), under a private placement scheme, at the offering price of Baht 18 per share, in the total sum of no more than Baht 13,230,000,000. In addition, the Company will propose to the Extraordinary General Meeting of the Shareholders No. 1/2016 to consider and approve the waiver from making a tender offer for all the Company's securities by virtue of a resolution of a shareholders' meeting of the Company (Whitewash) to FPHT.

The Company hereby informs you of the material information regarding the allocation of the newly issued ordinary shares of the Company under a private placement scheme as set out below.

1. Details of the offering of shares, the determination and appropriateness of the price, and the determination of the Market Price

1.1 Details of the offering of shares

The Company shall offer and allot no more than 735,000,000 newly issued ordinary shares, with a par value of Baht 1 per share to FPHT under a private placement scheme, at the offering price of Baht 18 per share, equal to no more than Baht 13,230,000,000 in total, subject to the terms and conditions specified in the share subscription agreement entered into between the Company and FPHT on October 7, 2016 (the "**Share Subscription Agreement**").

Under the conditions precedent specified in the Share Subscription Agreement, the obligations of FPHT to subscribe for the newly issued shares are conditional upon the satisfaction of all conditions, including but not limited to, the followings:

- the passing by the duly convened the Extraordinary General Meeting of the Shareholders of the Company of resolutions to authorize, approve, implement and effect the Completion, the major conditions are as follows:
 - (i) the increase in the Company's registered capital from Baht 1,099,142,375 to Baht 1,834,142,375, and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital;
 - (ii) the issuance and allocation of the newly issued ordinary shares to FPHT as required by relevant laws, rules and regulations; and
 - (iii) the waiver for the subscription of the newly issued ordinary shares by FPHT from making a mandatory tender offer for all securities of the Company through the Whitewash to be given to FPHT.
- On the Completion Date under the Share Subscription Agreement, FPHT shall nominate three (3) new directors, as agreed with the Company, on the board of the Company and the Company shall convene the Board of Directors Meeting to consider the appointment of new directors nominated by FPHT in replacement of the existing directors who will resign.

- In the event that FPHT, which is considered as foreign company, cannot fully subscribe all of the newly issued ordinary shares due to the Company's foreign shareholding limit, FPHT and the Company agree to use their best endeavors to find an appropriate method, permitted by the relevant laws, so that FPHT can later subscribe for the unsubscribed portion, which FPHT was not able to subscribe due to the foreign shareholding limit.
- One of the conditions in the Share Subscription Agreement, stipulates that the Company must not dispose its main assets, including the offer to dispose of property valued at Baht 1,443,000,000 to TREIT, which had previously been approved by the Board of Directors' meeting in February 2016. The property, which its disposal must be cancelled, includes 28 units of industrial factories and warehouses which has a combined rental area of 69,021 square meters.

After the subscription of the newly issued ordinary shares, FPHT will become a major shareholder of the Company with the shareholding of approximately 40 percent of the total voting rights of the Company. FPHT will also entitle to nominate three directors in the Company, and the representative of FPHT will be nominated as the management or controlling person of the Company. In this regard, FPHT is considered a connected person, which shall cause the transaction to be considered as the connected transaction under the relevant rules and regulations.

If FPHT subscribes for the newly issued ordinary shares pursuant to the Share Subscription Agreement, it will result in FPHT holding the shares altogether approximately 40 percent of the total voting rights of the Company after the allotment, which is more than 25 percent but less than 50 percent of the total voting rights and will trigger the tender offer threshold. As a result, FPHT will be required to make a tender offer for all of the Company's shares and equity-linked securities pursuant to Section 247 of the Securities and Exchange Act B.E. 2535 (as amended) ("**SEC Act**") and the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeover, dated 13 May 2011 (as amended).

As one of the abovementioned conditions precedent to subscribe for the newly issued ordinary shares under the Share Subscription Agreement, FPHT shall have received a waiver from making a tender offer for all the Company's securities by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) in accordance with the Notification of the Office of the Securities and Exchange Commission No. SorChor 36/2546 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 of the Business, dated 17 November 2003, by having the approval from the shareholders' meeting by the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the rights to vote.

The Meeting, therefore, approved to propose to the Extraordinary General Meeting of the Shareholders No. 1/2016 (the "**EGM**") for consideration and approval of the waiver of the obligation of FPHT to make a tender offer for all the Company's shares and equity-linked securities by virtue of the resolution of the shareholders' meeting of the Company (Whitewash), as such wavier from making a tender offer is reasonable and the Company will receive the subscription price immediately which can be used for business expansion and reduce its financial costs.

If the shareholders approve the offering of no more than 735,000,000 newly issued ordinary shares of the Company, with a par value of Baht 1 per share, to FPHT and related transactions, as well as grant the whitewash waiver to FPHT, the Company expects that FPHT will proceed with the subscription of the newly issued ordinary shares and the payment of the subscription price to the Company, while the Company intends to register these newly issued ordinary shares offered to FPHT with the Stock Exchange of Thailand ("**SET**") within 45 days after the date of approval from the EGM.

In this regard, Baker Tilly Corporate Advisory Services (Thailand) Ltd. has been appointed as an independent financial advisor to express opinions on the granting of Whitewash waiver to the shareholders.

Shareholding structure before and after share subscription of FPHT are as follows:

| Before the share subscription of FPHT | | After the share subscription of FPHT | |
|---|--------|--|--------|
| Rojana Industrial Park Public Co., Ltd. | 43.55% | Frasers Property Holdings (Thailand) Co., Ltd. | 40.07% |
| City Realty Group | 7.04% | Rojana Industrial Park Public Co., Ltd. | 26.10% |
| Others | 49.41% | City Realty Group | 4.22% |
| | | Others | 29.61% |

1.2 The determination and appropriateness of the price

The total value of the consideration for the newly issued ordinary shares to be offered and allotted to FPHT under a private placement scheme at the offering price of Baht 18 per share, equals to no more than Baht 13,230,000,000 in total. Such offering price is in accordance with the terms under the Share Subscription Agreement, given that the Company has taken into consideration its financial status, performance, the Company's book value adjusted by fair value of the Company's investment properties, business growth prospects, management experiences, as well as the market price of the Company's ordinary shares traded on the SET and peer comparison.

The comparison with the market price of the Company's ordinary shares, is calculated from the weighted average price of the Company's shares traded on the SET for 15 consecutive business days prior to the date on which the Board of Directors passed the resolutions to propose such offering of the newly issued shares (the Board of Directors Meeting was held on October 7, 2016), during the period from September 13, 2016 to October 3, 2016 (the Company requested the SET to suspend the trading of shares of the Company from October 4, 2016 to October 7, 2016 as the Company was negotiating the details of the capital increase and allotment of the newly issued shares, therefore there was no market price of the Company's ordinary shares during October 4, 2016 to October 7, 2016), which is equal to Baht 16.19 per share. The offering price is thus higher than the market price.

In addition, when comparing the P/E ratio with the major competitor in factories and warehouses for rent development business (Peer Comparison), the P/E ratio of the Company is lower than the P/E ratio of such competitor as appeared in the table below:

| P/E (times) | 28/12/2012 | 27/12/2013 | 30/12/2014 | 30/12/2015 | 18/11/2016 |
|-------------|------------|------------|------------|------------|------------|
| TICON | 42.89 | 10.24 | 18.54 | 22.83 | 15.97 |
| WHA | 64.19 | 129.43 | 22.42 | 37.84 | 18.95 |

Source: information from the SET

Furthermore, when considering the potential of FPHT, a subsidiary of FCL, FCL is a global full service real estate company which has been providing service for over 90 years and is one of the leading real estate companies in Singapore, as well as it has experience in real estate development and ability to provide capital to the Company. Moreover FCL is also the leader in the real estate development business in ASEAN, which has experience and expertise in development and management of integrated real estate projects, including industrial real estate in North Asia, Southeast Asia, Australia, Europe, and the Middle-East. FCL also has international business which focuses on investment in China, Southeast Asia and the United Kingdom. Furthermore, FCL is a company whose securities are listed on the Singapore Exchange Securities Trading Limited (SGX-ST) and is also a sponsor of three REITs listed on the Singapore Exchange Securities Trading Limited,

whereby, its subsidiaries are the RIET manager. FCL has businesses covering the business in relation to industrial real estate, service apartment, hotel, residence, office building and shopping mall. While the Company is the first-ranked developer in factories and warehouses for rent who has experience in this area for a long time since 1990. Its factories and warehouses are located in strategic location and it has potential as well as availability with regard to the necessary infrastructure. Therefore, considering the experience of FPHT together with the availability and potential of the Company, this will strengthen and increase opportunities and growth of the Company's business, both financial flexibility and business opportunities in a new market, namely ASEAN market. Currently, the demand for warehouses and distribution centers in ASEAN has increased due to the economic integration of the countries in the region as well as the demand for warehouses in the future of companies in the FCL's group. Therefore, the investment of FPHT will strengthen the firm growth that benefits the business and shareholders of the Company in the future.

Considering the rationale as mentioned above, the Board of Directors was of the opinion that the offering price of Baht 18 per share is appropriate.

1.3 Details of the determination of the Market Price

"Market Price" means the weighted-average price of the Company's ordinary shares traded on the SET for at least 7 consecutive business days but no more than 15 consecutive business days prior to the date on which the Company's Board of Directors passes the resolution to propose an agenda item to the shareholder meeting for approval of the Company's offering for sale of newly issued ordinary shares.

The offering price of Baht 18 per share is not deemed as a price of less than 90 percent of the Market Price (as defined above). The Market Price will be set in accordance with the rules in the Notification of the Capital Market Supervisory Board No. ThorChor. 72/2558 Re: The Approval for Offering of Newly Issued Shares to the Private Placement Investors of the Listed Company dated 28 October 2015 (as amended). The market price is calculated from the weighted average price of the Company's shares traded on the SET for 15 consecutive business days prior to the date on which the Board of Directors passes the resolution to propose such offering, which is during the period of September 13, 2016 to October 3, 2016, equal to Baht 16.19 per share.

If the offering price of the newly issued ordinary shares of the Company under a private placement scheme is lower than 90 percent of the market price of the Company's shares prior to the date on which the newly issued ordinary shares have been subscribed (the market price is calculated from the weighted average price of the shares traded on the SET for at least 7 consecutive business days but no more than 15 consecutive business days prior to the first day of the shares offering), the Company is required to restrict FPHT to sell all of its shares for a period of 1 year from the trading date. Upon the expiry of 6 months period of the prescribed time, FPHT could sell 25 percent of such shares, pursuant to rules stipulated in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015).

2. Criteria and method for private placement investor selection, objectives of the capital increase, plans for utilizing proceeds received from the capital increase and details of the project

2.1 Criteria and method for private placement investor selection

The Company will offer and allot the newly issued shares to the investors who can be a strategic partner and create synergy, as well as have a good financial position.

2.2 Relationship between FPHT and the Company

Please refer to the "Details of FPHT" in the Capital Increase Report Form (Form 53-4) (Enclosure 2 of the Notice of the Extraordinary General Meeting of the Shareholders No. 1/2016).

2.3 Objectives of the capital increase, plans for utilizing proceeds received from the capital increase

Please refer to "5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase" in the Capital Increase Report Form (Form 53-4) (Enclosure 2 of the Notice of the Extraordinary General Meeting of the Shareholders No. 1/2016).

3. Impact of the issuance of newly issued ordinary shares to specific persons under a private placement scheme

The issuance of newly issued shares of the Company at the price mentioned above will have these following effects on shareholders:

3.1 Effects on the Company's share price (Price Dilution)

$$= \frac{(\text{Market Price before the offering}) - (\text{Market Price after the offering})}{\text{Market Price before the offering}}$$

$$= \frac{16.19 - 16.92^*}{16.19}$$

$$= -4.51 \text{ percent} \quad \text{no price dilution}$$

$$(* \text{ Market Price after the offering} = \frac{(16.19 \times 1,099,142,375) + (18.00 \times 735,000,000)}{1,834,142,375} = 16.92)$$

3.2 Effects on the shareholders' voting rights (Controlled Dilution)

$$= \frac{\text{Number of shares offered in this offering}}{\text{Number of paid-up shares} + \text{Number of shares offered in this offering}}$$

$$= \frac{735,000,000}{1,099,142,375 + 735,000,000}$$

$$= 40.07 \text{ percent}$$

3.3 Earning per Share Dilution

$$= \frac{(\text{Earning per Share before the offering} - \text{Earning per Share after the offering})}{\text{Earning per Share before the offering}}$$

$$= \frac{0.95 - 0.57}{0.95}$$

$$= 40.07 \text{ percent}$$

4. Opinion of the Company's Board of Directors concerning the transaction as defined under the Notification of the Capital Market Supervisory Board No. TorChor. 73/2558 Re: List in a Notice to Shareholders for Granting of Permission to Offer Newly Issued Shares

4.1 Reason and necessity for the issuance of newly issued ordinary shares to FPHT

Presently, a new capital is preferred for the Company for business expansion and reduce debt burden. The Board of Directors was of the opinion that the offering and allotment of the newly issued shares to FPHT under the private placement scheme will provide the Company with the new capital within a short period of time, compared to a public offering which involves longer protocols, more time and higher processing costs. In addition, the offering to public or to the existing shareholders has an uncertainty that the Company may not be able to raise capital or receive a full subscription within the time that the Company has set.

The Board of Directors also had an opinion that the transaction will not only benefit the Company in terms of financial flexibility, but also for the Company's business expansion in the future. This is due to the fact that FPHT has experience in real estate development and strong ability to provide capital. In addition, FCL, the parent company of FPHT, is a global full service real estate company and is one of the leading real estate companies in Singapore. There are three main businesses in which FCL operates, namely business in Singapore, business in Australia and business in relation to service apartment, hotel, residence, office building, shopping mall, and industrial real estate throughout 80 cities in North Asia, Southeast Asia, Australia, Europe, and the Middle-East. FCL also has international business which focuses on investment in the group's investments in China, Southeast Asia and the United Kingdom. Moreover, FCL is a company whose securities are listed on the Main Board of the Singapore Exchange Securities Trading Limited. FCL is also a sponsor and its subsidiaries are the managers of four REITs listed on the Singapore Exchange Securities Trading Limited.

4.2 Feasibility of the plan for utilizing proceeds received from the offering

The Board of Directors was of the opinion that the proceeds will certainly be utilized for the Company future expansion and repayment of some debts.

4.3 Reasonability of the increase of the registered capital and the sufficiency of the capital in the case that the capital raised by the offering of shares does not cover all of the budget required for the project operation

After the consideration of the necessity of this capital increase, as well as the benefits from having FPHT as a strategic partner as mentioned above, the Board of Directors was of the opinions that this capital increase is reasonable and will provide the Company with most benefits.

4.4 Impact of the business operation, financial status, and overall operation of the Company as a result of the issuance of the newly issued ordinary shares

The Board of Directors was of the opinion that the Company's business operations will be well supported by the new strategic partner, due to their experiences and expertise. Also, the Company's stronger financial status after the capital increase will help improve its performance. According to the estimation, the debt to equity ratio of the Company will decrease from 2.16x to 0.64x, estimated from deduction of total debts of the consolidated financial statements ending 30 June 2016 from the proceeds received from the capital increase in the portion which will be used for repayment of debts in the amount of Baht 8,800 million, divided by shareholders' equity of the consolidated financial statements ending 30 June 2016, plus the proceeds received from the capital increase in the amount of Baht 13,230 million.

In case of referring to the consolidated financial statements ending 30 September 2016, the debt to equity ratio estimated by the abovementioned method, will decrease from 2.12x to 0.63x.

In addition, the conditions in the Share Subscription Agreement between the Company and FPHT, stipulating that the Company must not dispose its main assets, including the offer to dispose of property valued at Baht 1,443 million to TRIET in 2016, will not cause an adverse effect to the performance of the Company as the proceeds received by the Company from this capital increase will be sufficient for the business expansion. Moreover, the Company has no need to dispose property to TRIET due to decrease of the debt to equity ratio as mentioned above. Although in 2016, the Company has made profit less than the estimated amount of approximately Baht 330 million due to the cancellation of the sale of properties to TRIET, the Company will receive the rental fee incurred from such properties in the amount of approximately Baht 120 million per annum throughout the lifetime of such properties, as well as will be able to dispose such properties in the future if necessary.

5. Result in change of management structure

After the subscription, FPHT will become a major shareholder of the Company. Under the Share Subscription Agreement, FPHT will be entitled to nominate three directors in the Company, which are expected to be (1) Mr. Panote Sirivadhanabhakdi, (2) Mr. Chotiphat Bijananda and (3) Mr. Uten Lohachitpitaks, and the representative of FPHT will be nominated as the management or controlling person of the Company after the completion of the share subscription subject to an approval from the Board of Directors of the Company.

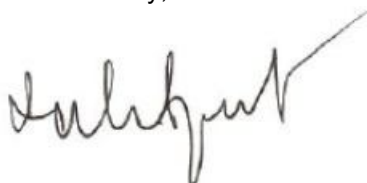
For further details, please refer to the "Others" in the Capital Increase Report Form (Form 53-4) (Enclosure 2 of the Notice of the Extraordinary General Meeting of the Shareholders No. 1/2016).

6. Warranty of directors

The Board of Directors certifies that the Board of Directors has performed its duty with honesty and has carefully preserved the benefit of the Company in relation to such increase of the registered capital. However, in the case that such performance of duty cause damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in Section 85 of the SEC Act. In addition, if such performance of duty causes a director or his/her related person to obtain undue benefit; the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in Section 89/18 of the SEC Act. Moreover, the Board of Directors certifies that the Board of Directors has exercised due care in the consideration and examination of the information of FPHT and was of the opinion that FPHT has investment potential and is able to potentially invest in the Company.

The Board of Directors of the Company is responsible for the information disclosed in this Information Memorandum, and hereby certifies that to the best of the Board of Directors' knowledge and ability, the information contained in this Information Memorandum is correct, complete, and not misleading in any respect.

Yours faithfully,



(Miss Lalitphant Phiriyaphant)
Secretary to the Board of Directors

**Information Memorandum of TICON Industrial Connection Public Company Limited
Re: Entering into Connected Transaction**

The Board of Directors Meeting of TICON Industrial Connection Public Company Limited (the "**Company**") No. 4/2016, held on October 7, 2016 (the "**Meeting**"), has approved to propose to the shareholders' meeting for consideration and approval of the offering of no more than 735,000,000 newly issued ordinary shares of the Company, with a par value of Baht1 per share, to be allocated to the specific person, Frasers Property Holdings (Thailand) Co., Ltd. ("**FPHT**"), a subsidiary of Frasers Centrepoint Limited ("**FCL**") which is a company listed on the Singapore Exchange Securities Trading Limited (SGX-ST), under a private placement scheme, at the offering price of Baht 18 per share, in the total sum of Baht 13,230,000,000. After the subscription of the newly issued ordinary shares, FPHT will become a major shareholder of the Company with a shareholding of approximately 40 percent of the total voting rights of the Company. FPHT will also be entitled to nominate three directors in the Company, and the representative of FPHT will be nominated as the management or controlling person of the Company, provided that an approval from the Board of Directors of the Company is obtained.

Therefore, FPHT is considered a connected person and the offering and allotment of the newly issued ordinary shares to FPHT, is considered a connected transaction under the Notification of the Capital Market Supervisory Board TorChor. 21/2551 Re: Connected Transaction Rules dated 31 August 2008 (as amended) 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, 2003 dated 19 November 2003 (as amended) (the "**Connected Transaction Notifications**"). The transaction size is equal to the highest value of 116.24 percent of the Net Tangible Assets (NTA) of the Company, and the Company has not entered into any other connected transaction with FPHT or related parties or close relatives of FPHT in the past six months prior to entering into this transaction. Based on this, such transaction is larger than 3 percent of the NTA of the Company, calculated based on the consolidated financial statements for the six-month period ending 30 June 2016. The Company, therefore, is required to disclose information on the transaction to the SET and appoint an independent financial advisor to provide opinions on the transaction, as well as to seek for the shareholders' approval for entering into the connected transaction with the votes of not less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote, excluding the shareholders with a conflict of interests. The key details on the transaction are as follows:

1. Date, month, year to enter into the transaction

The Meeting has passed a resolution to approve the entering into the share subscription agreement with conditions precedent between the Company and FPHT (the "**Share Subscription Agreement**"), which was entered into on October 7, 2016, and the Meeting approved to propose to the Extraordinary General Meeting of the Shareholders No. 1/2016 (the "**EGM**") for consideration and approval of the offering and allotment of no more than 735,000,000 newly issued ordinary shares of the Company, with a par value of Baht 1 per share, to FPHT, under a private placement scheme, at the offering price of Baht 18 per share, in the total sum of no more than Baht 13,230,000,000, subject to the terms and conditions specified in the Share Subscription Agreement. The Company shall seek for the shareholders' approval at the EGM. After the approval has been granted and after all the conditions precedent in the Share Subscription Agreement (set out below) have been fulfilled, the Company shall carry out the increase in registered capital and the allotment of shares to FPHT. The transaction is expected to be completed within 45 days after the date of approval from the EGM.

For the conditions precedent specified in the Share Subscription Agreement, please refer to part "Key Conditions Precedent and Conditions" of the table of summary in clause 10.5 Other information that may materially affect the decision of investors (if any).

2. Name of the connected persons

Issuer of the newly issued ordinary shares : The Company
Subscriber of the newly issued ordinary shares : Frasers Property Holdings (Thailand) Co., Ltd.

3. Description of the transaction

The offering and allotment of the newly issued ordinary shares to FPHT under a private placement scheme is in accordance with the Share Subscription Agreement.

Number of newly issued ordinary shares : No more than 735,000,000 shares

Offering price : The offering of the newly issued ordinary shares under a private placement scheme is an offering for which an offering price is fixed by the shareholders' meeting of the Company at Baht 18 per share, which is not deemed a price less than 90 percent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. ThorChor. 72/2558 Re: Approval for Offering of Newly Issued Shares to the Private Placement Investors of the Listed Company dated 28 October 2015 (as amended). The market price is calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand ("SET") for 15 consecutive business days prior to the date on which the Board of Directors passed the resolutions to propose such offering of the newly issued shares, during the period from September 13, 2016 to October 3, 2016, which is equal to Baht 16.19 per share. For further details of the allotment of the newly issued ordinary shares, please refer to Enclosure 3 of the Notice of the Extraordinary General Meeting of the Shareholders No. 1/2016.

In the event that the offering price of Baht 18 per share of the newly issued shares issued to FPHT is lower than 90 percent of the market price of the Company's shares prior to the date on which the newly issued ordinary shares have been subscribed (the market price is calculated from the weighted average price of the shares traded on the SET for at least 7 consecutive business days but no more than 15 consecutive business days prior to the first day of the shares offering), the Company is required to restrict FPHT from selling all of its shares for a period of one year from the trading date. Upon the expiry of six months of the prescribed time, FPHT could sell 25 percent of such shares, pursuant to the rules stipulated in the Notification of the SET Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558.

In the event that FPHT subscribes for the newly issued shares accordingly, it will result in FPHT holding shares in the Company altogether approximately 40 percent of the total voting rights of the Company after the allotment, which is more than 25 percent but less than 50 percent of the total voting rights, and this will trigger the tender offer threshold. As a result, FPHT will be required to make a tender offer for all of the Company's shares and equity-linked securities pursuant to Section 247 of the Securities and Exchange Act B.E. 2535 (as amended) and the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeover, dated 13 May 2011 (as amended).

As one of the conditions precedent of the subscription of the newly issued shares under the Share Subscription Agreement, FPHT shall have received a waiver from making a tender offer for all of the Company's securities by virtue of the resolutions of the shareholders' meeting of the Company (Whitewash) in accordance with the Notification of the Office of the SEC No. SorChor 36/2546 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 of the Business, dated 17 November 2003, by having the approval of the shareholders' meeting by the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the rights to vote.

The Meeting, therefore, approved to propose to the EGM for the consideration and approval of the waiver of the obligation for FPHT to make a tender offer for all the Company's shares and equity-linked securities by virtue of the resolution of the shareholders' meeting of the Company (Whitewash), as such waiver from making a tender offer is reasonable and the Company will receive the subscription price immediately and this can be used for business expansion and reduce its financial costs.

4. Total value and criteria used in determining total value of the transaction

| | | |
|-----------------------------|---|--|
| Connected transaction value | : | $\frac{\text{Total consideration}}{\text{Net Tangible Assets (NTA)*}} = \frac{13,230,000,000}{11,381,431,000}$ |
|-----------------------------|---|--|

*Remark: Calculated based on the consolidated financial statements for the six-month period ending 30 June, 2016.

| | | |
|--|---|--|
| Total value of the transaction and criteria for determining total value of transaction | : | The Company will receive consideration for the amount of no more than Baht 13,230,000,000 in total, from the offering and allotment of no more than 735,000,000 newly issued shares to FPHT, at the offering price of Baht 18 per share. |
|--|---|--|

The total value of the transaction is Baht 13,230,000,000 (or equal to 116.24 percent of the Company's NTA), which is more than 3 percent of the NTA. The Company, therefore, is required to disclose information on the transaction to the SET and appoint an independent financial advisor to provide opinions on the transaction, as well as to seek for the shareholders' approval for entering into the connected transaction, with the votes of not less

than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote, excluding the shareholders with conflict of interests pursuant to the Connected Transaction Notifications.

- Total value of consideration and criteria for determining consideration value : Total value of the consideration is no more than Baht 13,230,000,000. The offering price of Baht 18 per share was determined by taking into consideration the Company's asset value, its financial status, performance, growth prospects, management experiences, as well as peer comparison.
- Method of payment : FPHT shall make a payment for the newly issued shares by way of funds transfer to the Company's designated account in accordance with the conditions in the Share Subscription Agreement.

5. Details of connected person and relationship

FPHT has experience in real estate development and has a strong ability to provide capital which will allow the Company to benefit from the business partnership. FCL, the parent company of FPHT, is a leader in ASEAN in the real estate business and has experience and expertise in development and management of integrated real estate projects, including industrial property, in a number of continents.

Please refer to "Details of FPHT" in the Capital Increase Report Form (Form 53-4) (Enclosure 2 of the Notice of the Extraordinary General Meeting of the Shareholders No. 1/2016) for further detail.

Currently, FPHT has no relationship with the Company, neither (i) directors and executives, (ii) persons with power of control, (iii) major shareholders of the Company, nor the company having (i), (ii) or (iii) as a major shareholder or person with the power of control.

However, after the subscription of the newly issued shares, FPHT will become a major shareholder, with the shareholding of approximately 40 percent of the total voting rights of the Company. FPHT will also be entitled to nominate three directors in the Company, and the representative of FPHT will be nominated as the management or controlling person of the Company, provided that an approval from the Board of Directors of the Company is obtained. Therefore, FPHT is considered a connected person of the Company.

6. Characteristics and scope of interest of the connected person

FPHT will be entitled to nominate three directors in the Company, and the representative of FPHT will be nominated as the management or controlling person of the Company, provided that an approval from the Board of Directors of the Company is obtained. It is expected that the three directors will consist of (1) Mr. Panote Sirivadhanabhakdi (2) Mr. Chotiphat Bijananda and (3) Mr. Uten Lohachitpitaks.

7. Directors who have interest and/or directors who are connected persons

As FPHT is currently not a shareholder of the Company and has not nominated any directors in the Company, there are no directors of the Company having interest in this transaction.

8. Opinion of the Board of Directors on the entering into the connected transaction

The Company's Board of Directors was of the opinion that the offering and allotment of the newly issued shares to FPHT, a connected party, at the offering price of Baht 18 per share, is fair and on an arm's length basis.

Furthermore, the Board of Directors also had an opinion that this connected transaction will not only benefit the Company in terms of financial flexibility, but also for the Company's business expansion in the future. This is due to the fact that FPHT has experience in real estate development and ability to provide capital to the Company. In addition, FCL, the parent company of FPHT, is a global full service real estate company and is one of the leading real estate companies in Singapore. There are three main businesses in which FCL operates, namely business in Singapore, business in Australia and business in relation to service apartment, hotel, residence, office building, shopping mall, and industrial real estate throughout 80 cities in North Asia, Southeast Asia, Australia, Europe, and the Middle-East. FCL also has international business which focuses on investment in the group's investments in China, Southeast Asia and the United Kingdom. Moreover, FCL is a company whose securities are listed on the Main Board of the Singapore Exchange Securities Trading Limited. FCL is also a sponsor and its subsidiaries are the managers of four REITs listed on the Singapore Exchange Securities Trading Limited.

Therefore, considering the rationale as mentioned above, the Board of Directors was of the opinion that the offering and allotment of the newly issued shares to FPHT, the connected person, under the private placement scheme is appropriate and reasonable, and will benefit the Company and its shareholders.

9. Opinion of the Audit Committee and/or directors of the Company which is different from that of the Board of Directors under clause 8.

The Audit Committee has considered this connected transaction in the Audit Committee's Meeting No. 4/2016 held on October 7, 2016, and has no different opinion from that of the Board of Directors.

10. Information of the Company

10.1 Information of the Company and summary of business operations

The Company was founded by City Realty group and H&Q Asia Pacific group and commenced developing ready-built factories for rent in 1990. The Company has been listed on the SET since 2002. Then, H&Q Asia Pacific group - a major shareholder - sold its whole stake in the Company to Rojana Industrial Park Public Company Limited. In 2005, the Company expanded its business to developing logistics warehouses for rent and established TICON Logistics Park Company Limited ("TPARK") to operate the new business. Also, the Company has sold some of its properties to the property funds to fund its business expansion. The Company's major businesses, therefore, are factory and warehouse leasing and sales of properties to property funds. In addition, the Company has participated in establishing a Real Estate Investment Trust (Trust) and sold its properties to the Trust, and it established TICON Management Company Limited for purposes of being the REIT manager. Moreover, the Company and TPARK have been property managers for the property

funds and the Trust which have purchased and/or leased properties from the Company and TPARK. The Company has also invested in these property funds and Trust. In addition, TPARK has invested in a joint-venture to produce electricity for sale from solar energy. The Company also expanded its business in foreign countries with its business partners to develop factories and warehouses for rent in Indonesia through its subsidiary established in Hong Kong.

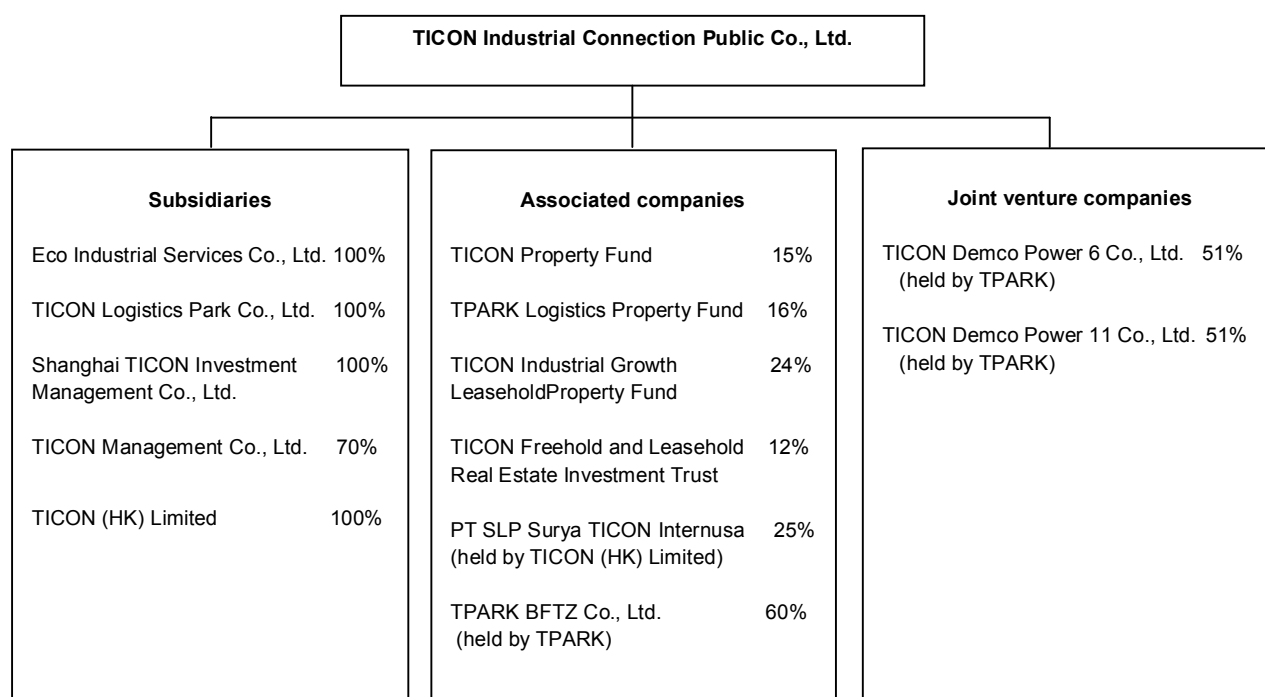
Business overview

The Company's business is to develop factories and logistics warehouses for rent in industrial estates, industrial parks, industrial zones, industrial promotion zones and other strategic locations in Thailand. The factories and warehouses are located in 18 locations and 33 locations, respectively.

The factories and warehouses developed by TICON group are of a standard design, albeit modified to suit the customers' requirements. The Company offers warehouses on a built-to-suit basis, in addition to the ready-built buildings. Also, a sales and leaseback option is offered.

As at September 30, 2016, the Company had 74 factories contracted with an area of 196,505 square meters, 66 factories available for lease with an area of 179,975 square meters, and 172 factories under development pipeline with an area of 427,400 square meters. The total was 312 factories with an area of 803,880 square meters. Moreover, the Company had 93 warehouses contracted with an area of 459,364 square meters, 83 warehouses available for lease with an area of 202,599 square meters, and 200 warehouses under development pipeline with an area of 2,168,811 square meters. The total was 376 warehouses with an area of 2,830,774 square meters.

Group structure



The Company has 5 subsidiaries comprising: (1) Eco Industrial Services Company Limited ("EISCO") (2) TICON Logistics Park Company Limited ("TPARK") (3) Shanghai TICON Investment

Management Company Limited (4) TICON Management Company Limited (“TMAN”) and (5) TICON (HK) Limited. EISCO was established to develop a phase of ready-built factory buildings whereas logistics warehouses for rent have been developed by TPARK. Shanghai TICON Investment Management Company Limited which was registered in China was established to explore business in relation to investment in real estates in China and TMAN was established for the purpose of being a REIT manager. TICON (HK) Limited was established for purposes of investment in foreign countries.

Presently, TPARK invests in 2 joint-venture companies – TICON Demco Power 6 Company Limited and TICON Demco Power 11 Company Limited - producing electricity for sale from solar energy.

The Company has also invested in associated companies i.e. TICON Property Fund (“TFUND”), TPARK Logistics Property Fund (“TLOGIS”), TICON Industrial Growth Leasehold Property Fund (“TGROWTH”), TICON Freehold and Leasehold Real Estate Investment Trust (“TREIT”), PT SLP Surya TICON Internusa and TPARK BFTZ Company Limited.

10.2 List of executives and the first 10 shareholders

As of November 11, 2016, the Company’s Board of Directors is as follows:

| Name | Position |
|---------------------------|--|
| Mr. Chali Sophonpanich | Chairman of the Board |
| Mr. Virapan Pulges | Director and Managing Director |
| Mr. Jirapongs Vinichbutr | Director |
| Mr. Chai Vinichbutr | Director |
| Mr. Nate Charanvas | Director |
| Mr. David Desmond Tarrant | Independent Director and Chairman of the Audit Committee |
| Mr. Chatchaval Jiaravanon | Independent Director and Audit Committee’s member |
| Mr. ThreekwanBunnag | Independent Director and Audit Committee’s member |

As of November 11, 2016, the Company’s management team is as follows:

| Name | Position |
|------------------------------|---|
| Mr. Virapan Pulges | Managing Director |
| Dr. Somsak Chaiyaporn | General Manager |
| Miss Lalitphant Phiriyaphant | Chief Financial Officer and Company Secretary |
| Mr. Samart Rasmeeojwong | Chief Investor Relation |

| Name | Position |
|------------------------------|--|
| Mr. Kris Weerakul | Deputy General Manager and International Business Development |
| Mr. Somsak Ratanavirakul | Head of Marketing 1 |
| Mrs. Yuko Hoshi | Head of Marketing 2 |
| Miss Siriporn Sombatwatthana | Head of Administration |
| Mr. Paroot Boondarig | Head of Project Development |
| Miss Waranya Intarapirot | Head of Purchasing |
| Mr. Sittisak Thareerat | Head of Legal |
| Miss Rungtip Piyayodilokchai | Head of Accounting |
| Mr. Apinut Mekloi | Head of Information Technology |
| Miss Primopa Natchajaruwit | Head of Property Management |

The Company's list of 10 Major Shareholders as of October 26, 2016 (the closing date of the Share Register Book of the Company)

| Shareholders | No. of shares | % |
|---|----------------------|----------|
| 1.Rojana Industrial Park Public Company Limited | 478,699,619 | 43.55 |
| 2. Mr. Jatupol Kriengchaikitkul | 46,249,100 | 4.21 |
| 3.Mrs. Suchada Leeswadtrakul | 45,848,770 | 4.17 |
| 4.Mrs. Saowanee Pataravanichanon | 40,311,700 | 3.67 |
| 5.City Villa Company Limited | 38,568,150 | 3.51 |
| 6.Thai N.V.D.R. Limited | 37,106,943 | 3.37 |
| 7.Nortrust Nominees Limited | 33,004,532 | 3.00 |
| 8.Mr. Chali Sophonpanich | 24,773,910 | 2.25 |
| 9.Sathorn City Tower Property Fund | 19,503,194 | 1.77 |
| 10.East Fourteen Limited Group | 17,886,088 | 1.62 |

10.3 Connected transactions during the past year and the present year until the latest quarter

Details of Connected Transactions

1. Transactions with Rojana Industrial Park Public Company Limited

The Company has acquired plots of land for factory/warehouse development from Rojana Industrial Park Public Company Limited (“ROJNA”) for many years. ROJNA is a major shareholder of the Company. Two of its directors, Mr. Jirapongs Vinichbutr and Mr. Chai Vinichbutr, are directors of the Company.

In 2015 and during the first 9 months of 2016, the Company had no acquisition of land plot from ROJNA.

Opinion of the Audit Committee

The Audit Committee has considered the transactions mentioned above by taking into consideration the information on the land in the surrounding areas. The Committee was of the view that such transactions were necessary, reasonable and determined at market price, with terms and conditions as practiced in the market.

2. Transactions with Asia Industrial Estate Company Limited

The Company has acquired plots of land from Asia Industrial Estate Company Limited (“AIE”). Mr. Chali Sophonpanich is a director of AIE and the Company.

In 2015 and during the first 9 months of 2016, the Company had no acquisition of land plot from AIE.

Opinion of the Audit Committee

The Audit Committee has considered the transactions mentioned above by taking into consideration the information of the land in the surrounding areas. The Committee was of the view that such transactions were necessary, reasonable and determined at market price, with terms and conditions as practiced in the market.

3. Transactions with Sathorn City Tower Property Fund

The Company has leased office space from Sathorn City Tower Property Fund (“the Fund”). A major shareholder of the Fund relates to a shareholder and a director of the Company, details of which are as follows;

1. City Realty Group, a major shareholder of the Fund, held a 7.04 percent directly and indirectly in the Company, as of October 26, 2016.
2. Mr. Chali Sophonpanich is a shareholder and an authorized director of the Company as well as of the associated companies in the City Realty Group.

In 2015 and during the first 9 months of 2016, the Company leased office space from the Fund, with the rental fee totaling Baht 15.92 million and Baht 14.01 million, respectively.

As at September 30, 2016, the Company has no accrued expense on this fee.

Opinion of the Audit Committee

The Audit Committee has considered the transactions mentioned above by taking into consideration office information in the surrounding areas. The Audit Committee was of the view that such transactions are reasonable and determined at market price with similar services and conditions as other lessees.

4. Transactions with Bangkok Bank Public Company Limited

The Company has used financial services provided by Bangkok Bank Public Company Limited (“BBL”). A major shareholder of BBL is the Sophonpanich family which relates to Mr. Chali Sophonpanich, a shareholder and a director of the Company.

At the end of 2015 and September 30, 2016, the Company had outstanding balance of the financial transactions with BBL as follows:

| Transactions | Interest rate/fee (% per annum) | Amount (Million Baht) | |
|---------------------|------------------------------------|-----------------------|--------------------------------|
| | | End of 2015 | As of September 30, 2016 |
| Long-term loan | MLR minus a certain rate | 748.38 | 855.37 |
| Letter of Guarantee | as announced by the bank | 197.22 | 197.22 |
| Fixed deposit | as announced by the bank | 57.19 | - |
| Saving deposit | as announced by the bank | 96.38 | 99.29 |

As of September 30, 2016, the Company had Baht 0.09 million of accrued interest expenses. However, these had already been settled in October 2016.

Opinion of the Audit Committee

The Audit Committee has considered the transactions as mentioned and was of the opinion that such transactions were reasonable and determined at market price with proper terms and conditions as practiced in the market.

5. Transactions with Asia Plus Securities Company Limited

The Company has traded units of TFUND, TLOGIS, TGROWTH and TREIT via Asia Plus Securities Company Limited (“ASP”). Mr. Chali Sophonpanich is a director of ASP as well as an authorized director of the Company.

In 2015 and during the first 9 months of 2016, the Company paid brokerage fee to ASP amounting to Baht 0.08 million and Baht 0.02 million, respectively.

Opinion of the Audit Committee

The Audit Committee has considered the transactions mentioned above and was of the opinion that such transactions were necessary and determined at market price with conditions as practiced in the market.

The Company’s Board of Directors’ Meeting No. 4/2008, held on August 13, 2008, has authorized the management to make a decision on any related transactions with general trading conditions.

Necessity and reasonableness of the transactions

The related transactions mentioned above were necessary for the most benefit to the Company. They were carried out at fair and reasonable price, as stated in the opinion of the Audit Committee.

10.4 Summarization of financial statements and the management discussion and analysis over the past 3 years and the present year to present quarter

Financial statements

TICON Industrial Connection Public Company Limited and its subsidiaries Statements of financial position

(Unit: Baht)

| | Consolidated financial statements | | | | | | | |
|---|-----------------------------------|---------------|-----------------------|---------------|-----------------------|---------------|-----------------------------|---------------|
| | Audited as at 31 December | | | | | | Reviewed as at 30 September | |
| | 2013 | | 2014 | | 2015 | | 2016 | |
| | Amount | % | Amount | % | Amount | % | Amount | % |
| Assets | | | | | | | | |
| Current Assets | | | | | | | | |
| Cash and cash equivalents | 347,864,631 | 1.32 | 202,079,981 | 0.65 | 1,133,889,840 | 3.13 | 176,223,000 | 0.49 |
| Current investments | 420,658,704 | 1.59 | 257,684,596 | 0.83 | 22,183,200 | 0.06 | 22,382,000 | 0.06 |
| Trade and other receivables | 90,671,676 | 0.34 | 87,093,174 | 0.28 | 94,959,070 | 0.26 | 149,559,000 | 0.42 |
| Advances for construction | - | - | 170,400,699 | 0.54 | 73,932,586 | 0.20 | 31,575,000 | 0.09 |
| Other current assets | 185,704,039 | 0.70 | 142,859,537 | 0.46 | 223,656,949 | 0.62 | 251,728,000 | 0.71 |
| Total current assets | 1,044,899,050 | 3.95 | 860,117,987 | 2.76 | 1,548,621,645 | 4.27 | 631,467,000 | 1.77 |
| Non-current assets held-for-sale | 2,683,965,029 | 10.15 | - | - | - | - | - | - |
| Non-current assets | | | | | | | | |
| Pledged deposits at financial institution | 240,000 | 0.00 | 70,622,500 | 0.23 | 57,430,970 | 0.16 | 240,000 | 0.00 |
| Unbilled operating leases receivables | 30,268,027 | 0.11 | 49,649,272 | 0.16 | 80,315,732 | 0.22 | 111,667,000 | 0.31 |
| Investments in joint ventures | - | - | 4,204,581 | 0.01 | 4,068,278 | 0.01 | 4,482,000 | 0.01 |
| Investments in associates | 3,242,406,082 | 12.26 | 3,316,426,735 | 10.62 | 3,574,453,894 | 9.85 | 2,940,386,000 | 8.25 |
| Investment in related company | 256,500 | 0.00 | 256,500 | 0.00 | 256,500 | 0.00 | 256,000 | 0.00 |
| Investment properties under development and available for rent/sale | 13,726,597,884 | 51.89 | 17,179,746,392 | 55.04 | 20,305,645,310 | 55.95 | 17,945,975,000 | 50.34 |
| Investment properties for rent | 3,534,653,294 | 13.36 | 6,734,568,197 | 21.58 | 9,769,269,931 | 26.92 | 12,913,036,000 | 36.23 |
| Property, plant and equipment | 1,094,903,173 | 4.14 | 1,593,453,385 | 5.11 | 183,226,195 | 0.50 | 379,977,000 | 1.07 |
| Computer program | 5,388,657 | 0.02 | 5,175,770 | 0.02 | 3,759,395 | 0.01 | 3,727,000 | 0.01 |
| Deferred tax assets | 108,755,499 | 0.41 | 90,974,343 | 0.29 | 28,296,844 | 0.08 | - | - |
| Deposits for purchase of property | 610,794,845 | 2.31 | 461,741,775 | 1.48 | - | - | - | - |
| Prepaid rental expenses | 348,935,359 | 1.32 | 758,269,438 | 2.43 | 714,983,875 | 1.97 | 691,890,000 | 1.94 |
| Other non-current assets | 19,325,718 | 0.07 | 83,914,681 | 0.27 | 23,430,829 | 0.06 | 23,396,000 | 0.07 |
| Total non-current assets | 22,722,525,038 | 85.90 | 30,349,003,569 | 97.24 | 34,745,137,753 | 95.73 | 35,015,032,000 | 98.23 |
| Total assets | 26,451,389,117 | 100.00 | 31,209,121,556 | 100.00 | 36,293,759,398 | 100.00 | 35,646,499,000 | 100.00 |
| Liabilities and shareholders' equity | | | | | | | | |
| Current liabilities | | | | | | | | |
| Short-term loans | 2,108,000,000 | 7.97 | 660,000,000 | 2.11 | 2,040,000,000 | 5.62 | 1,520,000,000 | 4.26 |
| Trade and other payables | 765,622,145 | 2.89 | 660,753,670 | 2.12 | 606,336,905 | 1.67 | 393,296,000 | 1.10 |
| Current portion of liabilities under financial lease agreements | - | - | 685,676 | 0.00 | 1,149,769 | 0.00 | 1,497,000 | 0.00 |
| Current portion of long-term loans from related party | - | - | - | - | 71,600,000 | 0.20 | 143,200,000 | 0.40 |
| Current portion of long-term loans | 45,000,000 | 0.17 | 55,000,000 | 0.18 | 304,899,175 | 0.84 | 297,324,000 | 0.83 |
| Current portion of debentures | 1,080,000,000 | 4.08 | 2,170,000,000 | 6.95 | 3,250,000,000 | 8.96 | 5,220,000,000 | 14.64 |
| Income tax payable | 2,224,369 | 0.01 | 83,498,409 | 0.27 | 684,258 | 0.00 | 751,000 | 0.00 |
| Short-term provisions | - | - | 39,406,040 | 0.13 | 76,327,864 | 0.21 | 15,025,000 | 0.04 |
| Other current liabilities | 62,517,447 | 0.24 | 139,188,168 | 0.45 | 134,226,163 | 0.37 | 126,874,000 | 0.36 |
| Total current liabilities | 4,063,363,961 | 15.36 | 3,808,531,963 | 12.21 | 6,485,224,134 | 17.87 | 7,717,967,000 | 21.65 |
| Liabilities related directly to non-current assets held-for-sale | 112,742,000 | 0.43 | - | - | - | - | - | - |
| Non-current liabilities | | | | | | | | |
| Liabilities under financial lease agreements | - | - | 2,531,583 | 0.01 | 2,910,640 | 0.01 | 2,470,000 | 0.01 |
| Long-term loans from related party | 707,300,000 | 2.68 | 748,380,000 | 2.40 | 676,780,000 | 1.86 | 712,166,000 | 2.00 |
| Long-term loans | 1,208,866,487 | 4.57 | 952,383,116 | 3.05 | 721,980,935 | 1.99 | 711,762,000 | 2.00 |
| Debentures | 10,530,000,000 | 39.81 | 12,640,000,000 | 40.49 | 14,940,000,000 | 41.16 | 13,320,000,000 | 37.37 |
| Provision for long-term employee benefits | 25,344,785 | 0.10 | 28,404,540 | 0.09 | 32,204,791 | 0.09 | 41,116,000 | 0.12 |

TICON Industrial Connection Public Company Limited and its subsidiaries
Statements of financial position (Continued)

(Unit : Baht)

| | Consolidated financial statements | | | | | | | |
|--|-----------------------------------|---------------|-----------------------|---------------|-----------------------|---------------|-----------------------------|---------------|
| | Audited as at 31 December | | | | | | Reviewed as at 30 September | |
| | 2013 | | 2014 | | 2015 | | 2016 | |
| | Amount | % | Amount | % | Amount | % | Amount | % |
| Non-current liabilities (Continued) | | | | | | | | |
| Long-term provisions | - | - | 93,785,312 | 0.30 | 59,690,523 | 0.17 | 6,094,000 | 0.02 |
| Deferred tax liabilities | - | - | - | - | - | - | 55,887,000 | 0.16 |
| Customer deposits | 193,261,702 | 0.73 | 283,718,574 | 0.91 | 302,984,207 | 0.83 | 337,540,000 | 0.95 |
| Unearned land rental income | 922,750,806 | 3.49 | 1,185,761,781 | 3.80 | 1,382,486,942 | 3.81 | 1,331,362,000 | 3.73 |
| Total non-current liabilities | 13,587,523,780 | 51.37 | 15,934,964,906 | 51.05 | 18,119,038,038 | 49.92 | 16,518,397,000 | 46.34 |
| Total liabilities | 17,763,629,741 | 67.16 | 19,743,496,869 | 63.26 | 24,604,262,172 | 67.79 | 24,236,364,000 | 67.99 |
| Shareholders' equity | | | | | | | | |
| Share capital | | | | | | | | |
| Resisted capital | | | | | | | | |
| - 1,115,941,811 ordinary shares of Baht 1 each (2015: 1,115,941,811 ordinary shares of Baht 1 each) (2014: 1,115,941,811 ordinary shares of Baht 1 each) (2013: 1,263,740,168 ordinary shares of Baht 1 each) | 1,263,740,168 | 4.78 | 1,115,941,811 | 3.58 | 1,115,941,811 | 3.07 | 1,115,942,000 | 3.13 |
| Issued and paid up capital | | | | | | | | |
| - 1,099,142,375 ordinary shares of Baht 1 each (2015: 1,099,142,375 ordinary shares of Baht 1 each) (2014: 1,099,142,375 ordinary shares of Baht 1 each) (2013: 912,376,439 ordinary shares of Baht 1 each) | 912,376,439 | 3.45 | 1,099,142,375 | 3.52 | 1,099,142,375 | 3.03 | 1,099,142,000 | 3.08 |
| Premium on ordinary shares | 4,669,471,944 | 17.65 | 7,343,380,077 | 23.53 | 7,343,380,077 | 20.23 | 7,343,380,000 | 20.60 |
| Retained earnings | | | | | | | | |
| - Appropriated - statutory reserve | 126,374,017 | 0.48 | 126,374,017 | 0.41 | 126,374,017 | 0.35 | 126,374,000 | 0.35 |
| - Unappropriated | 2,983,901,837 | 11.28 | 2,831,850,724 | 9.08 | 3,052,854,276 | 8.41 | 2,767,868,000 | 7.76 |
| Other components of shareholders' equity | (4,364,869) | (0.02) | 63,613,940 | 0.20 | 65,265,091 | 0.18 | 68,489,000 | 0.19 |
| Equity attributable to owners of the Company | 8,687,759,368 | 32.84 | 11,464,361,133 | 36.74 | 11,687,015,836 | 32.20 | 11,405,253,000 | 32.00 |
| Non-controlling interests of the subsidiaries | 8 | - | 1,263,554 | 0.00 | 2,481,390 | 0.01 | 4,882,000 | 0.01 |
| Total shareholders' equity | 8,687,759,376 | 32.84 | 11,465,624,687 | 36.74 | 11,689,497,226 | 32.21 | 11,410,135,000 | 32.01 |
| Total liabilities and shareholders' equity | 26,451,389,117 | 100.00 | 31,209,121,556 | 100.00 | 36,293,759,398 | 100.00 | 35,646,499,000 | 100.00 |

TICON Industrial Connection Public Company Limited and its subsidiaries
Income statements

(Unit: Baht)

| | Consolidated financial statements | | | | | | | |
|--|--|---------------|----------------------|---------------|----------------------|---------------|--|---------------|
| | Audited for the year ended 31 December | | | | | | Reviewed for the Nine-month period ended | |
| | 2013 | | 2014 | | 2015 | | 30 September 2016 | |
| | Amount | % | Amount | % | Amount | % | Amount | % |
| Revenues | | | | | | | | |
| Rental and related service income | 1,109,690,372 | 17.59 | 966,056,776 | 16.50 | 1,048,547,425 | 21.60 | 838,129,000 | 66.34 |
| Revenues from construction services | 56,450,230 | 0.90 | 54,158,944 | 0.92 | 30,157,752 | 0.62 | 36,869,000 | 2.92 |
| Sale of properties to other parties | - | - | 101,179,000 | 1.73 | 308,267,100 | 6.35 | 63,067,000 | 5.00 |
| Sale of properties to associates | 4,663,038,146 | 73.90 | 4,460,096,648 | 76.16 | 3,037,338,766 | 62.58 | - | - |
| Utility income | 25,987,752 | 0.41 | 37,951,787 | 0.65 | 35,624,500 | 0.73 | 19,141,000 | 1.52 |
| Management fee income from associates | 152,590,550 | 2.42 | 165,340,654 | 2.82 | 204,123,010 | 4.21 | 151,078,000 | 11.96 |
| Interest income | 7,153,132 | 0.11 | 8,248,646 | 0.14 | 6,521,222 | 0.13 | 4,983,000 | 0.39 |
| Gain on sales of investment in associates | - | - | - | - | - | - | 103,623,000 | 8.20 |
| Insurance claim | 69,653,654 | 1.10 | 2,428,421 | 0.04 | - | - | - | - |
| Other income | 225,449,458 | 3.57 | 60,996,489 | 1.04 | 183,350,353 | 3.78 | 46,420,000 | 3.67 |
| Total revenues | 6,310,013,294 | 100.00 | 5,856,457,365 | 100.00 | 4,853,930,128 | 100.00 | 1,263,310,000 | 100.00 |
| Costs and expenses | | | | | | | | |
| Cost of rental and related services | 261,519,013 | 4.14 | 243,451,489 | 4.16 | 306,394,792 | 6.31 | 223,691,000 | 17.71 |
| Cost of construction services | 40,680,629 | 0.65 | 46,922,933 | 0.80 | 22,955,582 | 0.47 | 29,023,000 | 2.30 |
| Cost of sales of properties to other parties | - | - | 38,467,579 | 0.66 | 200,077,298 | 4.12 | 46,503,000 | 3.68 |
| Cost of sales of properties to associates | 2,886,282,933 | 45.74 | 3,153,671,156 | 53.85 | 2,201,338,560 | 45.35 | - | - |
| Cost of utilities | 24,375,726 | 0.39 | 34,495,282 | 0.59 | 29,089,888 | 0.60 | 16,230,000 | 1.28 |
| Reversal of provision related to sales of properties | - | - | 117,963,265 | 2.01 | 33,316,822 | 0.69 | (50,426,000) | 3.99 |
| Selling expenses | 159,411,491 | 2.53 | 68,110,148 | 1.16 | 36,437,352 | 0.75 | 19,428,000 | 1.54 |
| Administrative expenses | 381,802,386 | 6.05 | 445,599,126 | 7.61 | 435,853,810 | 8.98 | 344,413,000 | 27.26 |
| Depreciation | 174,382,134 | 2.76 | 255,745,555 | 4.37 | 284,594,909 | 5.87 | 141,258,000 | 11.18 |
| Other expenses | 9,649,755 | 0.15 | 4,012,381 | 0.07 | 9,693,406 | 0.20 | 17,312,000 | 1.37 |
| Total costs and expenses | 3,938,104,067 | 62.41 | 4,408,438,914 | 75.27 | 3,559,752,419 | 73.34 | 787,432,000 | 62.33 |
| Profit before share of profit (loss) from investments in associates and joint ventures, realised additional gain on sales of properties to associates, deferred gains on sales of properties to associates, finance cost and income tax expenses | 2,371,909,227 | 37.59 | 1,448,018,451 | 24.72 | 1,294,177,709 | 26.66 | 475,878,000 | 37.67 |
| Share of profit from investments in associates | 216,570,828 | 3.43 | 267,126,079 | 4.56 | 248,467,200 | 5.12 | 196,321,000 | 15.54 |
| Share of loss from investments in joint ventures | - | - | (385,419) | (0.01) | (136,303) | (0.00) | 413,000 | 0.03 |
| Realised additional gain on sales of properties to associates | 154,452,915 | 2.45 | 41,367,476 | 0.71 | 246,687,892 | 5.08 | 294,952,000 | 23.35 |
| Deferred gain on sales of properties to associate | (505,069,153) | (8.01) | (213,420,009) | (3.64) | (166,262,378) | (3.43) | - | - |
| Profit before finance cost and income tax expenses | 2,237,863,817 | 35.46 | 1,542,706,578 | 26.34 | 1,622,934,120 | 33.43 | 967,564,000 | 76.59 |
| Finance cost | (546,426,733) | (8.66) | (642,612,985) | (10.97) | (762,212,682) | (15.70) | (608,998,000) | (48.21) |
| Profit before income tax expenses | 1,691,437,084 | 26.80 | 900,093,593 | 15.37 | 860,721,438 | 17.73 | 358,566,000 | 28.38 |
| Income tax expenses | (277,202,089) | (4.39) | (138,523,135) | (2.37) | (89,762,276) | (1.85) | (88,542,000) | (7.01) |
| Profit for the year / period | 1,414,234,995 | 22.41 | 761,570,458 | 13.00 | 770,959,162 | 15.88 | 270,024,000 | 21.37 |
| Equity holders of the Company | 1,414,234,953 | 22.41 | 761,735,050 | 13.01 | 769,741,292 | 15.86 | 267,623,000 | 21.18 |
| Non-controlling interests of the subsidiaries | 42 | - | (164,592) | (0.01) | 1,217,870 | 0.02 | 2,401,000 | 0.19 |
| Basic earnings per share (Baht) | | 1.56 | | 0.76 | | 0.70 | | 0.24 |
| Diluted earning per share (Baht) | | 1.54 | | 0.76 | | 0.70 | | 0.24 |

TICON Industrial Connection Public Company Limited and its subsidiaries
Statement of comprehensive income

(Unit : Baht)

| | Consolidated financial statements | | | | | | | |
|---|--|---------------|--------------------|---------------|--------------------|---------------|---|---------------|
| | Audited for the year ended 31 December | | | | | | Reviewed for the Nine-month period ended 30 September 2016 | |
| | 2013 | | 2014 | | 2015 | | Amount | % |
| | Amount | % | Amount | % | Amount | % | | |
| Profit for the year / period | 1,414,234,995 | 98.63 | 761,570,458 | 100.08 | 770,959,162 | 99.68 | 21,919,000 | 107.69 |
| Other comprehensive income : | | | | | | | | |
| Exchange differences on translation of financial statements in foreign currency | 20,045,191 | 1.40 | (592,999) | (0.08) | 1,651,151 | 0.21 | (1,565,000) | (7.69) |
| Actuarial Gain/ (Loss) | (451,634) | (0.03) | - | - | 1,000,559 | 0.13 | - | - |
| Less: Income Tax effect | - | - | - | - | (200,112) | (0.02) | - | - |
| Other comprehensive income for the year / period | 19,593,557 | 1.37 | (592,999) | (0.08) | 2,451,598 | 0.32 | (1,565,000) | (7.69) |
| Total comprehensive income for the year / period | 1,433,828,552 | 100.00 | 760,977,459 | 100.00 | 773,410,760 | 100.00 | 20,354,000 | 100.00 |
| Total comprehensive income attributable to : | | | | | | | | |
| Equity holders of the Company | 1,433,828,510 | 100.00 | 761,142,051 | 100.02 | 772,192,890 | 99.84 | 19,796,000 | 97.26 |
| Non-controlling interests of the subsidiaries | 42 | - | (164,592) | (0.02) | 1,217,870 | 0.16 | 558,000 | 2.74 |
| | 1,433,828,552 | 100.00 | 760,977,459 | 100.00 | 773,410,760 | 100.00 | 20,354,000 | 100.00 |
| | | | | | | | | |

TICON Industrial Connection Public Company Limited and its subsidiaries
Cash flow statement

(Unit : Baht)

| | Consolidated financial statements | | | |
|---|--|----------------------|----------------------|--|
| | Audited for the year ended 31 December | | | Reviewed for the period ended 30 September |
| | 2013 | 2014 | 2015 | 2016 |
| | Amount | Amount | Amount | Amount |
| Cash flows from operating activities | | | | |
| Net Profit | 1,414,234,953 | 761,735,050 | 769,741,292 | 267,623,000 |
| Add: Profit attributable to Non-controlling interests of the subsidiaries | 42 | (164,592) | 1,217,870 | 2,401,000 |
| Interest expense | 537,221,635 | 634,410,604 | 751,327,944 | 604,443,000 |
| Income tax expenses | 277,202,089 | 138,523,135 | 89,762,276 | 88,542,000 |
| Profit from operating activities before non-controlling interests of the subsidiaries, Interest expense and Income tax expenses | 2,228,658,719 | 1,534,504,197 | 1,612,049,382 | 963,009,000 |
| Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities: | | | | |
| (Gain) loss on sales/write-off of asset | 6,212,627 | (299,240) | 8,767,850 | (1,116,000) |
| Depreciation and amortisation | 376,495,056 | 432,867,339 | 522,574,498 | 312,346,000 |
| Realised additional gain on sales of properties to associates | (154,452,915) | (41,367,476) | (246,687,892) | (294,952,000) |
| Deferred gains on sales of properties to associates | 505,069,153 | 213,420,009 | 166,262,378 | - |
| Long-term employee benefit expenses (reversal) | 3,320,422 | 3,059,755 | 4,800,810 | 5,787,000 |
| Reversal of provision related to sales of properties | - | 117,963,265 | 33,316,822 | (50,426,000) |
| Interest income | (7,153,132) | (8,248,645) | (6,521,222) | (4,983,000) |
| Doubtful accounts | (663,089) | 3,954,503 | - | 14,295,000 |
| Bad debt | - | - | - | 2,811,000 |
| Gain on sales of investment in associates | (170,095,589) | (1,495,500) | (126,299,966) | (103,623,000) |
| Loss from write-off of investment in subsidiary dissolved | - | - | 5,150,496 | - |
| Translation adjustment from subsidiary dissolved | - | - | (12,722,177) | - |
| Unrealised gain on exchange | - | - | (3,385) | - |
| Cost of properties sold | 2,766,100,581 | 3,037,013,320 | 2,280,414,365 | 44,566,000 |
| Share of profit from investments in associates | (216,570,828) | (267,126,079) | (248,467,200) | (196,321,000) |
| Share of loss (profit) from investments in joint ventures | - | 385,419 | 136,303 | (413,000) |
| Profit from operating activities before changes in operating assets and liabilities | 5,336,921,005 | 5,024,630,867 | 3,992,771,062 | 690,980,000 |
| Trade and other receivables | 52,571,121 | (19,881,793) | (38,522,116) | (103,110,000) |
| Advances for construction | - | (37,446,691) | 96,468,113 | 42,358,000 |
| Other current assets | (38,578,122) | (32,440,954) | (11,501,452) | 4,180,000 |
| Prepaid rental expenses | (348,935,359) | (409,334,079) | (36,198,914) | 23,094,000 |
| Other non-current assets | (2,938,002) | (64,588,964) | (543,910) | 35,000 |
| Other payables | (28,157,268) | (6,689,258) | (28,778,732) | (7,541,000) |
| Other current liabilities | 17,951,120 | (57,412,398) | (4,962,006) | (7,352,000) |
| Provisions | - | 133,191,352 | (39,388,346) | (52,327,000) |
| Customer deposits | (61,131,279) | (22,285,128) | 19,265,633 | 34,556,000 |
| Unearned land rental income | 922,750,806 | 263,010,975 | 196,725,161 | (51,125,000) |
| Payment of long-term employee benefits | - | - | - | (711,000) |
| Cash flows from operating activities | 5,850,454,022 | 4,770,753,929 | 4,145,334,493 | 573,037,000 |
| Interest received | 7,382,413 | 8,373,193 | 6,514,367 | 5,036,000 |
| Cash paid for interest expense | (528,431,682) | (563,679,674) | (721,660,943) | (635,391,000) |
| Cash paid for income tax | (263,072,448) | (117,105,232) | (182,923,079) | (34,890,000) |
| Net cash flows from (used in) operating activities | 5,066,332,305 | 4,098,342,216 | 3,247,264,838 | (92,208,000) |

TICON Industrial Connection Public Company Limited and its subsidiaries
Cash flow statement (Continued)

(Unit : Baht)

| | Consolidated financial statements | | | |
|--|--|------------------------|------------------------|---|
| | Audited for the year ended 31 December | | | Reviewed for the period ended 30 September 2016 |
| | 2013 | 2014 | 2015 | |
| | Amount | Amount | Amount | Amount |
| Cash flows from investing activities | | | | |
| Proceeds from sales of equipment | 4,069,155 | 582,907 | 4,522,573 | - |
| Decrease (increase) in current investments | (8,540,980) | (115,525,892) | 103,001,396 | (199,000) |
| Increase in investment in associates | (1,630,933,858) | (701,749,642) | (1,136,478,852) | (33,698,000) |
| Additional investment in subsidiaries | - | (4,590,000) | - | - |
| Proceeds from sales of investments in associates | 963,106,035 | 359,867,500 | 955,472,500 | 1,013,521,000 |
| Cash received from decrease in value of trust units from Capital reduction | - | - | 15,786,399 | - |
| Cash received from subsidiary dissolved | - | 70,000,000 | 7,571,681 | - |
| Decrease (increase) in pledged deposits at financial institution | 1,777,560 | (70,382,500) | 13,191,530 | 57,191,000 |
| Cash paid for acquisition of investment properties under development and available for rent/sale | (8,210,375,777) | (7,038,526,606) | (6,924,837,057) | (1,507,441,000) |
| Cash paid for deposit for purchase of property | (1,160,221,442) | (876,368,665) | (73,914,283) | - |
| Cash paid for acquisition property, plant and equipment | (22,400,444) | (18,412,444) | (13,519,342) | (7,444,000) |
| Cash paid for acquisition of computer software | (4,930,941) | (1,790,931) | (177,849) | (1,147,000) |
| Dividend received from associates | 216,547,435 | 380,516,435 | 376,942,736 | 243,926,000 |
| Proceeds from sales of equipment | - | - | - | 1,813,000 |
| Net cash flows from (used in) investing activities | (9,851,903,257) | (8,016,379,838) | (6,672,438,568) | (233,478,000) |
| Cash flows from financing activities | | | | |
| Increase (decrease) in short-term loans | 1,362,915,703 | (1,448,000,000) | 1,380,000,000 | (520,000,000) |
| Cash receipt from long-term loans | 1,028,556,675 | 791,774,000 | 488,721,977 | 240,000,000 |
| Proceeds from issuance of debentures | 4,460,000,000 | 4,280,000,000 | 5,550,000,000 | 2,400,000,000 |
| Cash receipt from long-term loans from related party | 707,300,000 | 41,080,000 | - | 106,986,000 |
| Repayments of long-term loans | (129,350,188) | (1,038,257,371) | (469,224,983) | (257,794,000) |
| Redemptions of debentures | (2,350,000,000) | (1,080,000,000) | (2,170,000,000) | (2,050,000,000) |
| Proceeds from increase in share capital | 269,266,419 | 2,860,674,069 | - | - |
| Cash receipt from the subsidiary's increased capital | 40 | - | - | - |
| Dividend paid | (912,050,090) | (913,732,549) | (549,378,422) | (549,645,000) |
| Net cash flows (used in) from financing activities | 4,436,638,559 | 3,493,538,149 | 4,230,118,572 | (630,453,000) |
| Increase (Decrease) in translation adjustment | 16,253,912 | 214,823 | (5,634,983) | (1,528,000) |
| Net increase (decrease) in cash and cash equivalents | (332,678,481) | (424,284,650) | 799,309,859 | (957,667,000) |
| Cash and cash equivalents at beginning of period | 1,091,543,112 | 758,864,631 | 334,579,981 | 1,133,890,000 |
| Cash and cash equivalents at end of period | 758,864,631 | 334,579,981 | 1,133,889,840 | 176,223,000 |
| Supplemental cash flows information: | | | | |
| Cash paid during the period for: | | | | |
| Interest capitalised to related assets | 53,366,921 | 109,507,758 | 60,842,762 | 15,429,000 |
| Non-cash items: | | | | |
| Transfer of investment properties under development and available for rent/sale and investment property for rent to be property, plant and equipment | 2,766,100,581 | 3,037,013,320 | 2,280,414,365 | 218,904,000 |
| Deposits for purchase of property capitalised to related assets | 1,292,925,569 | 1,025,421,735 | 535,656,058 | - |
| Purchase of investment properties and property, plant and equipment for which no cash has been paid | 554,073,293 | 407,514,013 | 349,288,052 | 173,858,000 |

TICON Industrial Connection Public Company Limited and its subsidiaries

Financial ratios

| | Audited as at 31 December | | | Reviewed |
|---|---------------------------|--------|--------|-------------------|
| | 2013 | 2014 | 2015 | 30 September 2016 |
| Liquidity Ratio | | | | |
| 1. Current ratio (time) | 0.26 | 0.23 | 0.24 | 0.08 |
| 2. Quick ratio(time) | 0.21 | 0.14 | 0.19 | 0.05 |
| 3. Cash flow current ratio (time) | 1.27 | 1.04 | 0.63 | -0.02 |
| 4. Receivable turnover (time) | 18.52 | 21.04 | 23.48 | 17.63 |
| 5. Average collection period (day) | 19.43 | 17.66 | 15.33 | 20.42 |
| 6. Inventory turnover (time) | N.A. | N.A. | N.A. | N.A. |
| 7. Average selling period (day) | N.A. | N.A. | N.A. | N.A. |
| 8. Payable turnover (time) | 0.60 | 0.72 | 1.41 | 2.31 |
| 9. Repayment period (day) | 598 | 499 | 255 | 156 |
| 10. Cash Cycle (day) | N.A. | N.A. | N.A. | N.A. |
| Profitability Ratio | | | | |
| 11. Gross profit margin (%) - including sales of properties | 45.47 | 37.84 | 38.38 | 70.02 |
| - excluding sales of properties | 76.43 | 74.80 | 70.78 | 73.31 |
| 12. Operating profit margin (%) | 33.08 | 21.79 | 20.39 | 19.57 |
| 13. Other profit margin (%) | 3.42 | 1.04 | 3.58 | 2.30 |
| 14. Cash to profit margin (%) | 265.35 | 340.30 | 362.36 | -52.29 |
| 15. Net profit margin (%) | 22.41 | 13.06 | 15.86 | 21.18 |
| 16. Return on equity (%) | 17.05 | 7.59 | 6.65 | 3.12 |
| Efficiency Ratio | | | | |
| 17. Return on assets (%) | 6.12 | 2.65 | 2.28 | 1.00 |
| 18. Return on fixed assets (%) | 10.06 | 5.15 | 4.63 | 2.53 |
| 19. Assets turnover (time) | 0.27 | 0.20 | 0.14 | 0.05 |
| Financial Policy Ratio | | | | |
| 20. Debt to Equity ratio (time) | 2.04 | 1.72 | 2.10 | 2.12 |
| 21. Interest-bearing debt to Equity ratio (time) | 1.80 | 1.50 | 1.88 | 1.92 |
| 22. Interest Coverage ratio(time) | 5.02 | 2.74 | 2.35 | 1.58 |
| 23. Debt service coverage ratio(cash basis) (time) | 1.43 | 1.30 | 1.02 | 0.16 |
| 24. Dividend payout ratio (%) | 64.61 | 72.15 | 71.39 | N.A. |

Remark Gross profit margin, operating profit margin and cash to profit margin are calculated on the Company's major revenues, i.e., rental and service income, and sales of properties to other parties and associates.

* Calculated by adjusting nine-month figures to be yearly basis, for comparing with ratios calculated on a yearly basis.

** Interest-bearing debt to Equity ratios per Terms and Conditions on Rights and Duties of the Issuer and Debentures holders

Management discussion and analysis

Operating results

Revenues

The Company is engaged in industrial real estate development business, comprising the development of factories and warehouses, mainly for rent and occasionally for sale. Over the past three years and during the first 9 months of 2016, rental and related service income, as compared with total revenues, was approximately 17.6 percent, 16.5 percent, 21.6 percent and 63.7 percent, respectively. However, income from sales of factories/warehouses to TFUND/TLOGIS/TGROWTH/TREIT was the major portion of total revenues for the past three years, representing 73.9 percent, 76.2 percent and 62.6 percent, respectively. The proceeds from sales of factories/warehouses to the funds will be used for the Company's business expansion in each year.

The Company's major incomes are as follows:

1. Rental and related service income

Over the past three years and during the first 9 months of 2016, rental and services income was Baht 1,109.7 million, Baht 966.1 million, Baht 1,048.5 million and Baht 838.1 million, respectively. Cost of rental and services for such periods was Baht 261.5 million, Baht 243.5 million, Baht 306.4 million and Baht 223.7 million, respectively. Gross profit margin from rental and services income was 76.4 percent, 74.8 percent, 70.8 percent and 73.3 percent, respectively.

2013 rental and services income increased although the increase rate was less than the previous year, due to the less-than-expected demand for factories. However, the demand for warehouses increased substantially, following the expansion of the general logistics sector and the retail sector. In 2013, the Company's net new leasing increased by 240,932 square meters in total.

2014 rental and services income declined because the Company had sold a number of properties to TGROWTH in Q4/2013 and some in Q1/2014. Furthermore, demand for rental factories contracted while demand for rental warehouses still increased but at a slower pace which was caused both by the decelerated economy and the cost reduction in real sector.

2015 rental and services income increased since demand for leased warehouses continued to grow from the previous year, particularly demand from logistics providers. Net new lease of warehouse space also increased from 2014. Most of the newly leased warehouse space in 2015 came from built-to-suit warehouses.

During the first 9 months of 2016, rental and services income increased by Baht 48.9 million, representing a 6.2 percent increase as compared to the same period of last year, due to the increase in new space for rent, especially in factories for rent.

2. Income from sales of properties to property funds/REIT

Over the past three years, the Company had income from sales of properties to TFUND, TLOGIS, TGROWTH and TREIT of Baht 4,663.0 million, Baht 4,460.1 million and Baht 3,037.3 million, representing a 7.6 percent increase, 4.4 percent decrease and 31.9 percent decrease, respectively.

In 2013, the Company's sale of properties was the highest recorded. The largest proceeds from such sales were used to fund the Company's progressive business expansion in

response to considerable increase in demand for leasing. The sales of properties was comprised of sale to TFUND amounting to Baht 104.8 million in September and sold/leased factories and warehouses to TGROWTH amounting to Baht 4,558.2 million in December.

2014, the Company had less income from property sales because there was less capital requirement in 2014 than in 2013 so fewer assets were sold to the property and REIT funds. There were factories sold to TFUND and factories leased (“financial lease”) to TGROWTH in Q1/2014 totalling of Baht 498.2 million. Moreover, the Company sold factories and sold/leased warehouses to TREIT in Q4/2014. Such sales were recorded as income from sales of properties amounting of Baht 3,961.9 million.

In 2015, the Company had much less income from properties sales owing to the decline in demand for land. Capital expenditure was mainly for the development of land acquired in preceding years. The Company sold properties amounting to Baht 126.0 million to TFUND in September 2015. In December 2015, Baht 2,911.3 million was recorded as income from properties sold to TREIT.

During the first 9 months of 2016, the Company had no income from sales of properties.

Sales of properties to TFUND and TLOGIS were made on freehold basis (true sales) for both land and factory/warehouse buildings. The Company recorded the whole amount as income from sales of properties presented in the income statement. Meanwhile, sales of properties to TGROWTH and TREIT were made on freehold/leasehold basis for land, together with freehold/leasehold basis for factory/warehouse buildings. The leasehold for land was recorded as unearned land rental income presented in the statement of financial position, and will be realized as rental income throughout lease agreements. The true sales and leasehold for factory/warehouse buildings were recorded as income from sales of properties presented in the income statement, according to TAS 17 (revised 2009) which defines the long-term leasing of buildings as financial lease.

However, sales of factories/warehouses to property funds/REIT each year depend on the Company’s funding needs for its business expansion.

Expenses

The Company’s major expenses are as follows;

1. Selling and administrative expenses

Over the past three years, selling and administrative expenses were Baht 715.6 million, Baht 769.5 million and Baht 756.9 million, respectively, representing a 65.6 percent increase, 7.5 percent increase, and 1.6 percent decrease, respectively.

The major elements of selling and administrative expenses were employee related expenses and depreciation of vacant factories/warehouses or approximately 65.1 percent.

The selling and administrative expenses in 2013 increased substantially due mainly to the increase in depreciation and securities expenses of vacant factories/warehouses as well as the rise in employee related expenses following the expansion of business. In addition, there were expenses related to establishment of TGROWTH which were mostly recorded as selling expenses. It is one-time expense for setting up a new fund. However, such expenses were compensated for by adding-on to the selling price of properties and other income.

In 2014, the selling and administrative expense was Baht 769.5 million, an increase of Baht 53.9 million or 7.5 percent from the same period of last year. The increase was due mainly to

the rise in depreciation of vacant factories/warehouses, as well as the increase in employee related expenses following business expansion.

In 2015, the Company's selling and administrative expenses were Baht 756.9 million a decrease of Baht 12.6 million from the previous year. The decline was from the decrease in selling expenses most of which were advertising expenses and in 2014 the Company had more expenses relating to sales of properties to TREIT than in 2015. Moreover, the Company had lower administrative expenses in 2015 because repair and maintenance costs for available buildings had been lower.

For the first 9 months of 2016, the Company's selling and administrative expenses decreased by 72.1 Baht million or 12.5 percent from the same period of the previous year. This was partly a result of a change in accounting estimates with respect to useful lives of investment properties and buildings presented under property, plant and equipment, from 20 years to 30 years, starting from January 1, 2016. The change has led to a decrease in depreciation of the assets

2. Finance Cost

Over the past three years, finance costs were Baht 546.4 million, Baht 642.6 million, and Baht 762.2 million, respectively, representing a 33.0 percent, 17.6 percent, and 18.6 percent increase each year.

Interest expenses were the significant element of finance costs, representing 98.6 percent. The rest were expenses in relation to the provision for financing.

The finance cost during the past three years has jumped, due to the substantial increase in borrowing, corresponding to the acquisition of land and project development for the Company's factory and warehouse expansion in 2013 and 2014. However, the Company's expansion in 2015 decreased compared with the previous 2 years. Also, the Company has invested in a Joint Venture Company with its foreign partners in order to expand factories and warehouses for rent in Asian countries.

For the first 9 months of 2016, the Company's financial cost increased by Baht 52.4 million or 9.4 percent from the previous year. This was due to the increase of borrowing for developing factories/warehouses. Most of the construction is of built-to-suit warehouses which has a higher construction cost than ready-built warehouses. The Company also invested some capital with business partners overseas.

Profit

1. Gross profit margin

The Company had gross profit margin from its operations - rental and sales of factories/warehouses - over the past three years of 45.5 percent, 37.8 percent and 38.4 percent, respectively.

In 2013, the Company had slight increase in gross profit margin from operations due to the rise in rental income and rental and services rate, diminishing of repair expenses for the flood-affected properties and ceasing depreciation of the investment properties which were classified as non-current assets held-for-sale from Q2 until the completion of property selling in December.

In 2014, the Company's gross profit margin declined because gross property sales margin dropped as more warehouses than factories were sold and leased to the funds. Warehouse

sales margin was lower than factory sales margin. Further, built to suit warehouse sales margin was less than that of the ready built ones. Also, gross rental margin subsided.

In 2015, the Company's gross profit margin slightly increased because there had been profit from the sales of land bank to other parties which had high gross margin versus none in 2014. However, the gross rental margin and the property sales margin were both lower because the Company had received more rental income from warehouse lease. Warehouse rental income and warehouse sales income both have lower gross margins than those of factories owing to higher construction cost.

During the first 9 months of 2016, the gross profit margin from operations was 70.0 percent which was close to the same period of last year, since there was lower sale of properties and the sold properties were plots of undeveloped land which had a lower margin than sale of land together with buildings.

2. Net profit margin

Over the past three years, the Company's net profit calculated under the equity method, presented in consolidated financial statements, were Baht 1,414.2 million, Baht 761.7 million and Baht 769.7 million, respectively. Earnings per share were Baht 1.56, Baht 0.76 and Baht 0.70, respectively.

In 2013, the Company's net profit increased by Baht 117.6 million or 9.1 percent from the previous year, due to the rise in gross profit margin as mentioned above. In addition, the Company had more gain on sales of properties, higher management fee and increasing share of profit from TFUND/TLOGIS/TGROWTH following the TFUND/TLOGIS's improved performances. Moreover, the Company had more realized additional gain on sales of properties to TFUND/TLOGIS as well as gain on sales of investment units in TFUND/TLOGIS from decrease in the Company's stake as mentioned above. In addition, the Company benefited from the reduction of corporate income tax rate from 23 percent to 20 percent.

In 2014, the Company's net profit dropped Baht 652.5 million or decreased by 46.1 percent because it had less income from both rental and property sales business. Other income also dropped as the Company did not reduce any of its stake in TFUND/TREIT during the year whereas there was a substantial sale of properties in 2013. Further, the Company also had lower reduction of its stake in property funds than in 2013. The gain on sales of investments in property funds/REIT was therefore lower. Moreover, the Company had higher expense from the provision related to sales of properties to TREIT near the end of 2014. Selling and administrative expenses, and finance costs all rose because of the Company's business expansion.

In 2015, the Company's net profit slightly increased by 1.1 percent. Operating profit in 2015 was close to that in 2014; however, the Company had huge profit from sales of investment in TFUND/TLOGIS/TGROWTH. Moreover, property management fees increased from inclusion of TREIT's assets under the Company's management. Further, the Company successfully managed down all expenses in 2015 which resulted in lower selling and administrative costs.

During the first 9 months of 2016, net profit increased by Baht 291.7 million or 1,343.9 percent from the same period of last year, due to gain on sales of investments in property funds/REIT and realized additional gains on sales of properties to property funds/REIT following the reduction of the Company's stakes in such property funds/REIT.

Financial Status

Assets

As at September 30, 2016, the Company had total assets of Baht 35,646.5 million in which 86.6 percent of the total assets were investment properties and 8.3 percent of the total assets were investment in TFUND, TLOGIS, TGROWTH, TREIT and SLP.

The Company's total assets dropped by Baht 647.3 million or 1.8 percent. The main reasons were the decrease in the investment properties and cash/cash equivalent item.

The Company's major assets are as follows:

1. Investment properties

The investment properties are comprised of properties under development, available for lease, and leased properties. Over the past three years and as at September 30, 2016, the Company had investment properties totaling Baht 17,261.3 million, Baht 23,914.23 million, Baht 30,074.9 million and Baht 30,859.0 million, respectively.

The rise in the investment properties, net of those sold to the property fund/TREIT, increased by 26.1 percent in 2013, 38.5 percent in 2014 and 25.8 percent in 2015. This reflected the Company's business expansion with substantial increase in land acquisition and factory/warehouse development, especially in 2014. However, such increase in 2015 partly resulted from change in accounting record of common areas from Property, plant and equipment to Investment properties.

2. Investments in subsidiaries, associates joint-ventures and related company

As at September 30, 2016, the Company had investments in subsidiaries, associated and joint venture companies as follows:

- 1) Eco Industrial Services Co., Ltd. (a subsidiary) of 100 percent of its paid-up capital, with the investment amount under the cost method of Baht 50.0 million, representing 0.1 percent of the Company's total assets.
- 2) TICON Logistics Park Co., Ltd. (a subsidiary) of 100 percent of its paid-up capital, with the investment amount under the cost method of Baht 19,515.0 million, representing 58.8 percent of the Company's total assets.
- 3) Shanghai TICON Investment Management Co., Ltd. (a subsidiary) of 100 percent of its paid-up capital, with the investment amount under the cost method of Baht 85.4 million, representing 0.3 percent of the Company's total assets.
- 4) TICON Management Co., Ltd. (a subsidiary) of 70 percent of its paid-up capital, with the investment amount under the cost method of Baht 7.0 million, representing 0.02 percent of the Company's total assets.
- 5) TICON (HK) Co., Ltd. (a subsidiary) of 100 percent of its paid-up capital, with the investment amount under the cost method of Baht 413.4 million, representing 1.2 percent of the Company's total assets.
- 6) TICON Property Fund (an associated company) of 15.00 percent of the fund's capital. The investment amount under the equity method was Baht 769.6 million, representing 2.2

percent of the Company's consolidated total assets, and the investment amount under the cost method was Baht 1,783.2 million, or 5.4 percent of the Company's total assets.

- 7) TPARK Logistics Property Fund (an associated company) of 16.05 percent of the fund's capital. The investment amount under the equity method was Baht 441.3 million, representing 1.2 percent of the Company's consolidated total assets, and the investment amount under the cost method was Baht 733.9 million, or 2.1 percent of the Company's total assets.
- 8) TICON Industrial Growth Leasehold Property Fund (an associated company) of 23.95 percent of the fund's capital. The investment amount under the equity method was Baht 782.7 million, representing 2.2 percent of the Company's consolidated total assets, and the investment amount under the cost method was Baht 1,329.3 million, or 3.7 percent of the Company's total assets.
- 9) TICON Freehold and Leasehold Real Estate Investment Trust Fund (an associated company) of 12.08 percent of the REIT's capital. The investment amount under the equity method was Baht 486.9 million, representing 1.4 percent of the Company's consolidated total assets, and the investment amount under the cost method was Baht 686.0 million, or 2.1 percent of the Company's total assets
- 10) PT SLP Surya TICON Internusa (a joint venture company) through a subsidiary company's holding of 25 percent of its registered capital. The investment amount under the equity method was Baht 432.9 million, representing 1.2 percent of the Company's consolidated total assets, and the investment amount under the cost method was Baht 414.2 million, or 1.2 percent of the Company's total assets
- 11) TICON Demco Power 6 Co., Ltd. (a joint venture company) through a subsidiary company's holding of 51 percent of its registered capital. The investment amount under the equity method was Baht 2.5 million, representing 0.01 percent of the Company's consolidated total assets, and the investment amount under the cost method was Baht 2.6 million, or 0.01 percent of the Company's total assets
- 12) TICON Demco Power 11 Co., Ltd. (a joint venture company) through a subsidiary company's holding of 51 percent of its registered capital. The investment amount under the equity method was Baht 2.0 million, representing 0.01 percent of the Company's consolidated total assets, and the investment amount under the cost method was Baht 2.0 million, or 0.01 percent of the Company's total assets.
- 13) Investment in Bangkok Club Co., Ltd. (a related company) of 0.11 percent of its registered capital, with the investment amount net of allowance for impairment of Baht 0.26 million.

3. Prepaid rental expenses

As at September 30, 2016, the Company had prepaid rental expenses of Baht 691.9 million, decreased by Baht 23.1 million from the end of 2015. The prepaid rental expenses were paid in accordance with the long-term lease for warehouse development and will be realized as expenses in income statement throughout the term of lease.

Liabilities

As at September 30, 2016, the Company had total liabilities of Baht 24,236.4 million, decreased by Baht 367.9 million, or 1.5 percent, from the end of 2015.

The majority of the total liabilities were borrowings, representing 90.5 percent of total liabilities. The decrease in total liabilities resulted mainly from the decrease in borrowing and trade payables.

1. Loans

Total loan as at September 30, 2016 was Baht 21,924.5 million, decreased by Baht 80.8 million, or 0.4 percent. This was due mainly to decrease of short term borrowings and debentures as compared with those as of December 31, 2015.

The Company's total loan was comprised of short-term loans of 6.9 percent, long-term loans of 12.4 percent, and debentures of 80.7 percent.

Cash flow from operations and long-term loans, as well as debentures, are the Company's source of funds for factory/warehouse development which is considered as a long-term investment. The Company likewise uses short-term loan facilities for working capital, particularly for land acquisition during the period of applying for long-term credit lines from financial institutions. However, the large amount of short-term loans outstanding at any point of time depends mainly on the Company's cash flow management. The Audit Committee has regularly monitored the appropriateness of the ratio of short-term to total loans.

As at September 30, 2016, the outstanding balance of the debentures was Baht 18,540.0 million. All debentures' tenors ranged from 2 to 10 years.

The Company has agreements with some financial institutions and debenture holders in respect of retaining debt/interest-bearing debt to equity of not exceeding 2.5-3.0 times. The Company has never breached the said covenants.

2. Trade payables

As at September 30, 2016, the Company had trade payables of Baht 345.2 million, decreased by Baht 59.9 million or 14.8 percent from the previous year. Most of which were related to the Company's factory and warehouse development.

Shareholders' Equity

As at September 30, 2016, the Company had shareholders' equity of Baht 11,410.1 million, decreased by Baht 279.4 million, or 2.4 percent. This was due to decrease of the retained earnings.

The Company's capital structure

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximize shareholder value.

In the past, the Company's main sources of funds for factories and warehouses development were operating cash flow, shareholders' capital injection, and loans from financial institutions. However, with its strong growth during the past 10 years, the Company participated in establishing TFUND in 2005, TLOGIS in 2009, TGROWTH in 2013 and TREIT in 2014, in order to increase its abilities in raising more funds, resulting in the reduction of reliance on loan borrowing from financial institutions and capital increase which cost more.

In addition, the Company has issued debentures with tenors of 2 to 10 years. Issuing debentures is another important source of funds for the Company, with the cost cheaper than that of long-term loans from financial institutions.

Liquidity

As at September 30, 2016, the Company had net cash used for operations of Baht 92.2 million, net cash used for investment of Baht 233.5 million, net cash used for financing of Baht 630.5 million and beginning cash of Baht 1,133.9 million.

The information as mentioned above shows that the Company has sufficient liquidity for its operations. (A current ratio does not reflect the Company's liquidity. Most of the assets are land and factory/warehouse buildings which are not classified as current assets, whereas accounts payable for the acquisition of land and construction are considered as current liabilities.)

As at September 30, 2016, the Company had an interest-bearing debt to equity ratio of 1.92 times which was more than 1.88 times at the end of 2015, despite the decrease in borrowing. This was due to the decrease of shareholders' equity being higher than that of the interest-bearing debt. The ratio reflected that the Company was able to efficiently manage the debt/interest-bearing debt to equity ratio under its current debt covenant.

During the first 9 months of 2016, the interest coverage ratio was 1.58 times which reflected the Company's high ability to service its finance cost. The Company never defaults on any interest payment.

10.5 Other information that may materially affect the decision of investors (if any)

Summary of key terms of the Share Subscription Agreement with conditions precedent between the Company and FPHT which was entered into by the Company and FPHT on October 7, 2016

| | |
|---|---|
| Number of newly issued ordinary shares | 735,000,000 shares at the offering price of Baht 18 per share |
| Representations of FPHT | FPHT represents that FPHT has sufficient financial resources to consummate the transactions in accordance with terms and conditions under the Share Subscription Agreement. |
| Representations of the Company | The Company represents to FPHT that its status and business operations are in compliance with laws. |
| Key Conditions Precedent and Conditions | <p>The obligation of FPHT to subscribe the newly issued shares depends on the conditions precedent specified by the Share Subscription Agreement which include, but not limited to, the following:</p> <ul style="list-style-type: none">- the passing by the duly convened Extraordinary General Meeting of Shareholders of the Company of resolutions to authorize, approve, implement and effect the offering and allotment of the newly issued ordinary shares., The key conditions are as follows: <p style="text-align: center;">(i) the increase of the Company's registered capital from Baht</p> |

| | |
|--|---|
| | <p>1,099,142,375 to Baht 1,834,142,375, and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital;</p> <p>(ii) the issuance and allocation of the newly issued ordinary shares to FPHT as required by the relevant laws, rules and regulations; and</p> <p>(iii) the waiver for the subscription of the newly issued ordinary shares by FPHT from making a mandatory tender offer for all the securities of the Company through the whitewash to be given to FPHT.</p> <ul style="list-style-type: none"> - On the Completion Date under the Share Subscription Agreement, FPHT shall nominate three (3) new directors, as agreed with the Company, on the board of the Company and the Company shall convene the Board of Directors Meeting to consider the appointment of new directors nominated by FPHT in replacement of the existing directors who will resign. - In the event that FPHT, which is considered as foreign company, cannot fully subscribe all of the newly issued ordinary shares due to the Company's foreign shareholding limit, FPHT and the Company agree to use their best endeavors to find an appropriate method, permitted by the relevant laws, so that FPHT can later subscribe for the unsubscribed portion, which FPHT was not able to subscribe due to the foreign shareholding limit. - One of the conditions in the Share Subscription Agreement, stipulates that the Company must not dispose its main assets, including the offer to dispose of property valued at Baht 1,443 Million to TREIT, which had previously been approved by the |
|--|---|

| | |
|-------------|---|
| | Board of Directors' meeting in February 2016. The property, which its disposal must be cancelled, includes 28 units of industrial factories and warehouses which has a combined rental area of 69,021 square meters. |
| Termination | <ul style="list-style-type: none"> - Upon mutual agreement in writing between the parties. - In the event that one party is in breach of the agreement, the other party is entitled to terminate the agreement by giving a written notice to the party in breach. |

11 Connected person and/or shareholders having an interest who are not entitled to vote in the shareholder meeting approving the entering into connected transaction, which will be held on 23 December 2016

-None-

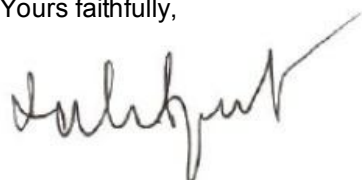
12 Opinion of the independent financial advisor

The Independent Financial Advisor is of the opinion that the entering into the transaction of offering and allotment of the newly issued ordinary shares under private placement scheme, connected transaction and the waiver from making a tender offer for all of the Company's securities by virtue of the resolution of the shareholders' meeting, is appropriate and beneficial to the Company. Details are set out in Enclosure 6 of the Notice of the Extraordinary General Meeting of the Shareholders No. 1/2016.

13 Proxy form with at least one name of a member of the Audit Committee being nominated as shareholder's proxy

Details are set out in Enclosure 11 of the Notice of the Extraordinary General Meeting of the Shareholders No. 1/2016.

Yours faithfully,



(Miss Lalitphant Phiriyaphant)
Secretary to the Board of Directors

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 (Form 247-7)

(Translation)

Request Form for Shareholders' Meeting Resolution to Approve the Acquisition of New Securities
Without the Requirement to Make a Tender Offer for All Securities of the Business

29 November 2016

To: The Shareholders of TICON Industrial Connection Public Company Limited,

We, Frasers Property Holdings (Thailand) Co., Ltd. (the "Applicant" or "FPHT"), located at 98 Sathorn Square Office Tower, Room Nos. 3806 B and 3808 A, 38th Floor, North Sathorn Road, Silom Sub-district, Bangrak District, Bangkok, wish to request the resolution of the shareholders' meeting to approve our acquisition of new securities of TICON Industrial Connection Public Company Limited (the "Business") without the requirement to make a tender offer for all securities of the Business. In this regard, the details are as follows:

1. The number of securities for which the resolution of the shareholders' meeting is requested:

| Class | Issue | Number of shares / underlying shares for which the resolution is requested ¹ (shares) | Percentage of shares / underlying shares for which the resolution is requested in comparison with: | | Unit price of the securities for which the resolution is requested (THB) | Value of the securities for which the resolution is requested (THB) |
|---------------------------|--|--|--|--|--|---|
| | | | Total number of outstanding shares of the Business ² | Total voting rights of the Business ³ | | |
| Common shares | - | 735,000,000 | 40 | 40 | 18 | 13,230,000,000 |
| Preferred shares | - | - | - | - | - | - |
| Warrants | Exercise ratio: Exercise period: Exercise price: | - | - | - | - | - |
| Convertible debentures | Conversion ratio: Conversion period: Conversion price: | - | - | - | - | - |
| Other securities (if any) | - | - | - | - | - | - |

¹ The number of underlying shares = the number of units multiplied by the number of shares to be acquired from the exercise of the purchase or conversion right per unit of securities of such issue.

² The total number of outstanding shares of the Business = the total number of outstanding shares of the Business after the issuance of shares for the capital increase on this occasion + the underlying shares for convertible securities for which the resolution is requested by the Applicant on this occasion.

³ The total voting rights of the Business = the total voting rights of the Business after the issuance of shares for the capital increase on this occasion + the total voting rights of the underlying shares for convertible securities for which the resolution is requested by the Applicant on this occasion.

| Class | Issue | Number of shares / underlying shares for which the resolution is requested ¹ (shares) | Percentage of shares / underlying shares for which the resolution is requested in comparison with: | | Unit price of the securities for which the resolution is requested (THB) | Value of the securities for which the resolution is requested (THB) |
|-------|-------|---|--|--|---|--|
| | | | Total number of outstanding shares of the Business ² | Total voting rights of the Business ³ | | |
| | | Total | 40 | 40 | | 13,230,000,000 |

2. **Shares currently held** (as at the submission date of the application for a waiver to the Securities and Exchange Commission):

| Name | Class of securities | Number of shares | Percentage in comparison with the total number of outstanding shares of the Business ⁴ | Percentage in comparison with the total voting rights of the Business ⁵ |
|--|---------------------|------------------|---|--|
| I. The Applicant | - | - | - | - |
| II. Persons in the same group of the Applicant | | | | |
| 1. | - | - | - | - |
| 2. | - | - | - | - |
| III. Related persons under Section 258 of the Persons under I and II | | | | |
| 1. | - | - | - | - |
| 2. | - | - | - | - |
| | Total | - | - | - |

⁴ The total number of outstanding shares of the Business = ordinary shares + preferred shares.

⁵ The total voting rights of the Business = the total voting rights of the outstanding shares of the Business.

3. The number of securities and maximum voting rights after the acquisition of securities under 1:

| Name of person / juristic person | Class of securities | Number of shares / underlying shares held prior to the request for the resolution ⁶ (shares) | Number of shares / underlying shares for which the resolution is requested ⁷ (shares) | Securities to be held after the acquisition of securities under 1 | |
|--|---------------------------|---|--|---|--|
| | | | | Number of shares / underlying shares ⁸ (shares) | Percentage of shares / underlying shares in comparison with the total voting rights of the Business ⁹ |
| I. The Applicant | Ordinary shares | - | 735,000,000 | 735,000,000 | 40 |
| | Preferred shares | - | - | - | - |
| | Warrants | - | - | - | - |
| | Convertible debentures | - | - | - | - |
| | Other securities (if any) | - | - | - | - |
| II. Persons in the same group of the Applicant | | | | | |
| 1. | | - | - | - | - |
| 2. | | - | - | - | - |
| III. Related persons under Section 258 of the Persons under I and II | | | | | |
| 1. | | - | - | - | - |
| 2. | | - | - | - | - |
| Total | | | | 735,000,000 | 40 |

⁶ For the number of underlying shares for convertible securities held prior to the request for the resolution, specify only the number of shares to be acquired from the exercise of the purchase or conversion right under the convertible securities acquired from the previous grant of waiver from the requirement to make a tender offer for all securities of the Business prior to the request for the resolution at this time (if any).

⁷ See Footnote 1.

⁸ See Footnote 1.

⁹ The total voting rights of the Business = the total voting rights of the Business after the issuance of shares for the capital increase at this time + the total voting rights of the underlying shares for convertible securities held after the acquisition as specified in I to III.

4. If the Applicant or related persons under Section 258 of the Applicant or persons in the same group of the Applicant hold convertible securities or have other agreements which shall result in additional acquisitions of shares or convertible securities, specify the following:

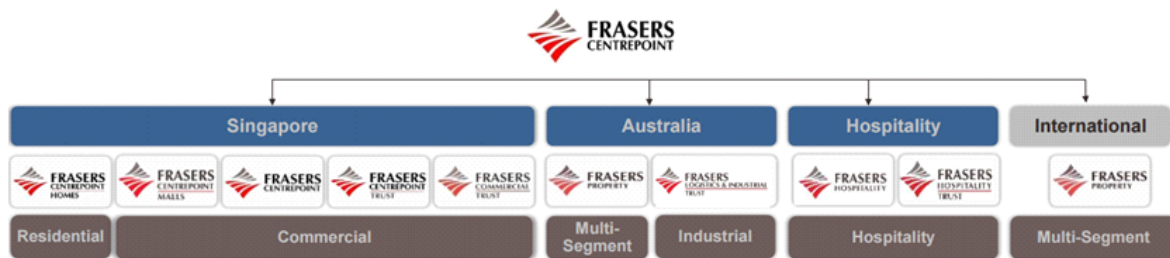
- (1) The number of shares and voting rights of shares to be additionally acquire from such agreement; or
- (2) Type and the ratio of the purchase or conversion to a share per one unit of securities, period of exercise of the purchase or conversion right, and the number of shares and the voting rights to be acquired from the exercise of the purchase or conversion right under the convertible securities held or to be acquired.

- None -

5. Information relating to the Applicant

(1) Nature of business in brief

The Applicant is a private limited company which was incorporated in 2015. At present, the Applicant has a registered capital of Baht 13,500,000,000 and paid-up capital of Baht 3,382,500,000. The Applicant is a subsidiary of Frasers (Thailand) Pte Ltd which is in turn a subsidiary of Frasers Centrepoint Limited (“FCL”). FCL is a full-fledged international real estate company and one of Singapore’s top property companies with total assets of S\$24 billion as at 30 September 2016. FCL has three strategic business units – Singapore, Australia and Hospitality, which focus on residential, commercial, retail and industrial properties spanning more than 80 cities across Asia, Australia, Europe, and the Middle-East. FCL also has an International Business arm that focuses on the Group’s investments in China, Southeast Asia, and the United Kingdom. FCL is listed on Singapore Exchange Securities Trading Limited (“SGX-ST”). FCL is also the sponsor and its subsidiaries are the managers of three REITs listed on the SGX-ST, Frasers Centrepoint Trust, Frasers Commercial Trust, and Frasers Logistics & Industrial Trust that are focused on retail properties, office and business space properties, and industrial properties respectively, as well as one stapled trust listed on the SGX-ST, Frasers Hospitality Trust (comprising Frasers Hospitality Real Estate Investment Trust and Frasers Hospitality Business Trust) that is focused on residential and hospitality properties. More information on FCL can be found at www.fraserscentrepoint.com.



(2) Registered and paid-up capital of the Applicant

As of 11 November 2016, the Applicant has registered capital of Baht 13,500,000,000, comprising 13,500,000 ordinary shares at a par value of THB 1,000 per share, and the Applicant has paid-up capital in total of Baht 3,382,500,000.

(3) List of shareholders¹⁰ with the top ten amounts of shares¹¹ of the Applicant, which is the latest information as of 11 November 2016:

| | Name | Number of shares (Shares) | Percentage in comparison with the total number of outstanding shares of the Applicant ¹² | Percentage in comparison with the total voting rights of the Applicant ¹³ |
|---|----------------------------|---------------------------|---|--|
| 1 | Frasers (Thailand) Pte Ltd | 13,499,998 | 99.999985 | 99.999985 |
| 2 | Mr. Chia Khong Shoong | 1 | 0.0000075 | 0.0000075 |
| 3 | Mr. Uten Lohachitpitaks | 1 | 0.0000075 | 0.0000075 |

Remarks: FCL holds 100% of the total number of outstanding shares and has 100% of the total voting rights in Frasers (Thailand) Pte Ltd.

The major shareholders of FCL as of 11 November 2016 are as follows:

| | Name | Number of shares (Shares) | Percentage in comparison with the total number of outstanding shares | Percentage in comparison with the total voting rights |
|---|-----------------------------|---------------------------|--|---|
| 1 | TCC Assets Limited | 1,716,160,124 | 59.18 | 59.18 |
| 2 | InterBev Investment Limited | 824,847,644 | 28.44 | 28.44 |

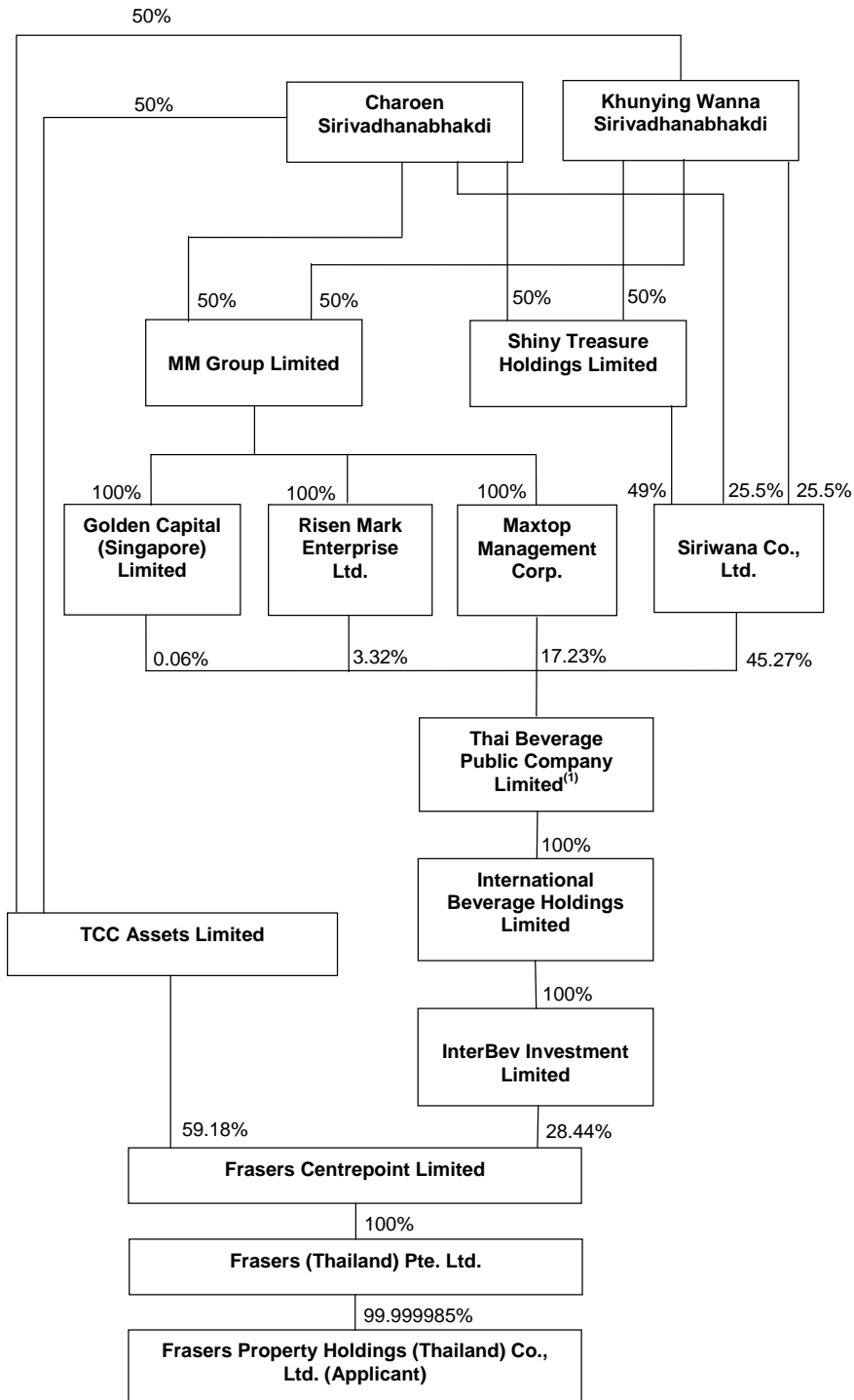
¹⁰ Such shareholding shall include shares held by the persons under Section 258, and the persons under the same person with the power of control.

¹¹ If any shareholder according to the above list of the top ten shareholders is a shareholder who, by circumstances, has material influence over the policy making, management or operation of the Applicant (such as, designation of any person of the Applicant as an authorized director) and has another person as the ultimate shareholder (such as, the shareholder whose status is a holding company or nominee account), the name of the person who is the ultimate shareholder and the nature of the business of such person shall be specified.

¹² The total number of outstanding shares of the Applicant = ordinary shares + preferred shares – shares repurchased and outstanding at the end of the month prior to the month in which the application for a waiver is submitted to the SEC.

¹³ The total voting rights of the Applicant = the voting rights of the total number of outstanding shares of the Applicant.

Below is the shareholding structure of FPHT



(4) Board of directors according to the latest list of directors of the Applicant as of 11 November 2016.

| | Name | Position |
|---|------------------------------|----------|
| 1 | Mr. Panote Sirivadhanabhakdi | Director |
| 2 | Mr. Chia Khong Shoong | Director |

| | Name | Position |
|---|-------------------------|----------|
| 3 | Mr. Uten Lohachitpitaks | Director |
| 4 | Mr. Piya Treruagrachada | Director |

Board of directors of FCL:

| | Name | Position |
|----|----------------------------------|---|
| 1 | Mr. Charoen Sirivadhanabhakdi | Non-Executive and Non-Independent Chairman |
| 2 | Khunying Wanna Sirivadhanabhakdi | Non-Executive and Non-Independent Vice Chairman |
| 3 | Mr. Charles Mak Ming Ying | Non-Executive and Lead Independent Director |
| 4 | Mr. Chan Heng Wing | Non-Executive and Independent Director |
| 5 | Mr. Philip Eng Heng Nee | Non-Executive and Independent Director |
| 6 | Mr. Wee Joo Yeow | Non-Executive and Independent Director |
| 7 | Mr. Weerawong Chittmitrapap | Non-Executive and Independent Director |
| 8 | Mr. Chotiphat Bijananda | Non-Executive and Non-Independent Director |
| 9 | Mr. Panote Sirivadhanabhakdi | Executive and Non-Independent Director |
| 10 | Mr. Sithichai Chaikriangkrai | Non-Executive and Non-Independent Director |

6. Relationship between the Applicant and the Business, executives, persons with power of control, or major shareholders of the Business, whether it is by way of shareholding, contract or agreement in force or to be executed on various matters (such as management, etc.) and mutual material agreement. If the Applicant is a connected person of the Business, the nature of the relationship as a connected person of the Business, such as, being an executive or major shareholder of the Business, shall be specified.

6.1 Relationship between the Applicant and the Business

After subscription of the shares requested for in the resolution, the Applicant will become a major shareholder of the Business with the shareholding of approximately 40 percent of the total voting rights of the Business, and the Applicant will propose its 3 representatives to be appointed as directors of the Business and its representatives to be nominated as the management or controlling person of the Business. In this regarding, the appointment of directors and the nomination of management or controlling person shall be approved by the Board of Directors of the Business. Therefore, the Applicant is considered a connected person of the Business under the Notification of the Capital Market Supervisory Board TorChor. 21/2551 Re: Connected Transaction Rules dated 31 August 2008 (as amended) 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, 2003 dated 19 November 2003 (as amended) (collectively referred to as the "Rules on Connected Transactions").

6.2 Relationship between the Applicant and management and persons with power of control of the Business

- None -

6.3 Relationship between the Applicant and major shareholders of the Business

- None –

6.4 Connected Transactions between the Business and the Applicant

Share Subscription Agreement

The Applicant and the Business entered into a Share Subscription Agreement in relation to the Newly Issued Ordinary Shares of TICON Industrial Connection Public Company Limited dated 7 October 2016 (the “Share Subscription Agreement”). The key conditions of the Share Subscription Agreement are as follows:

| | |
|---|---|
| Execution Date | 7 October 2016 |
| Parties | (i) Frasers Property Holdings (Thailand) Co., Ltd. as subscriber (“FPHT”) (ii) TICON Industrial Connection Public Company Limited as issuer (the “Company”) |
| Number of Newly Issued Ordinary Shares | 735,000,000 newly issued ordinary shares at a par value of Baht 1 per share (the “New Shares”) |
| Offering Price | Baht 18 per share. |
| Key Conditions Precedent and Conditions | The obligation of FPHT to subscribe the newly issued shares depends on the conditions precedent specified by the Share Subscription Agreement which include, but not limited to, the following: - the passing by the duly convened Extraordinary General Meeting of Shareholders of the Company of resolutions to authorize, approve, implement and effect the offering and allotment of the newly issued ordinary shares. The key conditions are as follows: (a) the increase of the Company’s registered capital from Baht 1,099,142,375 to Baht 1,834,142,375, and the amendment of Clause 4 of the Company’s Memorandum of Association to be in line with the increase of the Company’s registered capital; (b) the issuance and allocation of the newly issued ordinary shares to FPHT as required by the relevant laws, rules and regulations; and |

| | |
|-------------|--|
| | <p>(c) the waiver for the subscription of the newly issued ordinary shares by FPHT from making a mandatory tender offer for all the securities of the Company through the whitewash to be given to FPHT.</p> <ul style="list-style-type: none"> - On the Completion Date under the Share Subscription Agreement, FPHT shall nominate three (3) new directors, as agreed with the Company, on the board of the Company and the Company shall convene the Board of Directors Meeting to consider the appointment of new directors nominated by FPHT in replacement of the existing directors who will resign. - In the event that FPHT, which is considered as foreign company, cannot fully subscribe all of the newly issued ordinary shares due to the Company's foreign shareholding limit, FPHT and the Company agree to use their best endeavors to find an appropriate method, permitted by the relevant laws, so that FPHT can later subscribe for the unsubscribed portion, which FPHT was not able to subscribe due to the foreign shareholding limit. - To enter into this transaction, the Company will not dispose its major assets, including the offer to dispose of property to Real Estate Investment Trust (REIT), except obtaining consent from FPHT*. |
| Termination | <ul style="list-style-type: none"> - Upon mutual agreement in writing between the parties. - In the event that one party is in breach of the agreement, the other party is entitled to terminate the agreement by giving a written notice to the party in breach. |

Remark*: The Company considered the appropriateness on the disposal of property by evaluating its current business performance. The Board of Directors Meeting of the Company held in October 2016 approved that the dispose of property valued at Baht 1,443 Million to TREIT, includes 28 units of industrial factories and warehouses which has a combined rental area of 69,021 square meters, be canceled.

6.5 Significant contracts or agreements between the Applicant and the Business, management, persons with power of control and major shareholders

Please refer to the summary of the Share Subscription Agreement under Clause 6.4.

7. List of the Applicant's related persons under Section 258, who are shareholders of the Business as at the date of determining shareholders having the right to attend the meeting which is on 11 November 2016

- None -

8. List of directors on the Board of Directors according to the latest list of directors of the Business as at 11 November 2016 and the expected list of directors after the acquisition of newly issued securities under 1

List of directors on the Board of Directors according to the latest list of directors of the Business as at 11 November 2016

| | Name | Position |
|---|---------------------------|--|
| 1 | Mr. Chali Sophonpanich | Chairman of the Board |
| 2 | Mr. Jirapongs Vinichbutr | Director |
| 3 | Mr. Chai Vinichbutr | Director |
| 4 | Mr. Nate Charanvas | Director |
| 5 | Mr. Virapan Pulges | Director and Managing Director |
| 6 | Mr. David Desmond Tarrant | Chairman of the Audit Committee and Independent Director |
| 7 | Mr. Chatchaval Jiaravanon | Audit Committee Member and Independent Director |
| 8 | Mr. Threekwan Bunnag | Audit Committee Member and Independent Director |

Upon the completion of the acquisition of newly-issued ordinary shares under the Share Subscription Agreement between the Business and the Applicant, the Applicant will nominate 3 new directors after the Applicant becomes the shareholder of the Business in replacement of the directors of the Business who will resign. The 3 new nominated directors are as follows:

1. Mr. Panote Sirivadhanabhakdi
2. Mr. Chotiphat Bijananda
3. Mr. Uten Lohachitpitaks

Therefore, after the acquisition under Section 1, the expected list of directors after the Applicant becomes the shareholder of the Business is as follows;

| | Name | Position |
|---|------------------------------|-----------------------|
| 1 | Mr. Chali Sophonpanich | Chairman of the Board |
| 2 | Mr. Chai Vinichbutr | Director |
| 3 | Mr. Panote Sirivadhanabhakdi | Director |
| 4 | Mr. Chotiphat Bijananda | Director |

| | Name | Position |
|---|---------------------------|--|
| 5 | Mr. Uten Lohachitpitaks | Director |
| 6 | Mr. David Desmond Tarrant | Chairman of the Audit Committee and Independent Director |
| 7 | Mr. Chatchaval Jiaravanon | Audit Committee Member and Independent Director |
| 8 | Mr. Threekwan Bunnag | Audit Committee Member and Independent Director |

In this regard, the appointment of 3 directors nominated by FPHT to the Board of Directors of the Business which consists of 8 directors (divided into 5 executive directors and 3 independent directors), the FPHT nominated directors will not have a decisive voting power, as the board of directors' ordinary resolution requires a majority vote.

9. Operation plan after the acquisition of securities under Section 1.

9.1 Business Management Policy and Plan within 12 months after the acquisition of securities under Section 1.

After the acquisition of securities under Section 1, the voting rights of the Applicant in the Business will be 40% of the total voting rights of the Business. The Business Management Policy and Plan within 12 months after the acquisition of securities will be as follows:

1) Business Objective

As at the date on which the application for a waiver was filed, except for the Share Subscription Agreement, the Applicant has not entered into any agreement with the Business, the Board of Directors, or the executives of the Business to make significant amendments to the policies or business management plan of the Business and its subsidiary within 12 months from the application date. The Business will continue to engage in its current business type.

The rationale for investing in the Business is as follows:

- Extend FCL exposure in Thailand from residential and commercial or hospitality mixed-use to industrial property asset class
- The Business is a strategic fit for FCL by having shared philosophy with similar integrated end-to-end capabilities from development, property management to fund and REIT management.
- The Business, as leading industrial factories and warehouse platform in Thailand, can provide an established platform for FCL to harness its industrial know-how to capture opportunities in industrial properties in Thailand and the AEC region
- Thailand is one of FCL's selected secondary markets that offers positive growth prospects

The allotment of newly issued shares to FPHT creates benefits for the business operation of the Business as set out below.

- FCL group has a client base of multinational corporations in Australia, which may become the Company's client in the future.
- FCL group is a real estate developer which has experience in developing of warehouses of consumer goods business in Australia which can support the development of warehouses of the Business in Thailand and ASEAN region.
- FCL group has experience and expertise in all-in-one real estate management in several countries globally. Therefore, it could share such know-how with the Company to support and develop the Company's business.

Apart from the objectives mentioned above, the benefits which the Business and shareholders will receive from FPHT's investment will be as follows:

- FCL has been a global full service real estate company for over 90 years and is one of the leading real estate companies in Singapore. FCL has a wealth of experience in real estate development and has great potential in assisting the Business sourcing capital. Furthermore, FCL is a leader in the ASEAN real estate industry who has experience and expertise in developing and managing integrated real estate projects which includes industrial properties across different parts of the world. Whilst the Business is a leading developer of factories and warehouses in Thailand since 1990 and has factories and warehouses situated in various strategic locations with supporting infrastructures. Therefore, the combination of FPHT's experience and the Business's existing businesses will support each other and generate opportunity and growth for the Business, whether it would be an increase in financial flexibility and business opportunities in new markets such as the ASEAN market, which currently is seeing a growing demand for logistic warehouses and distribution facilities from the economic integration and cooperation between countries within the region - as well as future demand for warehouses by FCL group of companies and FCL's client base which may become the Business's customers in the future, which would allow the Business to rent out more of its warehouses. In addition, the Business could use FCL's experience and expertise in developing industrial properties to enhance the development and management of its projects. Therefore, FPHT's investment will create a synergy and raise the Business's competitiveness to the benefit of the Business and its shareholders.
- The larger capital base will provide the Business with ability to expand its business both in Thailand and overseas, and to prevent opportunity loss. The proceeds received from the capital

increase will be used for repayment of some debts which will reduce the Business's debt burden. The repayment of debts will result in a significant decrease in the Business's debt to equity ratio.

The Applicant intends to enhance the Business's strategy and business as follows:

- Extend FCL's established customer driven business model, and strategic customer relationships and development capabilities to enhance the Business's competitive advantages in securing new built-to-suit development opportunities in the Industrial Property sector in Thailand and AEC region
- Maximize on the benefits of the new capital injection from FCL to deleverage the Business's balance sheet, unlock existing underperforming development assets, fund new capital efficient development opportunities and to focus the Business's investment strategy in growing recurring income from rental and dividends
- Leverage on FCL's experience in capital management, and asset management and sustainability to enhance financial return and property metrics for the Business's investment in property funds and REITs

The Applicant has no plan or policy to make significant amendments to the policies or business management plan of the Business and its subsidiary within 12 months from the application date. However, the Applicant expects that, once it becomes a shareholder of the Business, the Applicant must take time to consider and consult with the Board of Directors and executives of the Business with respect to the business operation of the Business, policy planning, plans and strategies of the Business and its subsidiary's business operation, as well as the policies relating to the payment of dividends, expansion of investments, business reorganization, financial management or restructuring, and the acquisition and disposal of assets of the Business and its subsidiary. Such issues shall comply with the procedures for normal business management. The decision-making with respect to the business operation and the taking of action as described above are not at the sole discretion of the Applicant. On the contrary, such decision-making shall comply with the guidelines for exercising careful consideration by means of the resolutions of the Board of Directors and/or resolutions of the shareholders' meeting of the Business, as the case may be, subject to the Business's Articles of Association and relevant laws and regulations. The Applicant shall exercise its voting rights in favor of or against matters in accordance with the number of votes that it has in the Business.

2) Plan for disposition of core assets of the Business or of its subsidiary

The Applicant has no plans to dispose of any core operating assets of the Business or those of its subsidiaries, except in the ordinary course of its business and on arm's length basis, the sale of properties to REITs and in the case that there is any necessity to do so in order to optimize the Business's capital management[, increase competency and profitability in response to the future business situation or economic climate, with the emphasis on the benefit of the Business and subsidiary,] or preserve the interests of the Business and subsidiary or according to the plans that have been put into place or are being considered by the Business or the subsidiary of the Business. However, if the Business has plans on acquisition and/or disposal of assets, the Applicant will encourage the Business to comply with the Notification of Capital Market Supervisory Board No. Thor Jor 20/2551 re Rules on entering into material transactions deemed as acquisition or disposal of assets and the Notification of the Stock Exchange of Thailand re Disclosure of information and other acts of listed companies concerning the acquisition and disposition of assets, 2004 (collectively referred to as the "**Rules on Acquisition and Disposal of Material Assets**") and the Rules on Connected Transactions in the case that the Business enters into acquisition and/or disposal of assets transaction with the Applicant or the Business's related person(s). If it is required to obtain an approval from shareholders' meeting, the Applicant will consider voting as complied with relevant rules.

3) Board of Directors

The Applicant has a plan to nominate three (3) new directors, as agreed with the Business, to the Board of Directors of the Business, as mentioned in No. 8 above.

4) Dividend policy

The Applicant has no plans to make any changes to the current dividend policy of the Business.

5) Policy in maintaining the listing status

The Applicant has no policy to delist the Business' securities from the Stock Exchange of Thailand after the acquisition of securities under 1.

However, in the future, if necessary and as deemed appropriate, the Applicant may review and propose to the Board of Directors' meeting and/or the shareholders' meeting of the Business in compliance with the relevant rules and regulations that certain changes are made to the business management policy and plan of the Business and its subsidiary for the improvement of business operations in order to increase the efficiency and competitiveness of the Business or to suit the business conditions and economic conditions at that particular time. In considering the aforementioned business management policy and plan of the

Business and its subsidiary, the Applicant will take into account the benefits of the Business and its subsidiary.

9.2 Related Party Transaction after the acquisition of securities under 1.

After the acquisition of securities under 1, the Applicant does not have any plan to make any significant change to the policy of entering into the connected transactions, currently specified and applied by the Business. The Applicant will encourage the Board of Directors of the Business to establish agreements and determine terms and conditions of the related party transactions in the future to follow the ordinary trade conditions and market price comparable to the prices attained by external parties by considering the best benefit to the Business and shareholders as if entering into the transaction with a third party on an arm's length basis. However, the Applicant will ensure that there will be no significant changes in relation to related party transactions between (i) the Applicant or the related person of the Applicant and (ii) the Business.

Additionally, in the case that there will be related party transaction conducted in the future after the Applicant becomes the shareholders of the Business, the Applicant will encourage the Board of Directors of the Business to comply with the related party transaction policy of the Business, the relevant rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, including the Rules on Acquisition and Disposal of Material Assets and the Rules on Connected Transactions.

9.3 Others

Currently FPHT does not have businesses in rental warehouses in Thailand, which would be competing with the Business's core business. As long as FPHT is the shareholder of the Business, if in the future FPHT wishes to enter into the aforementioned business which may be in competition with the Business's core business, the Business and FPHT will act in accordance with the relevant guidelines.

10. We have duly submitted this written request for the resolution of the shareholders' meeting to the Securities and Exchange Commission (the "SEC"). The SEC shall grant a waiver from the requirement to make a tender offer for all securities of the Business, subject to the following conditions:

10.1 The shareholders' meeting passes the resolution granting the approval for the Business to issue new securities to us, provided that:

- (1) If the number of securities we intend to acquire under 1 will not cause us to become a shareholder with the voting right reaching or exceeding fifty percent of the total voting rights of the Business, the resolution of the shareholders' meeting of the Business shall comprise the votes of not less than three fourths of the total number of votes of the shareholders attending the meeting and having the right to vote; or

- (2) If the number of securities we intend to acquire under 1 will cause us to become a shareholder with the voting right reaching or exceeding fifty percent of the total voting rights of the Business, the resolution of the shareholders' meeting of the Business shall comprise the votes of not less than three fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, and no shareholders, with the aggregate voting rights of five percent or more of the total number of votes of the shareholders attending the meeting, object to the application for a waiver, and the securities to be acquired shall be the securities remaining from the offering to the existing shareholders in proportion to the number of shares already held by each shareholder. In this regard, if we are a shareholder of the Business, we shall have no right to vote on such agenda.
- 10.2 The shareholders have sufficient information for decision making, whereby the notice of the shareholders' meeting of the Business contains the details at least as prescribed in the Notification of the SEC governing this matter.
- 10.3 We and our related persons under Section 258 shall not acquire securities of the Business from the date on which the board of directors passes the resolution to issue new securities to us until the date on which the shareholders' meeting of the Business passes the resolution.
- 10.4 If the price of shares or the price for the exercise of the conversion right under convertible securities to be acquired by us under 1 is considered as an offer of newly issued shares at a low price as per the Notification of the Securities and Exchange Commission governing the application for and granting of permission to offer newly issued shares, the calling for the shareholders' meeting of the Business, the notice of the shareholders' meeting of the Business, and the resolution of the shareholders' meeting of the Business relating to such agenda shall be in accordance with the rules as specified in such Notification.
- 10.5 If we are a connected person of the Business, the votes of our related persons under Section 258 shall not be included in the voting on the resolution under 10.1, and we have disclosed such information as prescribed in Clause 4(1) of the SEC Notification No. SorChor. 36/2546 in this written request for a resolution of the shareholders' meeting.

We hereby certify that the foregoing information is accurate, complete, and true without misleading information and no concealment is made on any material facts which should be disclosed.

(Mr. Piya Treruagrachada)

Authorized Director

the Applicant

Opinion of the Independent Financial Advisor

(English Translation)

Opinion of Independent Financial Advisor

**on the Private Placement Offering and Allotment of Newly Issued Ordinary
Shares, Entering into the Connected Transaction, and Whitewash Waiver**

PRESENTED TO



SHAREHOLDERS OF TICON INDUSTRIAL CONNECTION PUBLIC COMPANY LIMITED

PREPARED BY



**BAKER TILLY
THAILAND**

BAKER TILLY CORPORATE ADVISORY SERVICES (THAILAND) COMPANY LIMITED

NOVEMBER 29, 2016

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GLOSSARY

| | |
|--------------------------------------|--|
| “SET” | Stock Exchange of Thailand |
| “The Company” or “TICON” | TICON Industrial Connection Plc. |
| “IFA” or “BTCAS” | Baker Tilly Corporate Advisory Services (Thailand) Ltd. |
| “Transaction” | Approval of the private placement offering and allotment of the newly issued ordinary shares and approval the waiver from making a tender offer for all the Company's securities by virtue of the resolution of the shareholders' meeting (Whitewash) |
| “FCL” | Frasers Centrepoint Ltd. |
| “FPHT” or “the Applicant” | Frasers Property Holdings (Thailand) Co., Ltd. |
| “Private Placement” | Allotment of shares for offering to chosen investors |
| “Whitewash” | Waiver of a tender offer for all securities of the Company by virtue of the resolution of the shareholders’ meeting of the Company |
| “Connected Transaction Notification” | Notification of the Capital Market Supervisory Board No. ThorChor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (as amended) and 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, dated November 19, 2003 (as amended) |
| “NTA” | Net tangible assets |
| “TMAN” | TICON Management Co., Ltd. |
| “TPARK” | TICON Logistics Park Co., Ltd. |
| “Share Subscription Agreement” | Agreement to subscribe for newly issued shares, specifying therein a condition on the offer of FPHT to subscribe for 735,000,000 newly issued ordinary shares of the Company, representing approximately 40% of the Company’s total registered capital after the capital increase, at an offering price of THB 18 per share |
| “SEC Act” | Securities and Exchange Act B.E. 2535 (as amended) |

November 29, 2016

Subject Opinion of the Independent Financial Advisor on the private placement offering and allotment of newly issued ordinary shares, entering into the connected transaction, and whitewash waiver

To Audit Committee and Shareholders

TICON Industrial Connection Plc.

Attachments: 1) Industry overview

2) Profile of TICON Industrial Connection Plc.

3) Profile of Frasers Property Holdings (Thailand) Co., Ltd.

References: 1) Resolutions of the Board of Directors' Meeting of the Company No. 4/2016 dated October 7, 2016

2) Capital Increase Report Form (F53-4) of TICON Industrial Connection Plc. dated October 7, 2016

3) Information Memorandum of TICON Industrial Connection Plc. Re: The Offering of Newly Issued Ordinary Shares under a Private Placement Scheme dated October 7, 2016

4) Information Memorandum of TICON Industrial Connection Plc. Re: Entering into Connected Transaction dated October 7, 2016

5) Annual Registration Statement (Form 56-1) of TICON Industrial Connection Plc. for the period ended December 31, 2015

6) Audited financial statements of TICON Industrial Connection Plc. for fiscal years 2014 and 2015 and a review report and interim financial statement for the nine-month period ended September 30, 2016

7) Audited financial statements of Frasers Centrepoint Ltd. for fiscal years 2013, 2014 and 2015, and an unaudited financial statement for the fiscal year of 2016

8) Letter of application for a waiver from 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 (Form 247-7) dated November 11, 2016

9) Draft of the invitation letter for the Extra General Meeting of Shareholders No. 1/2016

10) Draft of the application for Listed Company offers for sale of securities to specific persons (Private Placement)

11) Company Affidavit, Memorandum of Association and other information and documents such as financial projection and assumptions for business operation, including interview with the management of TICON Industrial Connection Plc. and concerned officials

The meeting of the Board of Directors of TICON Industrial Connection Plc. (“the Company” or “TICON”) resolved to propose to the Extraordinary General Meeting of Shareholders for consideration and approval of the increase of the Company’s registered capital to serve the subscription of not more than 735,000,000 newly issued ordinary shares with a par value of THB 1 per share by Frasers Property Holdings (Thailand) Co., Ltd. (“FPHT”) under a private placement scheme at a price of THB 18 per share or a total value of not more than THB 13,230,000,000. Subsequent to such share subscription, FPHT will become a major shareholder of the Company holding around 40% of the Company’s total voting rights and will be entitled to nominate three directors in the Company, and FPHT’s representative will be nominated as the management or controlling person of the Company, provided that an approval from the Board of Directors of the Company is obtained.

Therefore, FPHT is considered a connected person of the Company and, as a result, the said offering and allotment of newly issued shares by the Company to FPHT is deemed as a connected transaction in accordance with Notification of the Capital Market Supervisory Board No. ThorChor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (as amended) and Notification of the SET Board of Governors Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, B. E. 2546, dated November 19, 2003 (as amended) (“Connected Transaction Notification”). Such transaction has the maximum value equal to 116.24% of the Company’s net tangible assets (NTA). Since the Company has not entered into any other connected transaction with such connected person or related person or close relative of such connected person during six months before the date of agreement to enter into this transaction, the size of this transaction accordingly exceeds 3% of the Company’s NTA calculated from its consolidated financial statements for the six-month period as of June 30, 2016. As such, the Company is obligated to disclose information on the entry into such transaction to the SET and appoint an independent financial advisor to provide opinion regarding the transaction, as well as seek approval for entering into the connected transaction from 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 having the right to vote, excluding the votes of the shareholders who have a conflict of interest.

Given that the Extraordinary General Meeting of Shareholders approves the above mentioned capital increase and share allotment and FPHT subscribes for the newly issued shares of the Company, FPHT will then hold a total of 735,000,000 shares or about 40% of the Company’s total voting rights after such share allotment, which is more than 25% but less than 50% of the total voting rights. Accordingly, FPHT will be required to make a tender offer for all securities of the Company pursuant to Section 247 of the Securities and Exchange Act B.E. 2535 (as amended) (“SEC Act”) and the Notification of the Capital Market Supervisory Board No. ThorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended).

As one of the conditions precedent to the subscription for the newly issued ordinary shares, FPHT must receive a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders’ meeting of the Company (Whitewash) in accordance with the Notification of the Office of the Securities and Exchange Commission No. SorChor. 36/2546 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 of the Business, dated November 17, 2003. FPHT will receive the waiver from making a tender offer for all securities of the Company only after an approval is passed by the shareholders' meeting with the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

The Board of Directors' Meeting of the Company No. 4/2016 on October 7, 2016 resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2016 for consideration and approval of the allotment of the Company's newly issued ordinary shares under a private placement scheme, the entry into connected transaction and the waiver of FPHT from the requirement to make a tender offer for all of the Company's shares and convertible securities (Whitewash).

The Board of Directors has appointed Baker Tilly Corporate Advisory Services (Thailand) Ltd. ("Independent Financial Advisor-IFA" or "BTCAS"), which is on the SEC's approval list and is independent of the Company, FPHT and FCL, to render opinion to the Company's shareholders regarding the following transactions:

1. Opinion on the private placement offering and allotment of newly issued ordinary shares, entering into the connected transaction concerning reasonableness of the transaction, obtainable benefits, appropriateness of price and conditions for entering into the transaction and opinion on the entering into such transaction to be a basis for the shareholders' decision-making
2. Opinion on the application for a waiver from 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) including the policy and plan on business management proposed by FPHT, total voting rights obtainable by FPHT after acquisition of securities, potential impacts on the shareholders, appropriateness of securities price, and completeness and correctness of name-list of persons under Section 258 of FPHT and number of shares held by them

In preparing this report, the IFA has taken into consideration the information and documents available publicly, the information on industry analysis and forecast, the information and documents supplied by TICON, FPHT and FCL, including the interview with TICON management and the financial information and documents of TICON, FPHT and FCL. Our opinion on the allotment of the Company's newly issued ordinary shares under a private placement scheme, the entering into a connected transaction and the application for a waiver from 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) is based on the information and documents obtained from the Company, FPHT and FCL, consisting of financial statements, publicly available information, financial projection and business plan, and interview with the management and concerned parties. Therefore, we may not certify the accuracy or completeness of the information we have received as well as the information derived from the interview with the Company's management and parties concerned.

Moreover, the opinion rendered herein to the shareholders concerns solely with reasonableness of the connected transaction and the application for a waiver from 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, regardless of the tax obligations that may arise from entry into such transaction. The IFA's opinion is based solely on the economic environment and the information prevailing at the time of preparing this report, without any other incidents including but not limited to economic, political or legal conditions. As such, any significant change in these factors could have an impact on the IFA's opinion. However, the IFA neither can assess impacts from changes in the situation and factors after the period of conducting this study, nor is obligated to revise and update the said information. In preparing this report, the IFA has considered all information with due care and reasonableness in line with professional standards and has given all rationales based on the fair and impartial information and analysis by paying regard primarily to the interest of the shareholders.

EXECUTIVE SUMMARY

The Board of Directors' Meeting of TICON Industrial Connection Plc. ("the Company" or "TICON") No. 4/2016 on October 7, 2016 resolved to propose to the Extraordinary General Meeting of Shareholders for consideration and approval of the increase of the Company's registered capital to serve the subscription of not more than 735,000,000 newly issued ordinary shares with a par value of THB 1 per share by Frasers Property Holdings (Thailand) Co., Ltd. ("FPHT") under a private placement scheme at a price of THB 18 per share or a total value of not more than THB 13,230,000,000. Subsequent to such share subscription, FPHT will become a major shareholder of the Company holding around 40% of the Company's total voting rights.

Given that FPHT successfully subscribes for the newly issued shares of the Company, FPHT will then hold about 40% of the Company's total voting rights after such share allotment, which is more than 25% but less than 50% of the total voting rights. Accordingly, FPHT will be required to make a tender offer for all securities of the Company pursuant to Section 247 of the Securities and Exchange Act B.E. 2535 (as amended) ("**SEC Act**") and the Notification of the Capital Market Supervisory Board No. ThorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended).

As one of the conditions precedent to the subscription for the newly issued ordinary shares, FPHT shall have received a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) in accordance with the Notification of the Office of the Securities and Exchange Commission No. SorChor 36/2546 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 of the Business, dated November 17, 2003, by obtaining the approval from the shareholders' meeting with the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

In fulfillment of the above mentioned conditions precedent, there are relevant issues requiring opinion from an independent financial advisor with regard to the allotment of the Company's newly issued ordinary shares under a private placement scheme, the entering into a connected transaction, and the application for a waiver from 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), which shall be proposed to the Extraordinary General Meeting of Shareholders No. 1/2016, to be held on December 23, 2016, for further consideration and approval, as follows:

1. The offering of 735,000,000 newly issued shares under a private placement scheme to FPHT at the offering price of THB 18 per share or a total value of not more than THB 13,230,000,000 through an increase of the registered capital from THB 1,099,142,375 to THB 1,834,142,375 with a par value of THB 1 per share; and
2. The application for a waiver of FPHT from 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.

Therefore, the entering into the above two transactions of the Company is subject to the approval from the shareholders' meeting with the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding the vote of FPHT which is the applicant for the whitewash waiver and the person under Section 258.

The Board of Directors of the Company has appointed Baker Tilly Corporate Advisory Services (Thailand) Ltd. as the independent financial advisor ("IFA" or "BTCAS") to provide opinion regarding the entering into the above two transactions.

The IFA is of the opinion that the entering into the above transactions is reasonable based on the reason that FPHT is a subsidiary of Frasers (Thailand) Pte Ltd., a subsidiary of Frasers Centrepoint Limited ("FCL"). FCL is a leader in the ASEAN real estate industry who has experience and expertise in developing and managing integrated real estate projects which includes industrial properties across different parts of the world.

Therefore, the investment of FPHT will support and generate opportunity and growth for the Company in new markets such as the ASEAN market, which currently is seeing a growing demand for logistic warehouses and distribution facilities, as well as future demand for warehouses by FCL group of companies and FCL's client base which may become the Company's customers in the future which would allow the Company to rent out more of its warehouses. In addition, the Company could use FCL's experience and expertise in developing industrial properties to enhance the development and management of its projects. Therefore, FPHT's investment will create a synergy and raise the Company's competitiveness to the benefit of the Company and its shareholders.

FPHT has no plan to change the Company's policy and business management within 12 months after the acquisition of securities. The FPHT's rationale for investing in the Company is to extend FCL's industrial property asset class. The Company has an ability of property development, property management, and REIT management. Also, the company is a leading industrial factories and warehouse platform in Thailand, can provide an established platform for FCL to harness its industrial know-how to capture opportunities in industrial properties in Thailand and the AEC region.

In addition, the share allotment under a private placement scheme will enable the Company to have fund for business expansion as planned and significantly reduce the debt to equity ratio in order to maintain a debt to equity ratio, to comply with the conditions of credit facilities with the financial institutions and terms and conditions on rights and obligations of debenture issuance and debenture holders of the Company.

The IFA views that the adjusted book value approach combined with the market value approach and the discounted cash flow approach are suitable for measuring a fair value of the Company. Using these three approaches, the IFA is of the opinion that an appropriate value of the Company's shares should be in a range of **THB 16.19 - 17.60 per share.**

A price for entering into the Transaction of THB 18 per share is higher than the range of fair value appraised by the IFA. Thus, we view that the price for entering into the Transaction of THB 18 per share is reasonable.

Pursuant to the terms and conditions set forth in the Share Subscription Agreement, the offering price of THB 18 per share is not deemed as a price of less than 90% of the market price based on the market price criteria defined in accordance with the rules in the Notification of the Capital Market Supervisory Board No. ThorChor. 72/2558 Re: The Approval for Offering of Newly Issued Shares to the Private Placement Investors of the Listed Company dated October 28, 2015 (as amended). The market price is calculated from the weighted average price of the Company's shares traded on the SET for 15 consecutive business days prior to the date on which the Board of Directors resolved to propose to the shareholders' meeting for approval of such offering of newly issued ordinary shares, which was during the period of September 13, 2016 to October 3, 2016, equal to THB 16.19 per share.

If the offering price of newly issued ordinary shares is lower than 90% of the market price before the share payment dated (The market price is calculated from the weighted average price of the Company's shares traded in the SET for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the first date on which the Company's shares are offered for sale.), the Company shall prohibit FPHT from selling such shares within the period of one year from the commencement date on which the shares are traded on the SET. Upon completion of 6-month period of trading of such such shares traded on the SET, FPHT can gradually sell their shares that are subject to the prohibition of sale at 25 percent of the total number of shares that are subject to the prohibition of sale. These criteria are in accordance with the SET Notification Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558. It is expected that the Company and FPHT will enter into an agreement to give effect to the said obligations.

As a result, **the shareholders are recommended to approve the transactions** in the offering of the Company's newly issued ordinary shares under a private placement scheme to a specific investor which is a connected person and the application for a waiver from 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. However, the voting decision as to whether to approve the transactions depends primarily on the shareholders' individual judgment. The shareholders are recommended to additionally study all information in the documents enclosed with the notice of the shareholders' meeting so that you can use your judgment and discretion for a proper voting decision.

Baker Tilly Corporate Advisory Services (Thailand) Ltd., as the IFA, hereby certifies that we have considered and analyzed all information and expressed opinion thoroughly and fairly in line with professional standards by paying regard primarily to the interest of the shareholders. In providing our opinion, we have taken into consideration the information and documents available publicly, the information on industry analysis and forecast, and the information and documents obtained from concerned parties, including the management interview. We may not certify the accuracy or

completeness of the information obtained from the Company and from the management interview. Moreover, the opinion rendered herein to the shareholders concerns solely with reasonableness of the transactions in the offering of the newly issued ordinary shares to FPHT under a private placement scheme, the connected transaction, and the application for a waiver from the requirement to make a tender offer for all securities of the Company. We have provided the opinion based on the economic environment and the information prevailing at the time of preparing this report only, without any other incidents including but not limited to economic, political or legal conditions. Therefore, any significant change in these factors could have an impact on our opinion.

**A. OPINION OF THE INDEPENDENT FINANCIAL ADVISOR REGARDING THE
ALLOTMENT OF NEWLY ISSUED ORDINARY SHARES OF THE COMPANY
UNDER A PRIVATE PLACEMENT SCHEME AND THE ENTERING INTO A
CONNECTED TRANSACTION**

The meeting of the Board of Directors of TICON Industrial Connection Plc. (“the Company” or “TICON”) resolved to propose to the Extraordinary General Meeting of Shareholders for consideration and approval of the increase of the Company’s registered capital to serve the subscription of not more than 735,000,000 newly issued ordinary shares with a par value of THB 1 per share by Frasers Property Holdings (Thailand) Co., Ltd. (“FPHT”) under a private placement scheme at a price of THB 18 per share or a total value of not more than THB 13,230,000,000. Subsequent to such share subscription, FPHT will become a major shareholder of the Company holding around 40% of the Company’s total voting rights and will have the right to nominate three members of the Company’s Board of Directors, whereas FPHT’s representative will be nominated as the management or controlling person of the Company, provided that an approval from the Board of Directors of the Company is obtained.

Therefore, FPHT is considered a connected person of the Company and, as a result, the said offering and allotment of newly issued shares by the Company to FPHT is deemed as a connected transaction in accordance with Notification of the Capital Market Supervisory Board No. ThorChor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (as amended) and Notification of the SET Board of Governors Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, B.E. 2546, dated November 19, 2003 (as amended) (“Connected Transaction Notification”). Such transaction has the maximum value equal to 116.24% of the Company’s net tangible assets (NTA). Since the Company has not entered into any other connected transaction with such connected person or related person or close relative of such connected person during six months before the date of agreement to enter into this transaction, the size of this transaction accordingly exceeds 3% of the Company’s NTA calculated from its consolidated financial statements for the six-month period as of June 30, 2016. As such, the Company is obligated to disclose information on the entry into such transaction to the SET and appoint an independent financial advisor to provide opinion regarding the transaction, as well as seek approval for entering into the connected transaction from 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 having the right to vote, excluding the votes of the shareholders who have a conflict of interest.

1. NATURE AND DETAILS OF THE TRANSACTION

1.1 Date of the Transaction

The allotment of newly issued ordinary shares is subject to the terms and conditions specified in the Share Subscription Agreement and the approval to be sought by the Company from the Extraordinary General Meeting of Shareholders No. 1/2016. After such approval has been granted and all conditions precedent set forth in the Share Subscription Agreement have been satisfied, the Company will proceed with the increase of its registered capital and allotment of shares to FPHT, which is expected to be completed within 45 days from the date of obtaining the approval from the Extraordinary General Meeting of Shareholders No. 1/2016 to be held on December 23, 2016.

The conditions precedent under the Share Subscription Agreement include, but not limited to, the following conditions:

- The Extraordinary General Meeting of Shareholders of the Company resolves to authorize, approve, implement and effect the allotment of newly issued ordinary shares (Completion), including but not limited to the following matters:
 - a) the increase in the Company's registered capital from THB 1,099,142,375 to THB 1,834,142,375 and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital;
 - b) the issuance and allotment of the newly issued ordinary shares to FPHT as required by relevant laws, rules and regulations; and
 - c) the waiver for the subscription of the newly issued ordinary shares by FPHT from making a mandatory tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash).

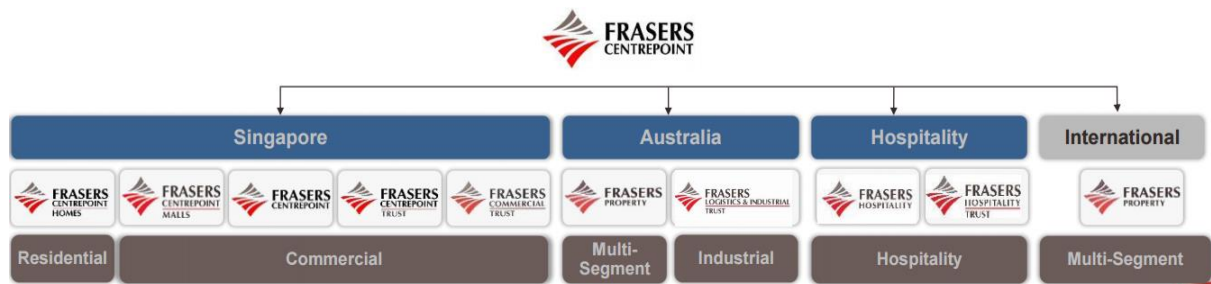
1.2 Relevant Parties and Nature of Relationship

| | |
|--------------------|---|
| Securities issuer | : TICON Industrial Connection Plc. ("the Company" or "TICON") <i>Being incorporated in Thailand and listed on the Stock Exchange of Thailand</i> |
| Type of securities | : Newly issued ordinary shares of the Company in the amount of 735,000,000 shares |
| Subscriber | : Frasers Property Holdings (Thailand) Co., Ltd. ("FPHT") <i>Being a subsidiary of Frasers (Thailand) Pte Ltd., a subsidiary of Frasers Centrepoint Limited ("FCL"). FCL is a listed entity on Singapore Exchange Securities Trading Ltd. (SGX-ST)</i> |

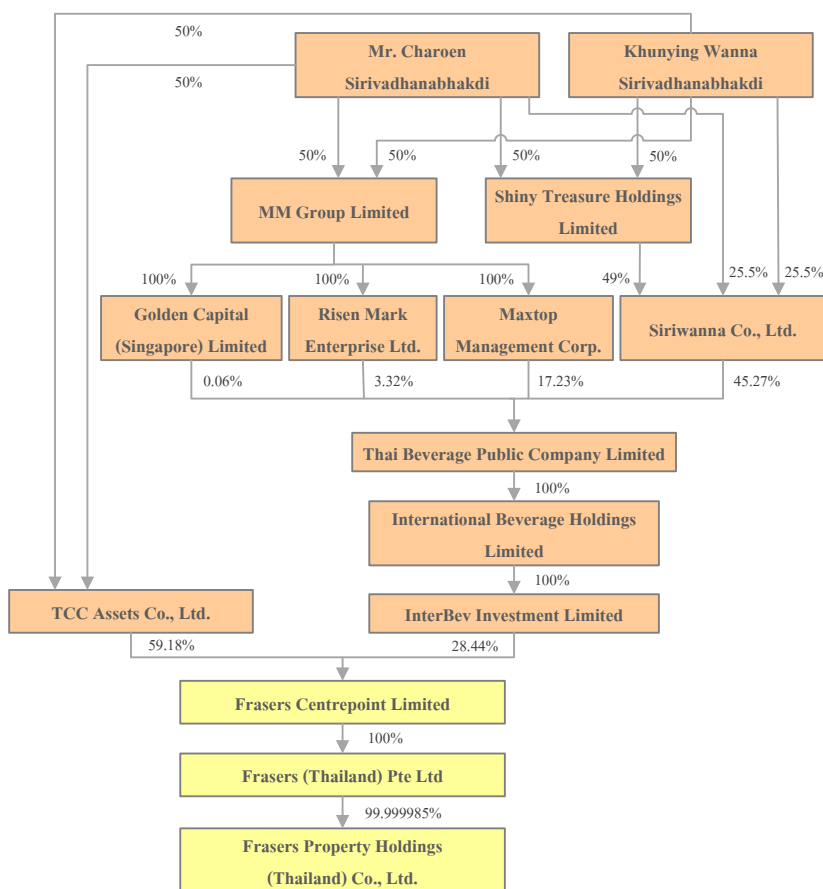
FCL is an international integrated real estate developer and is one of the leaders in Singapore’s real estate business. FCL operates three core business lines: 1) business in Singapore, 2) business in Australia, and 3) hospitality business, emphasizing residential, commercial, retail and industrial properties in Singapore and Australia.

Industrial real estate consists of industrial parks, and warehouses operating in Australia.

Besides, hospitality business is operated in more than 80 cities in North Asia, Southeast Asia, Australia, Europe and the Middle East. FCL has international business arm that focuses on the group’s investments in China, Southeast Asia and the United Kingdom. Beyond that, FCL is a listed company on the Singapore Exchange Securities Trading Ltd. (“SGX-ST”) and is also a sponsor, and its subsidiaries are the managers of three REITs listed on the Main Board of SGX-ST which primarily invests in retail space for rent, office and business space for rent, and industrial properties respectively, as well as one stapled trust listed on the SGX-ST, which mainly invests in hospitality properties.



Shareholding structure of FPHT



Nature of Relationship:

FPHT currently has no relationship with the Company or (1) directors and management, (2) controlling persons or (3) major shareholders of the Company or other entities that have the persons in (1), (2) or (3) as their major shareholders or controlling persons.

Nonetheless, after the subscription of the Company’s newly issued ordinary shares, FPHT will become a major shareholder holding approximately 40% of the Company’s total voting rights and will be entitled to nominate three directors in the Company, which are Mr. Panote Sirivadhanabhakdi, Mr. Chotiphat Bijananda, and Mr. Uten Lohachitpitaks, and FPHT’s representative will be nominated as the management or controlling person of the Company. As such, FPHT will be deemed a connected person of the Company, provided that an approval from the Board of Directors of the Company is obtained. Therefore, FPHT is considered a connected person of the Company in accordance with Notification of the Capital Market Supervisory Board No. ThorChor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (as amended) and Notification of the SET Board of Governors Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, B.E. 2546, dated November 19, 2003 (as amended) (“Connected Transaction Notification”).

From the Company's discussion with FPHT, currently FPHT does not have businesses in rental warehouses in Thailand, which would be competing with the Company's core business. However, if in the future FPHT wishes to

enter into the aforementioned business which may be in competition with the Company's core business, the Company and FPHT will act in accordance with the relevant guidelines.

1.3 Type and Size of the Transaction

The Company will offer and allot not more than 735,000,000 newly issued shares with a par value of THB 1 per share at the offering price of THB 18 per share or a total value of THB 13,230,000,000 to FPHT under a private placement scheme. Subsequent to the subscription of the Company's newly issued ordinary shares, FPHT will become a major shareholder holding approximately 40% of the Company's total voting rights and will be entitled to nominate three directors in the Company, and FPHT's representative will be nominated as the management or controlling person of the Company. As such, FPHT will be deemed a connected person of the Company and, hence, the said offering and allotment of the Company's newly issued shares to FPHT will be considered as a connected transaction in accordance with the relevant notifications and regulations.

By calculating the total value of the transaction of not more than THB 13,230,000,000 under the Connected Transaction Notification, the transaction size is equal to 116.24% of the NTA of the Company and its subsidiaries according to the consolidated financial statements as of June 30, 2016. Details of the said calculation of the connected transaction value are as follows:

$$\text{Size of the connected transaction} = \frac{\text{Consideration value} \times 100}{\text{NTA of TICON}} = \frac{13,230,000,000 \times 100}{11,382,028,000} = 116.24\%$$

The NTA of the Company as of June 30, 2016 is calculated from:

| | | | |
|---|-----|-------------------|----------------|
| Total assets | THB | 36,006.859 | million |
| Less: Intangible assets | THB | 3.727 | million |
| Total Liabilities | THB | 24,617.078 | million |
| Non-controlling interests of the subsidiaries | THB | 4.026 | million |
| Net tangible assets | THB | <u>11,382.028</u> | <u>million</u> |

Since the connected transaction value exceeds 3% of the Company's NTA, the Company is obligated to disclose the information on the connected transaction to the SET and seek approval for the entering into the transaction from its shareholders' meeting with a required affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding the votes of the shareholders who have a conflict of interest under the Connected Transaction Notification.

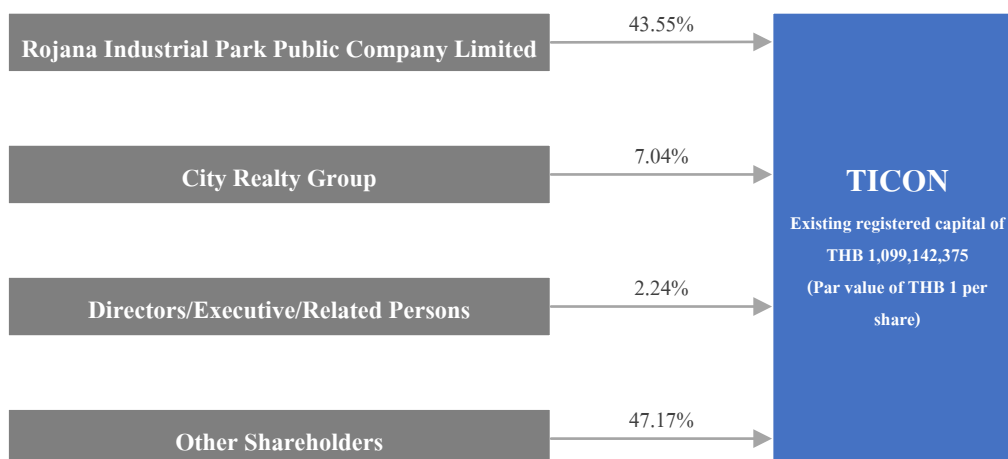
1.4 Summary of Related Agreements

The Meeting of the Board of Directors of the Company No. 4/2016 on October 7, 2016 approved the signing of the Share Subscription Agreement with conditions precedent between the Company and FPHT (“Share Subscription Agreement”). Significant details of the agreement are as follows:

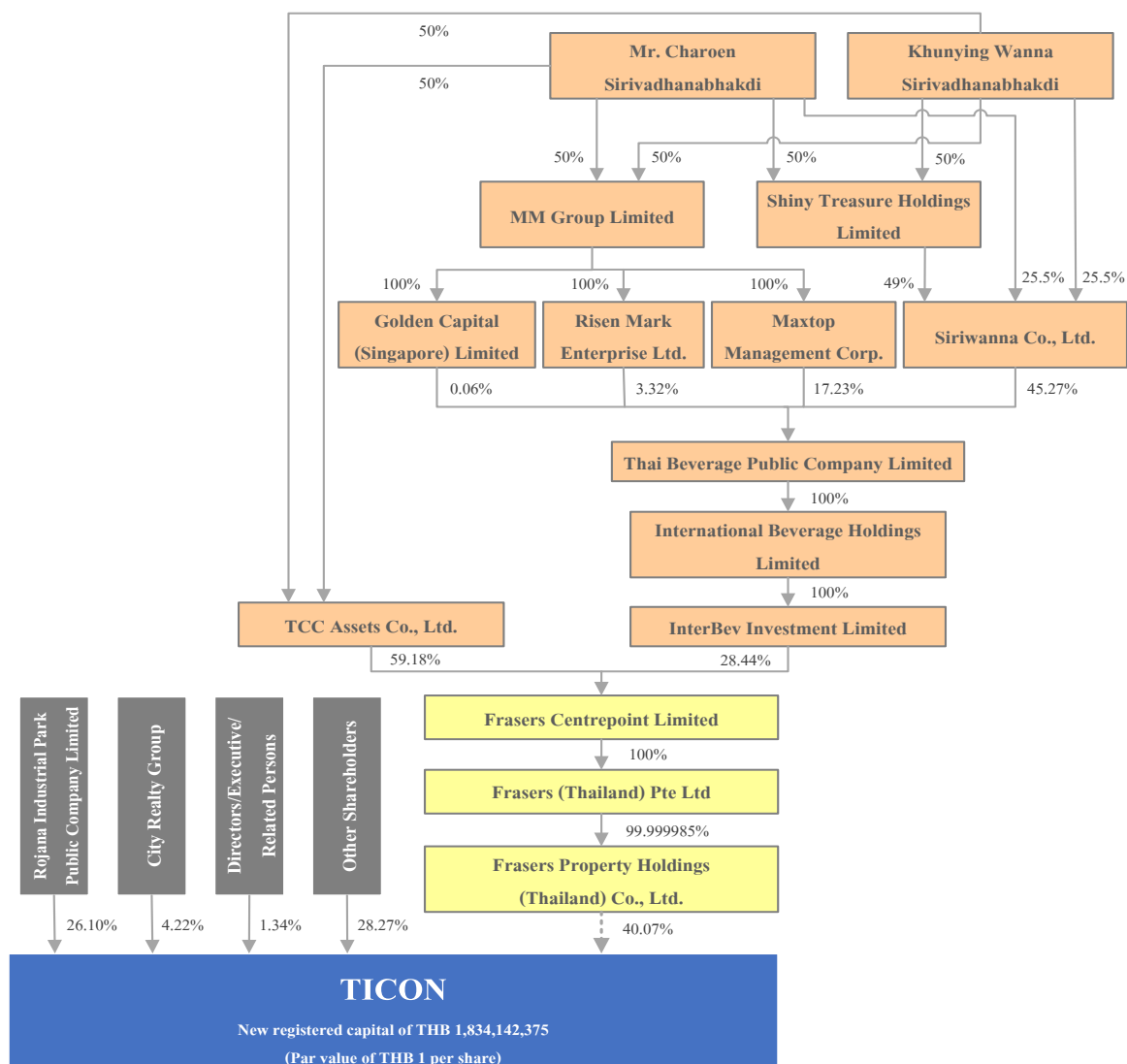
| | |
|--|---|
| Signing date | October 7, 2016 |
| Agreement parties | <u>Issuer:</u> TICON Industrial Connection Plc. (“the Company” or “TICON”) <u>Subscriber:</u> Frasers Property Holdings (Thailand) Co., Ltd. (“FPHT”) |
| Number of newly issued ordinary shares | 735,000,000 shares with a par value of THB 1 per share |
| Price of newly issued ordinary shares | Offering price of THB 18 per share (equal to a total value of not more than THB 13,230,000,000) |
| Key Conditions Precedent and Conditions | <p>The obligation of FPHT to subscribe the newly issued shares depends on the conditions precedent specified by the Share Subscription Agreement which include, but not limited to, the following:</p> <ul style="list-style-type: none"> - the passing by the duly convened Extraordinary General Meeting of Shareholders of the Company of resolutions to authorize, approve, implement and effect the offering and allotment of the newly issued ordinary shares., The key conditions are as follows: <ul style="list-style-type: none"> (i) the increase of the Company’s registered capital from Baht 1,099,142,375 to Baht 1,834,142,375, and the amendment of Clause 4 of the Company’s Memorandum of Association to be in line with the increase of the Company’s registered capital; (ii) the issuance and allocation of the newly issued ordinary shares to FPHT as required by the relevant laws, rules and regulations; and (iii) the waiver for the subscription of the newly issued ordinary shares by FPHT from making a mandatory tender offer for all the securities of the Company through the whitewash to be given to FPHT. - On the Completion Date under the Share Subscription Agreement, FPHT shall nominate three (3) new directors, as agreed with the Company, on the board of the Company and the Company shall convene the Board of Directors Meeting to consider the appointment of new directors nominated by FPHT in replacement of the existing directors who will resign. - In the event that FPHT, which is considered as foreign company, cannot fully subscribe all of the newly issued ordinary shares due to the Company’s foreign shareholding limit, FPHT and the Company agree to use their best endeavors to find an appropriate method, permitted by the relevant laws, so that FPHT can later subscribe for the unsubscribed portion, which FPHT was not able to subscribe due to the foreign shareholding limit. |

| | |
|---|--|
| | <ul style="list-style-type: none"> - the Company must not dispose its main assets, including the offer to dispose of property valued at Baht 1,443 Million to TREIT, which had previously been approved by the Board of Directors' meeting in February 2016. The property, which its disposal must be cancelled, includes 28 units of industrial factories and warehouses which has a combined rental area of 69,021 square meters. |
| Representations of FPHT | FPHT represents that FPHT has sufficient financial resources to consummate the transactions in accordance with terms and conditions under the Share Subscription Agreement. |
| Representations of the Company | The Company represents to FPHT that its status and business operations are in compliance with laws. |
| <ul style="list-style-type: none"> - Termination | <ul style="list-style-type: none"> - Upon mutual agreement in writing between the parties. - In the event that one party is in breach of the agreement, the other party is entitled to terminate the agreement by giving a written notice to the party in breach. |

Shareholding Structure before the Allotment of Newly Issued Ordinary Shares of TICON to FPHT



Shareholding Structure after the Allotment of Newly Issued Ordinary Shares of TICON to FPHT



1.5 Opinion of the Board of Director on the Connected Transaction

The Company's Board of Directors was of the opinion that the offering and allotment of the newly issued shares to FPHT, a connected party, at the offering price of THB 18 per share, is fair and on an arm's length basis.

Furthermore, the Board of Directors also had an opinion that this connected transaction will not only benefit the Company in terms of financial flexibility, but also for the Company's business expansion in the future. This is due to the fact that FPHT has experience in real estate development and ability to provide capital to the Company. In addition, FCL, the parent company of FPHT, is a global full service real estate company and is one of the leading real estate companies in Singapore. There are three main businesses in which FCL operates, namely business in Singapore, business in Australia and business in relation to service apartment, hotel, residence, office building, shopping mall, and industrial real estate throughout 80 cities in Asia, Australia, Europe, and the Middle-East. FCL also has international business which focuses on investment in the group's investments in China, Southeast Asia and the United Kingdom. Moreover, FCL is a company

whose securities are listed on the Main Board of the Singapore Exchange Securities Trading Limited. FCL is also a sponsor and its subsidiaries are the managers of four REITs listed on the Singapore Exchange Securities Trading Limited.

Therefore, considering the rationale as mentioned above, the Board of Directors was of the opinion that the offering and allotment of the newly issued shares to FPHT, the connected person, under the private placement scheme is appropriate and reasonable, and will benefit the Company and its shareholders.

1.6 Opinion of the Audit Committee on the Connected Transaction

The Audit Committee considered the connected transaction at the Audit Committee's Meeting No. 4/2016, held on October 7, 2016, and did not have different opinion from that of the Board of Directors' Meeting No. 4/2016, held on October 7, 2016.

2. Profile of TICON Industrial Connection Plc.

Please refer to Attachment 2 appended to this IFA report.

3. Profile of Frasers Property Holdings (Thailand) Co., Ltd. and Frasers Centrepoint Ltd.

Please refer to Attachment 3 appended to this IFA report.

4. REASONABLENESS OF THE TRANSACTION

4.1 OBJECTIVE AND NECESSITY OF ENTERING INTO THE TRANSACTION

The objectives of the allotment of the newly-issued shares to FPHT are as follows:

- 1) **To engage a strategic investor in order to create alliance in business with FPHT** which is a company in group which possesses a wealth of experience and expertise in operating businesses in real estate development that is the same nature of business of the Company, including being a sponsor of three REITs listed on the SGX-ST, as well as the REITS Manager. In addition, the said experience and expertise of FCL group and its group business network will greatly support business of the Company. Therefore, the allotment of newly issued shares to FPHT creates benefits for the Company's business operation as set out below.
 - FCL group has a client base of multinational corporations in Australia, which may become the Company's client in the future.
 - FCL group is a real estate developer which could support the development of warehouses of the Company to be prepared for the demand for warehouses derived from the growth of consumer goods business in Thailand and ASEAN, and to be the center for distribution to multiple areas, including expansion of its business to ASEAN region in the future.

- FCL group has experience and expertise in all-in-one real estate management in several countries globally. Therefore, it could share such know-how with the Company to support and develop the Company's business.
- 2) **To decrease debt to equity ratio** which currently is equal to 2.12 times (calculated based on the consolidated financial statements for the nine-month period ending 30 September 2016), the conditions of credit facilities with the financial institutions and terms and conditions on rights and obligations of debenture issuance and debenture holders of the Company restrict the Company to maintain such ratio at no more than 2.50 times, despite the fact that such ratio trends to escalate depending on the need of expansion of the Company's business in the future. According to the Company's plan to expand its business overseas within the ASEAN region namely, Indonesia, Vietnam, Cambodia and Myanmar, it may take the Company two to three years before the investment would generate returns. Therefore, the Company cannot sell those properties overseas to the Real Estate Investment Trusts (REIT) or other potential investors in order to use the proceeds from such sale to invest in other property development for another two to three years. Without the capital increase, the Company may have to sell its domestic properties to the REIT in order to maintain a debt to equity ratio, to comply with debt covenant. Therefore, a capital increase is one of the best alternatives for the Company.
- 3) **To complete the capital increase process within a short period of time, as well as obtaining a high offering price compared to other methods** i.e. Right Offering and Public Offering. Both methods involve a lengthy process and may result in a discounted of the offering prices which may lower than that offered by FPHT. Therefore, the private placement scheme will not only enable the Company to promptly receive the capital it needs to support its business expansion but also avoid any effects of price dilution.

The proceeds received from the share allotment is expected to be used for the Company's operations and business expansion, as well as to repay some debts so as to reduce its interest burden. Details of which are as follows:

1) Debt repayment

| Type of Debt | Principal (THB million) | Total Interest for the period (THB million) | Total of principal and interest (THB million) | Period |
|-----------------------------------|----------------------------|--|---|---------|
| Short term loan | | | | |
| - Bill of exchange ⁽²⁾ | 2,700 ⁽¹⁾ | 3 | 2,703 | Q1/2017 |
| //Promissory note | 100 ⁽¹⁾ | - | 100 | Q2/2017 |
| - Bill of exchange ⁽²⁾ | | | | |
| Long-term loan | 1,860 | 2 | 1,862 | Q1/2017 |
| Debenture ⁽³⁾ | 1,100 | 22 | 1,122 | Q1/2017 |
| | 2,920 | 121 | 3,041 | Q3/2017 |
| Total | 8,680 | 148 | 8,828 | |

- Note:** (1) The increase in short term loan principal of THB 1,280 billion from the debt obligation shown in the Company 's Financial statements as of 30 September 2016 (THB 1,520 billion) is an estimate of the debt obligations which the Company may incur through short term borrowings in Q4 2016.
- (2) The interest was discounted from the principle amount and paid on the drawdown date.
- (3) Debenture with maturity dates in 2017

2) **Investment in Domestic and International Projects**

| Project | Estimated Investment (THB million) ⁽¹⁾ | Internal Rate of Return (IRR) ⁽²⁾ | Period (2017) |
|--|---|--|---------------|
| Logistics warehouses located in a province in the eastern area of Bangkok ⁽³⁾ | 2,500 | 10%-12% | within 2017 |
| Logistic warehouses in Indonesia ⁽⁴⁾ | | | |
| - Project 1 | 70 | 13%-14% | Commence Q1 |
| - Project 2 | 80 | 11%-12% | Commence Q1 |
| - Project 3 | 80 | 11%-12% | Commence Q1 |
| Logistic warehouses in Veitnam ⁽⁵⁾ | | | |
| - Project 1 | 140 | 13%-14% | Commence Q2 |
| - Project 2 | 130 | 13%-14% | Commence Q2 |
| <i>Total investment in International Projects</i> | <i>500</i> | | |
| Total | 3,000 | | |

- Note:** (1) Excluding the project's working capital
- (2) Equity IRR
- (3) Due to business and commercial reasons, the Company is unable to disclose further information
- (4) The investment for all projects in Indonesia is done through increasing capital in existing subsidiaries
- (5) The investment for all projects in Vietnam is done through increasing capital in joint venture companies which will be newly established

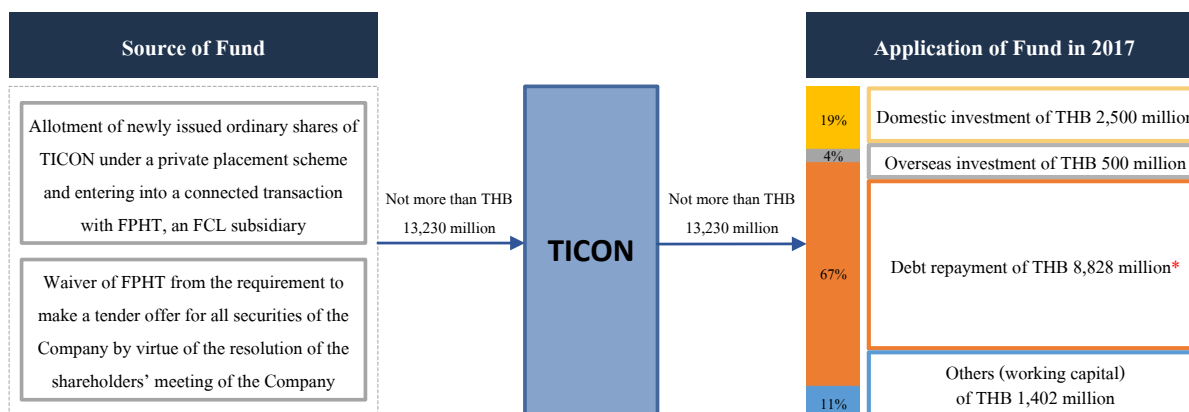
3) **Working Capital** approximately THB 1,402 million

The reason why the Company needs to have a high level of working capital is that the Company's business is developing quality factories and warehouses to meet the needs of its clients. Therefore, the location of each property is a crucial factor for its business success. However, there are a limited number of real estates within the designated industrial zone, which has the potential and supporting infrastructure, and they are expensive. Therefore, having a high level working capital gives the Company a competitive advantage over its competitors in acquiring prime industrial real estates, which the Company would further develop and handover to the clients promptly. The Company plans to utilize the working capital by the end of 2017 as follows:

| Working Capital | THB |
|--|-------------|
| 1) To be used as initial investment capital for domestic factory and logistic warehouse development projects which may arise in the future | 800 million |
| 2) To be used as initial investment capital in companies and/or joint venture companies for international factory and logistic warehouse development projects overseas which may arise in the future | 200 million |
| 3) To be used as working capital for the development of logistic warehouses project located in the eastern area of Bangkok as listed in the table above | 200 million |
| 4) To be used as general operating expenses of the Company | 202 million |

Nonetheless, in the event that the investment in each of the projects cannot be implemented according to the aforementioned plan the Company will use the proceeds from the capital increase to repay its debts which will be due in the year following 2017 to reduce its financial burden and increase flexibility in managing its business.

Summary of source and application of fund



Based on information in Form 247-7, FPHT intends to enhance the Business's strategy and business as follows:

- Extend FCL's established customer driven business model, and strategic customer relationships and development capabilities to enhance the Business's competitive advantages in securing new built-to-suit development opportunities in the Industrial Property sector in Thailand and AEC region
- Maximize on the benefits of the new capital injection from FCL to deleverage the Business's balance sheet, unlock existing underperforming development assets, fund new capital efficient development opportunities and to focus the Business's investment strategy in growing recurring income from rental and dividends
- Leverage on FCL's experience in capital management, and asset management and sustainability to enhance financial return and property metrics for the Business's investment in property funds and REITs

4.2 ADVANTAGES AND DISADVANTAGES OF THE ISSUANCE AND OFFERING OF NEWLY ISSUED ORDINARY SHARES UNDER A PRIVATE PLACEMENT SCHEME

Advantages of the Issuance and Offering of Newly Issued Ordinary Shares under a Private Placement Scheme:

1) The Company will benefit from business alliance (Synergy) with FPHT

The allotment of newly issued shares to FPHT will benefit from business alliance with FPHT. FPHT is the subsidiary of FCL that has proficiency in industrial property development as the global leading property development company, and has a client base of multinational corporations in Australia. In addition, group of shareholders of FPHT, who are operating in consumer business with continuous growth, demand various locations of warehouse in order to distribute their goods to their consumers. This will extend the Company's client base in the future.

Moreover, the Company will obtain FCL's property development know-how to support and develop its business.

2) A significant drop in debt to equity ratio

In relation to the Company's debt to equity ratio, which currently is equal to 2.12x (calculated based on the consolidated financial statements for the nine-month period ending 30 September 2016), the conditions of credit facilities with the financial institutions and terms and conditions on rights and obligations of debenture issuance and debenture holders of the Company restrict the Company to maintain such ratio at no more than 2.50x, despite the fact that such ratio tends to escalate depending on the need of expansion of the Company's business in the future.

The Company plans to use proceeds from the offering and allotment of shares partially for repayment of some debts THB 8,828 million, due date within Q3/2017, to reduce its interest expenses. Thus, its debt burden will decrease, resulting in a significant drop in its debt to equity ratio from 2.12 times to 0.63 times (calculated from total debt as at September 30, 2016 less THB 8,828 million, divided by summation of shareholder's equity as at September 30, 2016 and the increasing capital of THB 13,230 million). This will enhance the flexibility in expanding the business.

3) The Company can use the proceeds from capital increase to invest in domestic and international projects as planned

The Company plan to use a part of the capital from the allotment of newly issued shares to invest in domestic and overseas projects with IRR about 10% - 14%.

4) Increasing of market capitalization and capital base

The entering into this transaction partly contributes to an increase in the market value of securities and capital base of the Company. Its larger capital base following the allotment of shares to FPHT will help to strengthen the Company's financial position and relatively minimize its debt to equity ratio, while enhancing its ability in fund raising and business expansion.

5) Benefit to the Company from the offering price being higher than market price

In the allotment of newly issued ordinary shares of the Company to FPHT, the offering price is set to be THB 18 per share (for 735 million shares) according to the Share Subscription Agreement, with conditions precedent being imposed therein, signed between the Company and FPHT. The market price calculated from the weighted average price of the Company's shares traded on the SET for 7 and 15 consecutive business days prior to the date on which the Board of Directors resolved to propose to the shareholders' meeting for approval of such offering of newly issued ordinary shares, which was during the period of September 23, 2016 to October 3, 2016 and September 13, 2016 to October 3, 2016, is equal to THB 16.34 per share and THB 16.19 per share, respectively. The said market prices over such two periods are both lower than the offering price (THB 18).

Moreover, by comparing with the offering price from other alternatives such as rights offering to the existing shareholders or public offering of those shares, it is highly likely that the shares will be offered at a price with discount from the market price, which will be lower than the offering price of FPHT. Therefore, the offering of shares under the private placement scheme in this transaction will enable the Company to secure new funds to timely support its business expansion, while creating no price dilution effect.

Disadvantages of the Issuance and Offering of Newly Issued Ordinary Shares under a Private Placement Scheme:

1) Significant dilution effects on the existing shareholders

The impacts on the existing shareholders from the capital increase in case FPHT fully subscribes for the entire 735,000,000 newly issued ordinary shares are as described below:

1. Control dilution of 40.07%, where:

$$\text{Control Dilution} = \frac{Q_e}{(Q_o + Q_e)}$$

Where: Q_o = Number of existing paid-up shares of 1,099,142,375 shares

Q_e = Number of new shares issued under the private placement scheme of 735,000,000 shares

| Shareholder | Before capital increase | | After capital increase | |
|-------------------------|-------------------------|------------------|------------------------|------------------|
| | Number of share | Voting right (%) | Number of share | Voting right (%) |
| 1. Existing shareholder | 1,099,142,375 | 100 | 1,099,142,375 | 59.93 |
| 2. New shareholder | - | - | 735,000,000 | 40.07 |
| Total | 1,099,142,375 | 100 | 1,834,142,375 | 100 |

2. Price dilution

Since the offering price of THB 18 per share is higher than the weighted average price of TICON shares traded on the SET for 15 business days prior to the date of the Board of Directors' meeting on October 7, 2016, which was equal to THB 16.19 per share, there is no price dilution effect created.

3. Earning per Share Dilution

$$\text{Earning per Share Dilution} = \frac{\text{Earning per Share before capital increase} - \text{Earning per Share after capital increase}}{\text{Earning per Share before capital increase}}$$

$$\begin{aligned} \text{Earning per Share Dilution} &= \frac{0.95 - 0.57}{0.95} \\ &= 40.07\% \end{aligned}$$

Remark: Earning per share is calculated in period of July 1, 2015 – June 30, 2016

2) FPHT to become a major shareholder holding more than 25% and thereby having the right to veto or disapprove any special and/or important transaction of the Company

Entering into Transaction 1 will lead FPHT to become a major shareholder holding approximately 40% of the Company's total voting rights, which exceeds 25% of the total voting rights and is deemed a significant percentage of shareholding. If in the future the Company has to seek approval for any transaction that requires three-fourths of total votes, it will then need the support of such major shareholder. Besides, FPHT will be entitled to exercise a veto against or give no support to any special and/or significant transactions proposed by the Company that require not less than three-fourths of total votes of the shareholders who attend the meeting and have the right to vote, thus likely leading those special and/or significant agenda items to fail to obtain the approval from the shareholders' meeting.

However, Rojana Industrial Park PLC. ("ROJNA") is one of the Company's major shareholders, will hold shares by 26.10%. Therefore, ROJNA entitled to exercise a veto against or give no support to any special and/or significant transactions proposed by the Company that require not less than three-fourths of total votes of the shareholders who attend the meeting and have the right to vote. According to the management interview, ROJNA and FPHT do not have any relationship to each other.

Remark: As at March 16, 2016, major shareholders of ROJNA are Vinichbutr group (30% of total voting rights) and Nippon Steel & Sumikin Bussan Corporation (21.28% of total voting rights)

3) Entry into the transaction resulting in cancellation of sale of properties to TREIT

Pursuant to the obligation set forth in the condition under the Share Subscription Agreement signed between the Company and FPHT, stipulated that the Company will not dispose its major assets, including the offer to dispose of property to Real Estate Investment Trust (REIT), the Board of Directors' meeting of the Company had to resolve to cancel the sale of properties, comprising of 28 units of factories and warehouses with total rental area of 69,021 sq.m., to TICON Freehold and Leasehold Real Estate Investment Trust ("TREIT") at a value of approximately THB 1,443 million, which was earlier approved by the Board of Directors' meeting in February 2016 and approved by the unitholders' meeting on September 22, 2016. As a consequence, the Company has not generated revenue of THB 1,443 million and profit from sale of such properties of THB 330 million in 2016.

From the cancelation, the Company does not have to pay any penalty fees but the Company has to compensate for expense of THB 12.6 million comprising of legal advisor fee, financial advisor fee, independent financial advisor fee, independent property appraiser fee, audit fee and etc. This compensation has booked into a review report and interim financial statement for the nine-month period ended September 30, 2016

Nonetheless, the Company will continuously obtain rental fee THB 120 million each year.

4.3 ADVANTAGES AND DISADVANTAGES OF NO ISSUANCE AND OFFERING OF NEWLY ISSUED ORDINARY SHARES UNDER A PRIVATE PLACEMENT SCHEME:

Advantages of Not Issuance and Offering of Newly Issued Ordinary Shares under a Private Placement Scheme:

1) No dilution effects on the existing shareholders

If the Company does not offer its newly issued shares under a private placement scheme to FPHT, the Company's existing shareholders will not be impacted by any control and earnings dilution effects.

2) The Company has been being managed by the existing directors

If the Company does not offer its newly issued shares under a private placement scheme to FPHT, the Company's existing directors will not be changed. The Company will be continuously operated by existing directors' policy.

However, regarding form Form 247-7, FPHT does not have any plans to significantly change the Company and subsidiaries' objective within 12 months from the date of transaction.

Disadvantages of No Issuance and Offering of Newly Issued Ordinary Shares under a Private Placement Scheme:

1) The Company still have high debt to equity ratio

If the Company do not enter into the transaction, the Company will not receive the expected fund as per the defined investment objective. Therefore, the Company still has D/E ratio of 2.12 times. The Company has less flexibility to expand its business because the Company has to maintain such ratio not exceed 2.5 times, according to the loan agreement between the Company and lender and condition of rights and responsibilities of the Company's bond issuer and bond holder.

2) The company will not benefit from business alliance with FCL

The Company will not benefit from expansion of a client base from FCL, and will not obtain any operating know-how from FCL in order to support and develop the Company's business.

4.4 ADVANTAGES AND DISADVANTAGES OF ENTERING INTO THE TRANSACTION WITH A CONNECTED PERSON

Advantages of Entering into the Transaction with a Connected Person:

1) The connected person being an experienced industrial real estate investor which can expand the client base of the Company

FPHT, which will become a major shareholder after subscription of the Company's newly issued shares, has experiences in industrial real estate development, the same business as the Company. It also has a client base of multinational corporations in Australia, which may become the Company's client in the future. In addition, FCL, the parent company of FPHT, is a leader in real estate business and has experience and expertise in development and management of industrial properties, which can support the development of warehouses to serve the demand from the group of shareholders of FPHT. This will benefit the expansion of customer base of the Company in the future.

2) Possibility to earn additional income by entering into the transaction with a connected person

The connected persons of FPHT have engaged in a wide range of businesses, such as consumer products, and are among Thailand's top-tier corporations with ongoing growth, thus having increasing demand for warehouses or factories. In case that FPHT would like the Company to help acquire warehouses to serve as logistics centers for FPHT Group in different areas, the Company may be able to generate more rental income from warehouses or factories.

3) The Company could maximize the benefits of new capital injection from FPHT to enhance its financial health and deleverage its balance sheet.

In relation to the Company's debt to equity ratio, which currently is equal to 2.12x (calculated based on the consolidated financial statements for the nine-month period ending 30 September 2016), the conditions of credit facilities with the financial institutions and terms and conditions on rights and obligations of debenture issuance and debenture holders of the Company restrict the Company to maintain such ratio at no more than 2.50x, despite the fact that such ratio tends to escalate depending on the need of expansion of the Company's business in the future.

The Company plans to use proceeds from the offering and allotment of shares partially for repayment of some debts THB 8,828 million, due date within Q3/2017, to reduce its interest expenses. Thus, its debt burden will decrease, resulting in a significant drop in its debt to equity ratio from 2.12 times to 0.63 times. This will enhance the flexibility in expanding the business.

Disadvantages of Entering into the Transaction with a Connected Person:

1) Possibility of future business risk and conflict of interest

FCL has engaged in real estate development and management, which could support the Company's business. However, FCL's major shareholder operates a broad range of businesses with demand for warehouses to serve as their logistics centers and has continuously expanded their businesses and developed new factories. As such, it is possible in the future that FCL will diversify into the factory and warehouse for rent business, thus likely leading to risk of a conflict of interest that may arise in the future.

The Company has discussed with FPHT, it is found that FPHT has not operated business related to warehouses in Thailand, which is the core business of the Company. However, if FPHT wishes to operate business that could compete with the Company's core business, the Company and FPHT will operate business in accordance with the relevant laws, rules and regulations to prevent a conflict of interest.

Furthermore, it is found from the management interview that if the Company needs to lease warehouses and factories to the connected person, it will apply a business operation policy that ensures the Company will remain competitive in any market environment under the provisions of the Company, related law and regulations.

4.5 ADVANTAGES AND DISADVANTAGES OF ENTERING INTO THE TRANSACTION WITH A THIRD PARTY

Advantages of Entering into the Transaction with a Third Party:

1) No chance of a conflict of interest taking place

In general, the entering into a transaction with a non-connected party will not create any conflict of interest in any aspects relating to the transaction.

2) Transparency in the entering into the transaction

By entering into the transaction with a third party, the Company will not be questioned about transparency of the transaction or special favor for the investor. This is because both parties must try to the utmost to negotiate for and protect their own rights and benefits in order to ensure the optimum benefit from the transaction to their stakeholders.

Disadvantages of Entering into the Transaction with a Third Party:

1) Time-consuming negotiation and decision-making process

In the case of the entering into the transaction with a third party, notably a corporate entity or a limited company which does not operate in property development, it may take a considerable period of time for such party to familiarize itself with the Company's business operation. Moreover, the negotiation and decision-making process could be time-consuming, which may cause a delay in the capital increase and affect the Company's business plan.

5. Risk from Entering into the Transaction

5.1 Risk involved with change in the Company's policy and business management

If the entering into Transaction is approved by the shareholders, the shareholding by FPHT will exceed 25% (equal to approximately 40%) of the total voting rights of the Company, which is deemed a significant percentage of shareholding. FPHT will then have the power to exercise checks and balances on certain matters required by law or the Company's Articles of Association to be approved by the shareholders' meeting with affirmative votes of not less than three-fourths, including, among others, capital increase/decrease, waiver from the requirement to make a tender offer for all securities of the business, acquisition/disposal of assets, connected transaction under the SET notification, and issuance and offering of debentures

In the Request Form for Shareholders' Meeting Resolution to Approve the Acquisition of New Securities without the Requirement to Make a Tender Offer for All Securities of the Business (Form 247-7), FPHT has expressed an intention that, within the next 12 months after the acquisition of securities, the FPHT has no plan or policy, and has not entered into any agreement with the Company, the Board of Directors, or the executives of the Company, to make significant

amendments to the objectives for the business operation, policies or business plan of the Company and its subsidiaries. The Company will continue to engage in its current business type .

However, the FPHT expects that, once it becomes a shareholder of the Company, the FPHT must take time to consider and consult with the Board of Directors and executives of the Company with respect to the business operation of the Company, policy planning, plans and strategies of the Company and its subsidiary's business operation, as well as the policies relating to the payment of dividends, expansion of investments, business reorganization, financial management or restructuring, and the acquisition and disposal of assets of the Company and its subsidiary. Such issues shall comply with the procedures for normal business management. The decision-making with respect to the business operation and the taking of action as described above are not at the sole discretion of the FPHT. On the contrary, such decision-making shall comply with the guidelines for exercising careful consideration by means of the resolutions of the Board of Directors and/or resolutions of the shareholders' meeting of the Company, as the case may be, subject to the Company's Articles of Association and relevant laws and regulations. The FPHT shall exercise its voting rights in favor of or against matters in accordance with the number of votes that it has in the Company.

5.2 Risk of losing existing and future customers

Considering that FCL's major shareholder operates a diverse range of businesses, it is possible that the existing customers of the Company or those potential customers in the future, particularly customers that compete directly with the same group of business of FCL's major shareholder, may deem that the Company is a member of FCL's major shareholder group and, hence, may decline to use services from the Company. However, this problem will likely occur only among customers who are competitors and have trade and manufacturing secrets, the number of which is insignificant.

5.3 Risk of FPHT failing to acquire the amount of shares as specified in the agreement due to foreign shareholding limit

Since FCL, which is the parent company of FPHT, is not a juristic entity registered in Thailand, FPHT is accordingly defined as a foreign juristic person. Pursuant to the Foreign Business Act B.E. 2542, non-Thai shareholding in any entity is limited at 49%. As at November 11, 2016, a total of 128,851,242 shares in TICON were already held by foreign shareholders, representing 12%. After the capital increase of another 735,000,000 shares in this transaction, the remaining number of shares available for foreign shareholding in the Company will be 769,878,522 shares, out of the total number of 1,834,142,375 shares. If, while FPHT has not yet subscribed for the shares, there are other foreign investors additionally buying the Company's shares, it is likely that, within 45 days from the date of the Extraordinary General Meeting of Shareholders of the Company, the remaining number of shares available for foreign shareholding may be lower than 735,000,000 shares.

Nonetheless, it is stipulated in the Share Subscription Agreement that, during three months from the date of the Extraordinary General Meeting of Shareholders, the Company and FPHT have duty to observe and immediately notify the other party when there is an increase in the remaining number of shares available for foreign shareholding. FPHT will then purchase the Company's shares up to the full amount of shares permitted for foreign shareholding. In this respect, after a lapse of three months from the date of the Extraordinary General Meeting of Shareholders, FPHT will no longer have to additionally acquire the shares and the Company will not have to issue new shares for offering to FPHT.

6. Fairness of Price and Conditions for the Transaction

6.1. FAIRNESS OF PRICE

To determine the appropriateness of transaction price, the IFA has appraised the share value by various approaches, details of which are presented in Section "Fairness of Securities Value" on page 48.

6.2. FAIRNESS OF CONDITIONS FOR THE TRANSACTION

The subscription for newly issued ordinary shares by FPHT is contingent upon the satisfaction of the conditions precedent specified in the Share Subscription Agreement, including but not limited to the following matters:

- The duly convened Extraordinary General Meeting of Shareholders of the Company of resolutions to authorized, approve, implement and effect the Completion, including to the following matters:
 - (1) the increase in the Company's registered capital from THB 1,099,142,375 to THB 1,834,142,375 and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital;
 - (2) the issuance and allotment of the newly issued ordinary shares to FPHT as required by relevant laws, rules and regulations; and
 - (3) the waiver for the subscription of the newly issued ordinary shares by FPHT from making a mandatory tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash).
- On the Completion Date specified in the Share Subscription Agreement, FPHT shall nominate three (3) new directors, as agreed with the Company, to be on the board of the Company and the Company shall convene a Board of Directors Meeting to consider the appointment of new directors nominated by FPHT in replacement of the existing directors who will resign.
- If FPHT cannot subscribe for the New Shares in the full amount due to the foreign shareholding limit of the Company, FPHT and the Company agree in good faith to determine the most appropriate method permitted by the relevant laws for the subscription of unsubscribed New Shares.

- The company shall not sell its properties, including sale of properties to TREIT at a value of approximately THB 1,443 million, which was earlier approved by the Board of Directors' meeting in February 2016. The sale of such properties consist of 28 units of factories and warehouse with a total rental are of 69,021 sq.m.

The above conditions are in line with the Share Subscription Agreement signed on October 7,2016. The conditions that require the shareholder approval are in line with the relevant SEC regulations and are aimed to protect the interest of the Company's existing shareholders.

**B. OPINION OF THE INDEPENDENT FINANCIAL ADVISOR REGARDING THE
APPLICATION FOR A WAIVER FROM 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)**

1. Nature and Details of the Transaction

The meeting of the Board of Directors of TICON Industrial Connection Plc. (“the Company” or “TICON”) resolved to propose to the Extraordinary General Meeting of Shareholders for consideration and approval of the increase of the Company’s registered capital to serve the subscription of not more than 735,000,000 newly issued ordinary shares with a par value of THB 1 per share by Frasers Property Holdings (Thailand) Co., Ltd. (“FPHT”) under a private placement scheme at a price of THB 18 per share or a total value of not more than THB 13,230,000,000.

Such share allotment will result in FPHT holding a total of 735,000,000 shares or approximately 40% of the Company’s total voting rights after the share allotment, which is more than 25% but less than 50% of the total voting rights. Accordingly, FPHT will be required to make a tender offer for all securities of the Company pursuant to Section 247 of the Securities and Exchange Act B.E. 2535 (as amended) (“SEC Act”) and the Notification of the Capital Market Supervisory Board No. ThorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended). FPHT therefore intends to apply for a waiver from the SEC for the subscription of those ordinary shares without the requirement to make a mandatory tender offer for all securities of the Company by virtue of the resolution of the shareholders’ meeting of the Company (Whitewash) in accordance with the Notification of the Office of the Securities and Exchange Commission No. SorChor. 36/2546 Re: Rules for the Application for a Waiver from the Requirement to Make a Tender Offer for All Securities of the Business, dated November 17, 2003, by obtaining an approval from 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 having the right to vote.

2. CONDITIONS PRECEDENT TO THE TRANSACTION

The allotment of 735,000,000 newly issued ordinary shares for offering to FPHT is contingent upon satisfaction of the conditions precedent under the Share Subscription Agreement, which include the condition that the Extraordinary General Meeting of Shareholders of the Company resolves to authorize, approve, implement and effect the completion of the allotment of newly issued ordinary shares, including but not limited to the following matters:

1. the increase in the Company's registered capital from THB 1,099,142,375 to THB 1,834,142,375 and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital;
2. the issuance and allotment of the newly issued ordinary shares to FPHT as required by relevant laws, rules and regulations; and
3. the waiver for the subscription of the newly issued ordinary shares by FPHT from making a mandatory tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash).

The approval of the Extraordinary General Meeting of Shareholders of the Company No. 1/2016 to be held on December 23, 2016 must be passed with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding votes of the shareholders who are the related persons under Section 258 of the Applicant, whereby the voting rights of such persons shall also be excluded from the total voting rights of the shareholders attending the meeting and having the right to vote with respect to the aforementioned agenda item. The Company expects to complete the capital increase and the allotment of shares to FPHT within 45 days from the date of obtaining the approval from the Extraordinary General Meeting of Shareholders.

3. Opinion of the Independent Financial Advisor on Business Management Policy and Plan Proposed by the Applicant

3.1 OBJECTIVE, POLICY AND PLAN ON BUSINESS MANAGEMENT

The acquisition of 735,000,000 shares in the Company will lead the Applicant to hold approximately 40% of the Company's total shares, which is higher than 25% but not exceeding 50% of the total number of issued shares of the Company. The Applicant indicates in the Request Form for Shareholders' Meeting Resolution to Approve the Acquisition of New Securities without the Requirement to Make a Tender Offer for All Securities of the Business (Form 247-7) as follows:

"As of the whitewash waiver application date, the Applicant has no plan or policy, and has not entered into any agreement with the Company, the Board of Directors, or the executives of the Company, to make significant amendments to the objectives for the business operation, policies or business management plan of the Company and its subsidiaries within 12 months from the waiver application date, except for the Share Subscription Agreement mentioned above. The Company will continue to operate the real estate development business. The reasons for the Applicant's investment in the Company are as follows:

- *Such investment will contribute to the expansion of FCL's exposure in Thailand from residential and commercial or hospitality mixed-use to industrial property asset class.*

- *The Company is a strategic fit for FCL as they have a shared philosophy with similar integrated end-to-end capabilities from development, property management to fund and REIT management.*
- *The Company, as leading industrial factory and warehouse platform in Thailand, can provide an established platform for FCL to harness its industrial know-how to capture opportunities in industrial properties in Thailand and the AEC region.*
- *Thailand is one of FCL's selected secondary markets that offers positive growth prospects.*

The allotment of newly issued shares to FPHT creates benefits for the business operation of the Business as set out below.

- *FCL group has a client base of multinational corporations in Australia, which may become the Company's client in the future.*
- *FCL group is a real estate developer which has experience in developing of warehouses of consumer goods business in Australia which can support the development of warehouses of the Business in Thailand and ASEAN region.*
- *FCL group has experience and expertise in all-in-one real estate management in several countries globally. Therefore, it could share such know-how with the Company to support and develop the Company's business.*

Apart from the objectives mentioned above, the benefits which the Business and shareholders will receive from FPHT's investment will be as follows:

- *FCL has been a global full service real estate company for over 90 years and is one of the leading real estate companies in Singapore. FCL has a wealth of experience in real estate development and has great potential in assisting the Business sourcing capital. Furthermore, FCL is a leader in the ASEAN real estate industry who has experience and expertise in developing and managing integrated real estate projects which includes industrial properties across different parts of the world. Whilst the Business is a leading developer of factories and warehouses in Thailand since 1990 and has factories and warehouses situated in various strategic locations with supporting infrastructures. Therefore, the combination of FPHT's experience and the Business's existing businesses will support each other and generate opportunity and growth for the Business, whether it would be an increase in financial flexibility and business opportunities in new markets such as the ASEAN market, which currently is seeing a growing demand for logistic warehouses and distribution facilities from the economic integration and cooperation between countries within the region - as well as future demand for warehouses by FCL group of companies and FCL's client base which may become the Business's customers in the future, which would allow the Business to rent out more of its warehouses. In addition, the Business could use FCL's experience and expertise in developing industrial properties to enhance the development and management of its projects. Therefore, FPHT's investment will create a synergy and raise the Business's competitiveness to the benefit of the Business and its shareholders.*

- *The larger capital base will provide the Business with ability to expand its business both in Thailand and overseas, and to prevent opportunity loss. The proceeds received from the capital increase will be used for repayment of some debts which will reduce the Business's debt burden. The repayment of debts will result in a significant decrease in the Business's debt to equity ratio.*

The Applicant intends to enhance the Company's strategy and business as follows:

- *Extend FCL's established customer-driven business model as well as strategic customer relationships and development capabilities to enhance the Company's competitive advantages in securing new built-to-suit development opportunities in the industrial property sector in Thailand and AEC.*
- *Maximize the benefits of the new capital injection from FCL to deleverage the Company's balance sheet, unlock existing underperforming development assets, fund new capital efficient development opportunities, and focus the Company's investment strategy on growing recurring income from rental and dividends.*
- *Leverage on FCL's experience in capital management and asset management and sustainability to enhance financial return and property metrics for the Company's investment in property funds and REITs.*

The Applicant has no plan or policy to make significant amendments to the policies or business management plan of the Business and its subsidiary within 12 months from the application date. However, the Applicant expects that, once it becomes a shareholder of the Company, the Applicant must take time to consider and consult with the Board of Directors and executives of the Company with respect to the business operation of the Company, policy planning, plans and strategies of the Company and its subsidiaries' business operation, as well as the policies relating to the payment of dividends, expansion of investments, business reorganization, financial management or restructuring, and the acquisition or disposal of assets of the Company and its subsidiaries. Such issues shall comply with the procedures for normal business management. The decision-making with respect to the business operation and the taking of action as described above are not at the sole discretion of the Applicant. On the contrary, such decision-making shall comply with the guidelines for exercising careful consideration by means of the resolutions of the Board of Directors and/or resolutions of the shareholders' meeting of the Company, as the case may be, subject to the Company's Articles of Association and relevant laws and regulations. The Applicant shall exercise its voting rights in favor of or against matters in accordance with the number of votes that it has in the Company."

The IFA is of the opinion that the Applicant has no intention to change the objective, policy and plan on business operation of the Company within 12 months from the waiver application date as described earlier. The Applicant is a major shareholder of the Company and has nominated its three representatives, as agreed with the Company, to serve as the Company's directors, namely 1) Mr. Panote Sirivadhanabhakdi, 2) Mr. Chotiphat Bijananda and 3) Mr. Uten Lohachitpitaks, who altogether represent 37.5% which does not exceed 50% of the total number of directors and does not constitute a majority of the Company's Board of Directors. Moreover, the business operation of the Company and the decision on any matters are not at the sole discretion of the Applicant, but are subject to prudent consideration with the resolution of the Company's Board of Directors. Therefore, the Company will continue to operate business under its

operational plan and policy as usual. The Company and its shareholders will not be affected during the 12-month period mentioned above, but will benefit from the increased shareholding of the Applicant by securing additional funding source for its operation and business expansion as well as for repayment of debts according to the Company's objective for the increased capital.

3.2 MANAGEMENT STRUCTURE AND ORGANIZATION STRUCTURE

Based on information in Form 247-7 and interview with the Company's management, the Applicant will, given a success in the above transaction and after it has become the Company's shareholder, nominate three directors to replace the directors who will tender resignation. As a result, the structure of the Company's Board of Directors will be as follows:

List of the Board of Directors, according to the latest director register as of November 11, 2016, is as follows:

| No. | Name | Position |
|-----|---------------------------|--|
| 1 | Mr. Chali Sophonpanich | Chairman of the Board |
| 2 | Mr. Jirapongs Vinichbutr | Director |
| 3 | Mr. Chai Vinichbutr | Director |
| 4 | Mr. Nate Charanvas | Director |
| 5 | Mr. Virapan Pulges | Director and Managing Director |
| 6 | Mr. David Desmond Tarrant | Chairman of the Audit Committee and Independent Director |
| 7 | Mr. Chatchaval Jiaravanon | Audit Committee Member and Independent Director |
| 8 | Mr. Threekwan Bunnag | Audit Committee Member and Independent Director |

Source: Form 247-7

Subsequent to the acquisition of securities, the expected list of the Board of Directors after the Applicant has become the Company's shareholder will be as follows:

| No. | Name | Position |
|-----|------------------------------|--|
| 1 | Mr. Chali Sophonpanich | Chairman of the Board |
| 2 | Mr. Chai Vinichbutr | Director |
| 3 | Mr. Panote Sirivadhanabhakdi | Director |
| 4 | Mr. Chotiphat Bijananda | Director |
| 5 | Mr. Uten Lohachitpitaks | Director |
| 6 | Mr. David Desmond Tarrant | Chairman of the Audit Committee and Independent Director |
| 7 | Mr. Chatchaval Jiaravanon | Audit Committee Member and Independent Director |
| 8 | Mr. Threekwan Bunnag | Audit Committee Member and Independent Director |

Source: Form 247-7

According to the above table, the Applicant will, after it has become the Company's shareholder, nominate the following three directors to replace the directors who will tender resignation:

| No. | Name | Profile |
|-----|------------------------------|--|
| 1 | Mr. Panote Sirivadhanabhakdi | <p><u>Work Experience:</u> Present - Director of FCL, FPHT, and many other companies such as Berli Jucker Plc., Univentures Plc., Golden Land Property Development Plc., Thai Beverage Plc., etc.</p> <p><u>Education:</u> Master of Management Information System, London University, United Kingdom Bachelor of Production Engineering, Boston University, USA</p> |
| 2 | Mr. Chotiphat Bijananda | <p><u>Work Experience:</u> Present - Director of FCL and many other companies such as Sermasuk Plc., Golden Land Property Development Plc., Big C Supercenter Pcl., Fraser and Neave, Ltd., etc.</p> <p><u>Education:</u> MBA Finance, University of Missouri, USA BBA Law, Thammasat University</p> |
| 3 | Mr. Uten Lohachitpitaks | <p><u>Work Experience:</u> Present - Director of FPHT and Chief Executive of FCL Group, responsible for managing and supervising FCL Group's capital market transactions and providing advice on strategic planning for asset investment</p> <p><u>Education:</u> MBA, Assumption University BBA, Assumption University</p> |

In this regard, the appointment of 3 directors nominated by FPHT to the Board of Directors of the Business which consists of 8 directors (divided into 5 executive directors and 3 independent directors), the FPHT nominated directors will not have a decisive voting power, as the board of directors' ordinary resolution requires a majority vote.

The IFA is of the opinion that the Applicant may not change the Company's business or decide on any transaction at its sole discretion, but must hold discussion with the Board of Directors and the management, thus enabling the Company to manage and operate all businesses continuously and transparently as usual.

3.3 DIVIDEND POLICY

FPHT has no plan to make any changes to the current dividend policy of the Company. The Company has a policy to pay dividend at a rate not less than 40% of its after-tax profit, subject yet to its operating results, financial position and other management-related factors. At present, none of the loan agreements made with its financial lenders have imposed any restriction on dividend payment by the Company. Its dividend payment records in the past three years are shown below:

| | 2013 | 2014 | 2015 |
|--------------------------|-------|-------|-------|
| Earnings per share (THB) | 1.56 | 0.76 | 0.70 |
| Dividend per share (THB) | 1.00 | 0.50 | 0.50 |
| Dividend payout (%) | 64.61 | 72.15 | 71.40 |

The IFA is of the opinion that the Applicant has no plan to change the Company's dividend policy. Moreover, after FPHT becomes the Company's major shareholder, FPHT can support the Company in expanding customer base, reducing the Company's debt, and creating business expansion locally and abroad which will enhance the Company's profit and ability to pay higher dividend to the shareholders. FPHT will have the right to receive dividend from the Company's operating result when FPHT is registered to be the shareholders of the Company.

3.4 Plan on Disposal of Core Assets of the Company and Its Subsidiaries

The Applicant has no plans to dispose of any core operating assets of the Company or those of its subsidiaries, except in the ordinary course of its business and on arm's length basis, the sale of properties to REITs in order to optimize the Company's capital management, increase competency and profitability in response to the future business situation or economic climate, with the emphasis on the benefit of the Company and subsidiary, or preserve the interests of the Company and subsidiary or according to the plans that have been put into place or are being considered by the Company or the subsidiary of the Business.

The IFA is of the opinion that the Company has mainly engaged in industrial property development by building factories and warehouses for rent and also for sales when the occasion serves. Revenues earned from sales of factories/warehouses to TFUND, TLOGIS, TGROWTH and TREIT constitute a high proportion of its total revenues. Proceeds obtainable from factories/warehouses disposal to such funds are used for financing its yearly business expansion. The Company also sells factories to its tenants who are granted an option to buy the properties as specified in their respective lease agreements. The said disposal of assets is transaction conducted in the usual course of business of the Company.

In entering into any significant asset disposal transaction, the Company must abide by the regulations pertaining to acquisition or disposal of assets prescribed in Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and Notification of the SET Board of Governors Re: Disclosure of Information and Other Acts of Listed Companies Concerning Acquisition or Disposition of Assets, B.E. 2547. Thus, the Applicant's policy will not affect the operation of the Company.

3.5 Policy on Related Party Transactions

It is indicated in Form 247-7 that *"After the acquisition of securities, the Applicant does not have any plan to make any significant change to the policy of entering into the connected transactions, currently specified and applied by the Business. The Applicant will encourage the Board of Directors of the Company to establish agreements and determine*

terms and conditions of the related party transactions on an arm's length basis and at market price comparable to the prices attained by external parties. The Applicant will also ensure that there will be no significant changes in relation to number of related party transactions between (1) the Applicant or related persons of the Applicant and (2) the Company.

Additionally, in the case that there will be related party transaction conducted in the future after the Applicant becomes the shareholders of the Business, the Applicant will encourage the Board of Directors of the Business to comply with the related party transaction policy of the Business, the relevant rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, including the Rules on Acquisition and Disposal of Material Assets and the Rules on Connected Transactions.”

Currently, since the Applicant has not yet become a connected person of the Company, no related party transactions have therefore been disclosed in financial statements or annual registration statement (Form 56-1).

The IFA has considered all lease agreements made by customers with TICON Group and discovered that there is only one member company of the Applicant's group which has still leased a warehouse from TICON Group under the ordinary trade terms (The said transaction will be the connected transaction after FPHT becomes the major shareholder of the Company).

The IFA views that the related party transactions with the Applicant may increase in the future given that the Company or the Applicant launches business expansion and has to acquire land, factories or warehouses for rent between them or connected parties of the Applicant lease factories or warehouses from the Company. In any case, however, the Company will follow corporate governance policy and procedures, while the Audit Committee will have duty to consider the entering into related party transactions and ensure that the Company acts in conformity with the SET Board of Governors' Notification Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, B.E. 2546, and notifications of the Office of the SEC and/or the Federation of Accounting Professions regarding related party transactions.

Currently FPHT does not have businesses in rental warehouses in Thailand, which would be competing with the Business's core business. As long as FPHT is the shareholder of the Company, if in the future FPHT wishes to enter into the aforementioned business which may be in competition with the Company's core business, the Business and FPHT will act in accordance with the relevant guidelines.

3.6 Policy on Maintaining of Listed Company Status

The Applicant has no policy to delist the Company's securities from the SET within the next 12 months after the acquisition of securities.

The IFA is of the opinion that the Applicant has no power to make a decision at its sole discretion because a voluntary delisting of the Company must conform to the SET's regulations. In addition, the delisting is subject to the

approval of the shareholders' meeting with required affirmative votes of at least three-fourths of the total number of issued shares of the Company and without dissenting votes against the delisting from shareholders with aggregate shareholding of more than 10% of the total number of issued shares of the Company.

4. Total Voting Rights 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 rights to which the Applicant would be entitled after the acquisition of securities include:

4.1 Total Voting Rights that the Applicant Would be Entitled to after the Acquisition of Securities

As at September 30, 2016, the Company had a registered capital of THB 1,115.94 million and paid-up capital of THB 1,099.14 million, divided into 1,099,142,375 ordinary shares with a par value of THB 1 per share. After completion of the acquisition of TICON shares in this transaction, FPHT will hold shares in the Company equivalent to approximately 40% of the total voting rights of the Company. Details of the shareholders are as tabulated below:

| Shareholders | Before Securities Acquisition | | After Securities Acquisition | |
|--|-------------------------------|---------------|------------------------------|---------------|
| | No. of Shares | % | No. of Shares | % |
| Rojana Industrial Park Plc. | 478,699,619 | 43.55 | 478,699,619 | 26.10 |
| City Realty Group | 77,383,469 | 7.04 | 77,383,469 | 4.22 |
| Directors/management/related persons | 24,622,239 | 2.24 | 24,622,239 | 1.34 |
| Other shareholders | 518,437,048 | 47.17 | 518,437,048 | 28.27 |
| Frasers Property Holdings (Thailand) Co., Ltd. | - | - | 735,000,000 | 40.07 |
| Total | 1,099,142,375 | 100.00 | 1,834,142,375 | 100.00 |

The said percentage of shareholding by FPHT of 40.07% of the total voting rights of the Company is deemed a significant amount. Although it cannot constitute a majority control over voting at the shareholders' meeting, FPHT will be able to exercise checks and balances in certain matters required by law or the Company's Articles of Association to be approved by the shareholders' meeting with affirmative votes of not less than three-fourths, including, among others, capital increase/decrease, waiver from the requirement to make a tender offer for all securities of the business, acquisition/disposal of assets, connected transaction under the SET notification, issuance and offering of debentures, etc.

4.2 Total Voting Rights that the Applicant Would be Entitled to in the Future without Tender Offer Requirement

In the event that the shareholders' meeting approves the whitewash waiver application, the Applicant will acquire an additional 9.92% of the total voting rights of the Company (or will be able to hold additional shares up to 49.99% of the total voting rights of the Company) without the tender offer requirement.

5. Potential Impacts on the Shareholders

If the Extraordinary General Meeting of Shareholders No. 1/2016 resolves to approve the allotment of 735,000,000 newly issued ordinary shares of the Company under a private placement scheme to FPHT and to also approve the whitewash waiver application, there will be dilution effects on the existing shareholders of the Company as follows:

5.1 CONTROL DILUTION

Given that the shareholders' meeting approves the allotment of newly issued ordinary shares of the Company under a private placement scheme, there will be control dilution of 40.07% (see more details in Section B. "4.1 Total Voting Rights that the Applicant Would be Entitled to after the Acquisition of Securities").

5.2 PRICE DILUTION

There is no price dilution effect created since the offering price to FPHT of THB 18 per share is higher than the weighted average price of TICON shares traded on the SET for 15 consecutive business days prior to the date of the Board of Directors' meeting on October 7, 2016, which was equal to THB 16.19 per share.

5.3 EARNINGS PER SHARE DILUTION

If the shareholders' meeting approves the allotment of newly issued ordinary shares of the Company under a private placement scheme, there will be earnings per share dilution of 40.07% (see more details in Section A. "4.2 Advantages and Disadvantages of the Issuance and Offering of Newly Issued Ordinary Shares under a Private Placement Scheme").

6. Benefits Obtainable by the Company from Approval of the Transaction

6.1 The Company will get benefits from cooperation with FPHT (Synergy) in expanding the Company's customer base

FPHT is the subsidiary company in FCL Group which is an international integrated real estate developer having experience in developing the industrial property and having customer base in Australia which is a large international company renting the warehouses. FPHT's shareholders also operate the business relating to consumer goods and has been growing consistently. Therefore, the demand for warehouses to be the distribution center is rising in many areas and this would help the Company in expanding their customer base.

In addition, the Company can apply know-how of FCL in managing the real estate to develop the Company's business.

6.2 Ability to promptly receive funds from the offering of shares and to use the funds for partial debt repayment to reduce interest expenses, for domestic and overseas investment, and for business operation

From the allotment of 735,000,000 newly issued ordinary shares under a private placement scheme at an offering price of THB 18 per share, the Company will receive total proceeds of not more than THB 13,230,000,000 which the Company will use for repayment of some debts to reduce interest expenses (THB 8,828 million), domestic and overseas investment (THB 3,000 million) to reach the Equity IRR approximately 10%-14% as expected, and business operation (THB 1,402 million) in order to acquire land and develop factory and/or warehouse to transfer to customers in time.

The Company expects to enter into such transaction after obtaining the approval from the Extraordinary General Meeting of Shareholders No. 1/2016, to be held on December 23, 2016, and to complete the transaction within 45 days from the date of obtaining such shareholders' approval. The Company further plans to make the allotment of shares to FPHT and list its newly issued shares on the SET by January 2017.

6.3 Significant drop in debt to equity ratio

The Company's plan to use funds from the offering and allotment of its shares partly for repayment of some debts to reduce interest expenses will help to decrease its debt burden and, hence, lead its debt to equity ratio to drop significantly from 2.12 times to 0.63 times (based on the reviewed financial statement as of September 30, 2016), so the Company will be able to expand the business while maintaining such ratio of not exceed 2.5 times according to the conditions of credit facilities with the financial institutions and terms and conditions on rights and obligations of debenture issuance and debenture holders of the Company.

6.4 Ability to uninterruptedly operate business under the existing business plan and policy

After completion of the transaction, FPHT will become a major shareholder holding 40.07% of the Company's total voting rights and will be entitled to nominate its three representatives to serve as the Company's directors, namely 1) Mr. Panote Sirivadhanabhakdi, 2) Mr. Chotiphat Bijananda and 3) Mr. Uten Lohachitpitaks. All of them have had expertise and experience in real estate business administration, which could support the Company's operation through the use of Frasers Group's know-how and is deemed crucial to the Company's future growth. In the application for a whitewash waiver, FPHT has no plan or policy, and has not entered into any agreement with the Company, the Board of Directors, or the executives of the Company, to make significant amendments to the objectives for the business operation, policies or business management plan of the Company and its subsidiaries within 12 months from the waiver application date, thus allowing the Company to uninterruptedly operate business under the existing business plan and policy.

7. Risk Involved with Failure to Obtain Approval for the Whitewash Waiver

- 1) In the case that the shareholders' meeting does not approve the whitewash waiver, it is likely that FPHT will turn to approach the Company's competitors instead. The competitors will then gain benefits, more or less, from FPHT in terms of stronger competitiveness and financial status, know-how transfer from FPHT through the parent company, FCL, and opportunities to partner with FCL affiliates. Moreover, the allotment of newly issued ordinary shares of the Company to FPHT and the application for a waiver of FPHT from the requirement to make a tender offer are the conditions precedent specified in the Share Subscription Agreement. As such, if the shareholders' meeting does not approve the whitewash waiver, the Company may lose business opportunities in various aspects as follows:
 - Lose opportunity to expand customer base from FCL's customers, the large international companies, rent the warehouses in Australia.
 - Lose opportunity to obtain FCL's expertise in developing the Company's warehouses.
 - Lose opportunity to obtain FCL's experience, expertise, and know-how in development and management of integrated real estate projects in various regions around the world to support the Company's business.
- 2) The Company will not gain benefits from capital increase of FPHT to support financial stability and reduce debt in the Company's financial statement. As a consequence, the Company would still have debt to equity ratio of 2.12 times and also have limited options to expand the business as taking more loans could result in breach of the conditions of credit facilities with the financial institutions and terms and conditions on rights and obligations of debenture issuance and debenture holders of the Company that require the Company to maintain such ratio of not exceed 2.5 times.

8. Fairness of Price

To determine appropriateness of the transaction price, the IFA has measured a fair value of the shares by different approaches as described in Section "Fairness of Securities Value" on page 48.

9. Opinion of the Company's Board of Directors

- Reason and necessity for the issuance of newly issued ordinary shares to FPHT

Presently, a new capital is preferred for the Company for business expansion and reduce debt burden. The Board of Directors was of the opinion that the offering and allotment of the newly issued shares to FPHT under the private placement scheme will provide the Company with the new capital within a short period of time, compared to a public offering which involves longer protocols, more time and higher processing costs. In addition, the offering to public or to the existing shareholders has an uncertainty that the Company may not be able to raise capital or receive a full subscription within the time that the Company has set.

The Board of Directors also had an opinion that the transaction will not only benefit the Company in terms of financial flexibility, but also for the Company's business expansion in the future. This is due to the fact that FPHT has experience in real estate development and strong ability to provide capital. In addition, FCL, the parent company of FPHT, is a global full service real estate company and is one of the leading real estate companies in Singapore. There are three main businesses in which FCL operates, namely business in Singapore, business in Australia and business in relation to service apartment, hotel, residence, office building, shopping mall, and industrial real estate throughout 80 cities in Asia, Australia, Europe, and the Middle-East. FCL also has international business which focuses on investment in the group's investments in China, Southeast Asia and the United Kingdom. Moreover, FCL is a company whose securities are listed on the Main Board of the Singapore Exchange Securities Trading Limited. FCL is also a sponsor and its subsidiaries are the managers of four REITs listed on the Singapore Exchange Securities Trading Limited.

- **Feasibility of the plan for utilizing proceeds received from the offering**

The Board of Directors was of the opinion that the proceeds will certainly be utilized for the Company future expansion and repayment of some debts.

- **Reasonability of the increase of the registered capital and the sufficiency of the capital in the case that the capital raised by the offering of shares does not cover all of the budget required for the project operation**

After the consideration of the necessity of this capital increase, as well as the benefits from having FPHT as a strategic partner as mentioned above, the Board of Directors was of the opinions that this capital increase is reasonable and will provide the Company with most benefits.

- **Impact of the business operation, financial status, and overall operation of the Company as a result of the issuance of the newly issued ordinary shares**

The Board of Directors was of the opinion that the Company's business operations will be well supported by the new strategic partner, due to their experiences and expertise. Also, the Company's stronger financial status after the capital increase will help improve its performance. According to the estimation, the debt to equity ratio of the Company will decrease from 2.16 times to 0.64 times, estimated from deduction of total debts of the consolidated financial statements ending 30 June 2016 from the proceeds received from the capital increase in the portion which will be used for repayment of debts in the amount of THB 8,800 million, divided by shareholders' equity of the consolidated financial statements ending 30 June 2016, plus the proceeds received from the capital increase in the amount of THB 13,230 million.

In case of referring to the consolidated financial statements ending 30 September 2016, the debt to equity ratio estimated by the abovementioned method, will decrease from 2.12 times to 0.63 times.

In addition, the conditions in the Share Subscription Agreement between the Company and FPHT, stipulating that the Company must not dispose its main assets, including the offer to dispose of property valued at THB 1,443 million to TREIT in 2016, will not cause an adverse effect to the performance of the Company as the proceeds received by the Company from this capital increase will be sufficient for the business expansion. Moreover, the Company has no need to dispose property to TRIET due to decrease of the debt to equity ratio as mentioned above. Although in 2016, the Company has made profit less than the estimated amount of approximately THB 330 million due to the cancellation of the sale of properties to TRIET, the Company will receive the rental fee incurred from such properties in the amount of approximately THB 120 million per annum throughout the lifetime of such properties, as well as will be able to dispose such properties in the future if necessary.

10. Completeness and Accuracy of the List of Names and Number of Shares Held by Related Person under Section 258 of the Applicant

The Applicant indicates in Form 247-7, Clause 7, that “There are no related persons under Section 258 of the Applicant holding shares in the Company as of the Record Date to determine rights to attend the meeting, i.e. on October 25, 2016.”

The IFA examined list of shareholders of the Company as of October 26, 2016, which was the latest register book closing date, and did not find names of FPHT, FCL and any members of the Sirivadhanabhakdi family, which is the ultimate shareholder of FPHT, appearing on such shareholders register. However, there is a shareholder, Mr. Atip Bijananda, whose name appeared on the shareholders register, holding 250,000 shares in the Company (0.023% of the issued share before the transaction). He has the same family name as Mr. Chotiphat Bijananda who is a non-executive director of FCL and will be nominated as the Company’s director after FPHT has acquired the newly issued ordinary shares under the Share Subscription Agreement between the Company and FPHT.

The IFA inquired FPHT (through TICON) about the relationship between Mr. Atip Bijananda and Mr. Chotiphat Bijananda and found that Mr. Atip Bijananda is son of Mr. Chotiphat Bijananda’s uncle and is not a related person under Section 258 of the Applicant. In addition, the Applicant submitted an electronic mail dated November 13, 2016 to inform the Company that Mr. Atip Bijananda is not a person acting in concert of the Applicant.

Therefore, there were no names of related persons under Section 258 of the Applicant appearing on the list of shareholders of the Company as of the latest shareholders register book closing date, which was October 26, 2016.

FAIRNESS OF SECURITIES VALUE

The IFA has identified fairness of securities value of the Company based on information about the securities provided by the Company, interview with the management, information from financial statements audited and reviewed by a certified public accountant, and publicly available information. We have provided opinion based on the assumption that all information obtained is correct and complete and also based on the economic environment and the information prevailing at the time of preparing this report only. Therefore, any significant change in these factors could have an impact on our opinion.

Using the information obtained, we have measured a fair value of the securities by different approaches as follows:

- Book Value Approach
- Adjusted Book Value Approach
- Market Value Approach
- Price to Book Value Ratio Approach (P/BV Ratio)
- Price to Earnings Ratio Approach (P/E Ratio)
- Discounted Cash Flow Approach (DCF)

Details of the share valuation of TICON by the above approaches are as follows:

1) Book Value Approach

The book value approach measures the Company's value based on its book value at a certain period of time, i.e. net asset value (total assets less total liabilities) or shareholders' equity as presented in its financial statement as of September 30, 2016, which is the latest financial statement as of the issuance date of the Independent Financial Advisor Report proposed to the shareholders to consider the allotment of shares to FPHT and the waiver from the requirement to make a tender offer for all securities of the Company. Such financial statement was reviewed by a certified public accountant of EY Office Ltd., which is an auditor approved by the SEC. The Company's book value as of September 30, 2016 is calculated as follows:

| | | |
|--|------------------|----------------------|
| ▪ Issued and paid-up registered capital | 1,099.14 | THB million |
| ▪ Premium on ordinary shares | 7,343.38 | THB million |
| ▪ Retained earning | | |
| Appropriated (statutory reserve) | 126.37 | THB million |
| Unappropriated | 2,767.87 | THB million |
| ▪ Other components of shareholders' equity | 68.49 | THB million |
| Total shareholders' equity | 11,405.25 | THB million |
| Non-controlling interests of the subsidiaries | 4.88 | THB million |
| Total shareholders' equity | 11,410.14 | THB million |
| Total number of issued and paid-up shares (million shares) | 1,099.14 | Million shares |
| Book value (THB/share) | 10.38 | THB per share |

From the valuation using the book value approach as of September 30, 2016, TICON shares are valued at **THB 10.38 per share**.

2) Adjusted Book Value Approach

By the adjusted book value approach, TICON shares are appraised by taking the share value derived from the book value approach, deducted by commitments and contingent liabilities as shown in the Company's consolidated financial statements as of September 30, 2016, and adjusted by items taking place after the close of the financial statements or the items that help to better reflect the actual book value such as surplus on valuation adjustment of investments in associates, and revaluation surplus on investment properties, and less upcoming commitments and contingent liabilities. The result thereof is then divided by the total number of paid-up shares of the Company as of September 30, 2016. The share valuation by this approach could more accurately reflect the net present value of assets than the book value approach.

Details of assets and liabilities as shown in the Company's financial statement, reviewed by its auditor, as of September 30, 2016 are as follows:

Unit: THB million

| Assets | | | Liabilities | | |
|--|---|------------------|--|--|------------------|
| Cash and cash equivalents | | 176.22 | Short-term loan | | 1,520.00 |
| | | | Trade and other payables | | 393.30 |
| Investment in subsidiaries, joint ventures, associates and related company | 2 | 2,945.12 | Current portion of long-term loan from related company | | 143.20 |
| | | | Current portion of long-term loan | | 297.32 |
| | | | Current portion of debentures | | 5,220.00 |
| Investment properties under development and available for rent/sale | 1 | 17,945.98 | Long-term loan from related company | | 712.17 |
| Investment properties for rent | 1 | 12,913.04 | Long-term loan | | 711.76 |
| Property, plant and equipment | | 379.98 | Debenture | | 13,320.00 |
| Deferred tax assets | | - | Provision for long-term employee benefits | | 41.12 |
| Deposits for purchase of property | | 691.89 | Deferred tax liabilities | | 55.89 |
| Other assets | | 594.27 | Customer deposits | | 337.54 |
| | | | Unearned revenues from land rental | | 1,331.36 |
| | | | Other liabilities | | 152.70 |
| Total assets | | 35,646.50 | Total liabilities | | 24,236.36 |

The IFA analyzed TICON's financial statements and opined that details of the items that are factored into the measurement of the Company's value by the adjusted book value approach are as follows:

1) Revaluation surplus on properties

The IFA has taken into consideration the property appraisal reports prepared by five independent valuers approved by the SEC, comprising Nexus Property Consultants Co., Ltd, Wealth Appraisal Co., Ltd., T.A. Management Corporation (1999) Co., Ltd., Thai Property Appraisal Lynn Phillips Co., Ltd. and First Star Consultant Co., Ltd. These reports were prepared for public purposes, with the properties appraised by 1) Cost Method, 2) Income Approach with Discounted Cash Flow Model, and 3) Comparative Valuation method.

The properties appraised by the independent valuers have a combined book value of THB 30,859.02 million, details are as follows:

1.1) Investment properties under development and available for rent/sale

1.2) Investment properties for rent comprise of lands, factories and warehouses

Book value and fair value of assets valued by independent appraisal can be summarized as the following table;

| | (Unit : THB million) | Book value includes interest between TPARK and TICON | Gain/loss of fair value |
|-----------------------------|----------------------|---|-------------------------|
| Factory | 11,026.99 | 7,578.31 | 3,448.68 |
| Central | 6,306.80 | 3,938.91 | 2,367.89 |
| Bangkok | 33.70 | 13.35 | 20.35 |
| Prathumthani | 453.20 | 241.38 | 211.82 |
| Prachinburi | 1,567.90 | 1,183.11 | 384.79 |
| Phra Nakhon Si Ayutthaya | 2,887.50 | 1,433.02 | 1,454.48 |
| Samutprakan | 1,364.50 | 1,068.05 | 296.45 |
| East | 4,720.19 | 3,639.40 | 1,080.79 |
| Chonburi | 3,934.66 | 3,037.06 | 897.60 |
| Rayong | 785.53 | 602.34 | 183.19 |
| Warehouse | 25,719.64 | 23,484.08 | 2,235.56 |
| Central | 12,350.35 | 11,814.12 | 536.23 |
| Bangkok | 464.91 | 447.96 | 16.95 |
| Phra Nakhon Si Ayutthaya | 4,238.82 | 3,448.70 | 790.12 |
| Samutprakan | 5,786.97 | 5,738.08 | 48.89 |
| Samutsakorn | 1,859.65 | 2,179.38 | (319.73) |
| East | 12,343.99 | 10,712.93 | 1,631.06 |
| Chachoengsao | 3,296.11 | 3,409.88 | (113.77) |
| Chonburi | 7,382.63 | 6,133.69 | 1,248.94 |
| Prachinburi | 1,541.16 | 276.39 | 145.17 |
| Rayong | 1,243.69 | 892.98 | 350.71 |
| North | 431.02 | 387.38 | 43.64 |
| Lamphun | 431.02 | 387.38 | 43.64 |
| North East | 449.06 | 428.10 | 20.96 |
| Khonkan | 449.06 | 428.10 | 20.96 |

| | (Unit : THB million) | Book value includes interest between TPARK and TICON | Gain/loss of fair value |
|---|----------------------|---|-------------------------|
| South | 145.22 | 141.55 | 3.67 |
| Suratthaini | 145.22 | 141.55 | 3.67 |
| Total of factory and warehouse | 36,720.33 | 31,062.40 | 5,657.93 |

The book value of assets, which shown in the table above, includes interest charged between TPARK and TICON of THB 210.35 million. Therefore, the book value that is presented in the TICON's consolidated financial statement equal to THB 31,062.40 – 210.35 = 30,852.05 million. Finally, the fair value is higher than the book value of THB 5,868.28 million.

Remark

- Property appraisal reports prepared by T.A. Management Corporation (1999) Co., Ltd. were appraised on October 12, 2016 and October 27, 2016.
- Property appraisal reports prepared by Nexus Property Consultants Co., Ltd. was appraised on October 31, 2016.
- Property appraisal reports prepared by Wealth Appraisal Co., Ltd. were appraised on October 10, 2016.
- Property appraisal reports prepared by Thai Property Appraisal Lynn Phillips Co., Ltd. were appraised on October 20,25,26 and 27, 2016.
- Property appraisal reports prepared by First Star Consultant Co., Ltd. were appraised on September 10, 2016 and October 10, 11, 25, 26, 28, 30 and 31, 2016.
- Please see summary of assumption of appraisal reports prepared by 5 of Independent valuers in attachment 4.

2) Surplus on valuation adjustment of investments in associates

As of September 30, 2016, the Company held investment units in TICON Property Fund (“TFUND”), TPARK Logistics Property Fund (“TLOGIS”), TICON Industrial Growth Leasehold Property Fund (“TGROWTH”), TICON Freehold and Leasehold Real Estate Investment Trust (“TREIT”) and PT SLP Surya TICON Internusa (Private company established in Indonesia) in the amount of 172,470,000 units, 66,427,000 units, 132,901,000 units, 68,441,000 units and 11,600,000 shares or 15.00%, 16.05%, 23.95%, 12.08% and 25.00% respectively. Such investments in associates were accounted for by the equity method in the Company's consolidated financial statements. It has been found that the marked-to-market value as of September 30, 2016 of such investment units was higher than their book value shown in the financial statement as of September 30, 2016, as tabulated below:

| | Unit price (THB) | Number of unit (Thousand units) | Market value (THB Thousand) | Book value (THB Thousand) | Surplus on valuation adjust ment (THB Thousand) |
|----------------|---------------------|------------------------------------|--------------------------------|------------------------------|---|
| TFUND | 10.40 | 172,470.00 | 1,793,688.00 | 798,586.00 | 995,102.00 |
| TLOGIS | 11.80 | 66,427.00 | 783,838.60 | 441,262.00 | 342,576.60 |
| TGROWTH | 12.30 | 132,901.00 | 1,634,682.30 | 782,725.00 | 851,957.30 |
| TREIT | 10.00 | 68,441.00 | 684,410.00 | 486,899.00 | 197,511.00 |
| SLP | | 11,600.00 | - | 432,914.00 | - |
| Total | | 451,839.00 | 4,896,618.90 | 2,942,386.00 | 2,387,146.90 |

Remark: PT SLP Surya TICON Internusa, properties, factory and warehouse developer in Indonesia, is a private company. Thus, the company doesn't have a market value.

3) Valuation adjustment of commitments and contingent liabilities

3.1 Long-term lease agreements

a) Land lease contract with Industrial Estate Authority of Thailand

From the note to consolidated interim financial statements for the nine-month periods ended September 30, 2016, the Company and its subsidiaries have commitments in respect of six long term lease contracts with future payment. These lease agreements are summarized as follows;

| Contract Number | Lease period | Rental rate (THB million per annum) |
|-------------------------|-------------------------------------|--|
| 21/2538 – Nor Chor | 13 December 1995 – 12 December 2025 | 4.70 |
| 14/2540 - Nor Chor | 14 November 1997 – 13 November 2027 | 0.66 |
| 9/2542 – Nor Chor | 18 August 1999 – 17 August 2029 | 2.21 |
| 9/2544 - Nor Chor | 6 June 2001 – 31 December 2018 | 5.59 |
| Nor Chor. Kor. 002/2548 | 25 January 2005 – 31 December 2018 | 0.75 |
| Nor Chor 005/2549 | 25 April 2006 – 31 December 2018 | 2.08 |

The IFA estimated present value of the long-term lease contracts of THB 91.28 million.

b) Office rental contract and related service contract with related company

The Company has commitments in respect of office rental and related service agreements made with a related company, with rental and service fees charged at a rate of THB 17 million per annum. These lease agreements cover a 3-year period as from July 2015 to June 2018. The IFA estimated the present value of total rental and service fee of THB 39.91 million.

3.2 Capital commitments

From the note to consolidated interim financial statements for the nine-month periods ended September 30, 2016, the Company has commitments in respect of agreements made with contractors at a value of THB 175 million and agreements made for consulting at a value of THB 38 million. The total present value as at September 30, 2016 was THB 190.16 million.

From the adjustments above, total value of commitments and contingent liabilities are THB 321.36 million.

From the reviewed financial statement as at September 30, 2016, the book value can be adjusted as below;

| Particulars | Amount (THB million) |
|--|----------------------|
| Shareholders' equity as of September 30, 2016 | 11,410.14 |
| <u>Add</u> Revaluation surplus on properties | 5,868.29 |
| <u>Add</u> Surplus on valuation adjustment of investments in associates | 2,387.15 |
| <u>Less</u> Loss on valuation adjustment of commitments and contingent liabilities | 321.36 |
| Book value after adjusted items | 19,344.22 |
| Total number of issued and paid-up shares as of September 30, 2016 ³ (shares) | 1,099,142,376 |
| Share value under adjusted book value approach (THB/share) | 17.60 |

From the valuation using the adjusted book value approach as of September 30, 2016, TICON shares are valued at **THB 17.60 per share**.

3) Market Value Approach

Market value approach base on the weighted average market price of the Company's shares traded on the SET. The market price is, as defined by the SEC, the weighted average closing price of shares traded on the SET not less than 7 consecutive trading days but not more than 15 consecutive trading days before the offer price fixing date. Therefore the weighted average market price on the SET over 7 and 15 consecutive business days before October 7, 2016, which was the date of the Board of Directors' meeting of the Company and was the approval date for the Private Placement offering and allotment, the entering into the connected transaction and the waiver from making a tender offer for all the Company's securities by virtue of the resolution of the shareholders' meeting of the Company (Whitewash), could be summarized as follows:

| Number of Retroactive Trading Days | Applicable Period for Calculation | Trading Value (Million THB) | Average Daily Trading Volume (Million Shares) | Weighted Average Closing Price per Share (THB) |
|------------------------------------|-----------------------------------|-----------------------------|---|--|
| 7 days | Sep 23, 2016 – Oct 3, 2016 | 68.01 | 4.16 | 16.34 |
| 15 days | Sep 13, 2016 – Oct 3, 2016 | 35.30 | 2.22 | 16.19 |

Source: SETSMART

Note: - During October 4, 2016 – October 7, 2016, the SET had provided TICON a "SP" sign to temporary trading suspension of listed company due to a failure of the issuer to follow regulations or to provide adequate explanation in the event its share price changes without legitimate reason. Therefore, the IFA choose the closed price on the date and prior to October 3, 2016 to calculate the weighted average Company's shares price.

- The IFA used trading volume in each day to calculate weighted average share price.

From the valuation using the market value approach, the average value of TICON shares over 7 and 15 consecutive trading days is appraised at **THB 16.19 – 16.34 per share**. During the said 7-15 days before the date of the Board of Directors' resolution, the Company's shares were traded in the amount of 2.22 million – 4.16 million shares per day, representing 0.20% – 0.38% of its total paid-up shares.

To consider the probability and reasonableness of this private placement offering, The IFA calculated wider range of weighted average company's share price separated in several period as follows:

| Number of Previous Days | Cumulating of Trading Value (Million THB) [1] | Cumulating of Trading Volume (Million Shares) [2] | Weighted Average Share Price (THB Per Share) [1] ÷ [2] |
|-------------------------|--|--|---|
| 7 | 476.09 | 29.14 | 16.34 |
| 15 | 539.21 | 33.30 | 16.19 |
| 30 | 809.36 | 51.10 | 15.84 |
| 60 | 1,891.93 | 121.92 | 15.52 |
| 90 | 2,586.66 | 170.96 | 15.13 |
| 120 | 3,448.25 | 233.52 | 14.77 |
| 180 | 3,923.24 | 274.25 | 14.31 |
| 270 | 4,922.92 | 358.93 | 13.72 |
| 360 | 6,637.83 | 481.64 | 13.78 |

Source: SETSMART

Based on information shown in weighted average share price table, The IFA used trading value weighted by the company's share price before October 7, 2016; the date of the 4th/2016 Board of Directors' meeting, which the IFA started using the closed price at 3rd October 2016, the last day of trading on TICON prior to being suspended ("SP") by the SET (temporary trading suspension of listed company securities during 4th October 2016 – 7th October 2016). The range of weighted average share price 7 to 365 consecutive trading days were 13.72 - 16.34 THB per share, which were lower than private placement offering price by FPHT at THB 18 per share.

The IFA had considered about trading liquidity of the company's shares. The IFA selected six SET-listed entities that operate a similar type of business which generated income from sale and/or renting of factories/warehouses comprising Amata Corporation Plc. (AMATA), Navanakorn Plc. (NNCL), Rojana Industrial Park Plc. (ROJNA), Thai Factory Development Plc. (TFD), WHA Corporation Plc. (WHA) and Wyncoast Industrial Park Plc. (WIN) and compared to TICON using the Averaged Turnover Ratio.

| Number of Previous day | Averaged Turnover Ratio | | | | | | | Range of Averaged Turnover Ratio |
|------------------------|-------------------------|--------------------|------|-------|------|------|------|----------------------------------|
| | TICON | Peer Group Company | | | | | | |
| | | AMATA | NNCL | ROJNA | TFD | WHA | WIN | |
| 7 | 0.38 | 0.22 | 0.83 | 0.04 | 0.21 | 0.70 | 0.35 | 0.04 – 0.83 |
| 15 | 0.20 | 0.32 | 0.65 | 0.05 | 0.20 | 0.55 | 0.06 | 0.05 – 0.65 |
| 30 | 0.16 | 0.40 | 0.65 | 0.03 | 0.53 | 1.25 | 0.05 | 0.03 – 1.25 |
| 60 | 0.19 | 0.43 | 0.77 | 0.04 | 0.53 | 0.59 | 0.10 | 0.04 - 0.77 |
| 90 | 0.17 | 0.42 | 0.61 | 0.02 | 0.30 | 0.27 | 0.01 | 0.01 – 0.61 |
| 120 | 0.18 | 0.36 | 0.58 | 0.03 | 0.11 | 0.12 | 0.15 | 0.03 – 0.58 |
| 180 | 0.14 | 0.33 | 0.42 | 0.03 | 1.46 | 0.15 | 0.10 | 0.03 – 1.46 |
| 270 | 0.12 | 0.35 | 0.32 | 0.09 | 0.57 | 0.72 | 0.38 | 0.09 – 0.72 |
| 360 | 0.12 | 0.34 | 0.26 | 0.12 | 0.63 | 0.68 | 0.68 | 0.12 – 0.68 |

Source: SETSMART

Note: The Averaged Turnover Ratio is referred to the liquidity of the company's security, comparing to peer group of the business during the 7 days - 365 days' period begin at October 3, prior to being suspended ("SP") by the SET (temporary trading suspension of listed company securities during 4th October 2016 – 7th October 2016). According to the same assumptions, we also used this condition with the peer group companies.

Market Value Approach is represented the securities trading price which is absorbed demand and supply of the investor in the assumption of effective market; the investor able to reach the company's information, listed company's news, characteristic of the listed company, ability to generate income, competitive advantage, current condition of industrial and economy which may impact to the overall company. Based on information of Averaged Turnover Ratio shown that the company's securities have continuously traded in SET and the Percentage of Averaged Turnover Ratio was in the average range of peer group companies. Therefore, The IFA has an opinion that the valuation of Market Value Approach is suitable.

4) Price to Book value Approach: P/BV Ratio

Price to Book value approach determines the share value based on the Company's book value (BV) shown in its reviewed consolidated financial statements as of September 30, 2016, multiplied by price to book value ratio of the Peer Group companies. The IFA used an average of P/BV of the Peer Group companies to refer the referring P/BV. We calculated from the average of P/BV previous consecutive 7 trading days to 365 trading days from October 6, 2016; the date before the 4th/2016 Company Board of Director meeting, to minimize the deviation in share price movement triggered by either an unusual incident or seasonal price change, which could lead the share price prevailing at any given period to fail to genuinely reflect a fair value.

To calculate the Peer Group P/BV, we have selected the listed company in SET which operate the similar type of business to TICON generating a revenue from sales and rental of factories space/warehouses to calculate the weighted closed price to book value. Six comparable companies comprise of Amata Corporation Plc. (AMATA), Navanakorn Plc.

(NNCL), Rojana Industrial Park Plc. (ROJNA), Thai Factory Development Plc. (TFD), WHA Corporation Plc. (WHA) and Wyncoast Industrial Park Plc. (WIN).

The IFA have compiled historical data on consecutive 7 to 365 trading day P/BV of 6 listed companies before date of Company Board of Director Meeting the 4th/2016 (7th October 2016). The IFA used the closed price at 3rd October 2016, the last day of trading on TICON prior to being suspended (“SP”) by the SET (temporary trading suspension of listed company securities during 4th October 2016 – 7th October 2016). According to the same assumptions, we also used this condition with the Peer Group companies. In this respect, we have compiled historical data on P/BV of all seven entities during the 7 days - 365 days’ period and excluded P/BV of the companies that are deemed an outlier so as to minimize deviation in the calculation, and then computed the average P/BV of those peer companies, as shown in the table below:

| Peer Companies | | Averaged P/BV Ratio | | | | |
|----------------|-------------------------------------|---------------------|-------------|-------------|-------------|-------------|
| | | 7 days | 30 days | 90 days | 180 days | 365 days |
| (1) | Amata Corporation Plc. (AMATA) | 1.08 | 1.12 | 1.19 | 1.19 | 1.34 |
| (2) | Navanakorn Plc. (NNCL) | 1.05 | 1.08 | 1.14 | 1.13 | 1.11 |
| (3) | Rojana Industrial Park Plc. (ROJNA) | 0.89 | 0.88 | 0.89 | 0.89 | 1.06 |
| (4) | Thai Factory Development Plc. (TFD) | 2.40 | 2.50 | 2.62 | 2.37 | 2.38 |
| (5) | WHA Corporation Plc. (WHA) | 2.36 | 2.53 | 2.48 | 2.44 | 3.01 |
| (6) | Wyncoast Industrial Park Plc. (WIN) | 1.13 | 1.23 | 1.35 | 1.44 | 2.38 |
| | Average of Peer Group P/BV | 1.49 | 1.56 | 1.61 | 1.58 | 1.88 |

Source: SETSMART

Note: The nature of business of the Peer Group companies is described below:

- (1) AMATA is a developer of industrial estate properties in Thailand and Vietnam and its group members are providers of after-sales public utilities and facilities such as water and power supply, natural gas, etc.
- (2) NNCL develops properties and industrial estates for sale and for rent and provides infrastructure facilities in industrial estate.
- (3) ROJNA has engaged in industrial estate development and related business.
- (4) TFD is a developer of land, ready-built standard factories for sale and rent in industrial estate or industrial zones of their own and others, residential condominium business in Bangkok’s Central Business District, provincial resort, invests in office buildings for rent and also managing in real estate project such as office buildings, SMEs factories and warehouses.
- (5) WHA develops both built-to-suit and general warehouses, distribution centers and factories for rent and has a policy to sell its properties to WHA Premium Factory and Warehouse Freehold and Leasehold Property Fund (WHAPF) on a continuous basis.
- (6) WIN offers for rent factory buildings on Bang Na-Trat Road, Km 52, comprising customs free-zone area, office for rent outside the customs free-zone area and free-zone area on the roof top.

Based on information shown in the Company’s reviewed consolidated financial statements as of September 30, 2016 and by multiplying the Company’s book value of THB 10.38 per share by the Peer Group P/BV ratio in a range of 1.45 - 1.88 times, TICON shares are valued at between **THB 15.47 and 19.51 per share**.

5) Price to Earnings Ratio Approach: P/E Ratio

By this approach, the shares are valued from the Company's earnings per share (EPS) in the previous four quarters as of September 30, 2016, multiplied by the Peer Group P/E which is derived from the average of P/E ratio of SET-listed entities that operate a similar type of business to TICON. The said multiple is calculated from the daily closing price of shares in different time horizons of 7 days to 365 days up to the cut-off date of October 6, 2016, which is one business day before the date of the Board of Directors' meeting of the Company No. 4/2016 as mentioned earlier.

In the calculation of Peer Group P/E, we have compiled historical data on P/E of all six entities during the 7 days to 365 days up to the cut-off date of October 6, 2016, which is one business day before the date of the Board of Directors' meeting of the Company No. 4/2016. However, the IFA used the closed price at 3rd October 2016, the last day of trading on TICON prior to being suspended ("SP") by the SET (temporary trading suspension of listed company securities during 4th October 2016 – 7th October 2016). In addition, we removed P/E of the companies that are deemed an outlier so as to minimize deviation in the calculation, and then computed the average P/E of those peer companies, as shown in the table below;

| Peer ³ | | Average P/E Ratio | | | | |
|----------------------------------|---|-------------------|--------------|--------------|--------------|--------------|
| | | 7 days | 30 days | 90 days | 180 days | 365 days |
| (1) | Amata Corporation Plc. (AMATA) | 13.27 | 13.78 | 12.54 | 11.22 | 8.87 |
| (2) | Navanakorn Plc. (NNCL) ^{/1} | n/a | n/a | n/a | n/a | n/a |
| (3) | Rojana Industrial Park Plc. (ROJNA) ^{/1} | n/a | n/a | n/a | n/a | n/a |
| (4) | Thai Factory Development Plc. (TFD) ^{/1} | n/a | n/a | n/a | n/a | n/a |
| (5) | WHA Corporation Plc. (WHA) | 20.64 | 22.13 | 22.03 | 22.98 | 29.83 |
| (6) | Wyncoast Industrial Park Plc. (WIN) ² | 518.91 | 567.84 | n/a | n/a | n/a |
| Average of Peer Group P/E | | 16.96 | 17.96 | 17.28 | 17.10 | 19.35 |

Source: SETSMART

Remark: /1 P/E of NNCL, ROJNA and TFD are not available as the companies recorded a negative EPS during the said period.

/2 We have excluded P/E of WIN from the calculation for the period of 90 days, 180 days and 365 days because its P/E during such period is unusual high.

/3 Details of the nature of business of the Peer Group companies are provided in Remark /2 below the table illustrating the Peer Group P/BV.

As shown in the above table, the average Peer Group P/E is calculated in a range of 16.96 – 19.35 times, whereby P/E of any entities deemed as an outlier is not factored into the calculation.

The Company's net income in previous four quarters as of September 30, 2016 is as follows;

| Accounting period | Net Income (THB thousand) |
|------------------------|------------------------------|
| Q4/2015 | 792,669 |
| Q1/2016 | 256,918 |
| Q2/2016 | (8,813) |
| Q3/2016 | 21,919 |
| Total 4 quaters | 1,062,693 |

The EPS as of September 30, 2016 was THB 0.9669 per share. The Company's share value, appraised by the P/E ratio approach by multiplying the Peer Group P/E by the estimated EPS of the Company as shown above, is in a range of **THB 16.40 – 18.71 per share.**

6) Discounted Cash Flow Approach (DCF)

The valuation of TICON shares by this approach is based on future performance of the Company and its subsidiaries by estimating present value of the future free cash flow estimated under the Company's 10-year financial projection (2016-2026) with an appropriate discount rate. The IFA has calculated the weighted average cost of capital (WACC) to be used as a discount rate for discounting the future free cash flow value based on the assumption that the Company operates as a going concern. The assumptions used for the financial projection are based on financial information or ratios derived from historical records and/or from the Company's budgets or business plans, including information on related industries. However, the financial projection and valuation of TICON's value take no account of any material change in economic and social condition or any crucial impact from natural catastrophic incident in the future.

The key assumptions used for the financial projection are as follows:

1. Revenue projection

The Company is a developer of factories and warehouses for rent in industrial estates, industrial parks, industrial zones, industry-promoted zones and other strategic locations in Thailand.

The key assumptions of the revenue projection are as follows:

1.1. Rental and related service income

Projection of space for rent and service provision

Based on information obtained from TICON, the past and projected occupancy rates of factories/warehouses are as follows:

| Average Occupancy Rate (%) | Actual | | | | Projected |
|----------------------------|--------|------|------|-----------------|-----------|
| | 2013 | 2014 | 2015 | 2016 (9 months) | 2016-2026 |
| Factories | 73 | 62 | 49 | 47 | 48 |
| Warehouses | 71 | 63 | 68 | 68 | 67 |

The average occupancy rate of factories/warehouses of the Company in 2015 declined from 2013 and 2014. The main reasons were the economic downturn and that the Company sold factories/warehouses, mostly occupied by its tenants, to property funds.

The IFA has estimated the occupancy rate of factories/warehouses for 2016 – 2026 based on the average occupancy rate in 2014 – 2016 (9 months), required to be constant throughout the forecast period.

Projection of rental and related service income

The Company earns yearly rental and related service income from renting of factories and warehouses. The IFA has estimated the average rental rate constant in 2016-2018, and increase by 1.67% per year since 2019, according to the growth rate of rental fees refer to the rental agreements that the Company can increase its rental fee after the 3-year expired date.

1.2. Income from sales of properties

Sales of factories/warehouses make up the biggest proportion of the Company's total revenues due to the fact that, in 2013-2015, the Company sold factories/warehouses, almost entirely occupied by its tenants, to property funds in order to use proceeds thereof for financing its business expansion.

The IFA has forecasted sales of factories and warehouses to the REIT for 2016-2026 based on the Company's property sales plan and investment plan to be as follows:

| Sales of REIT (sq.m.) | Projection | | | | | |
|-----------------------|------------|--------|--------|--------|--------|-----------|
| | 2016* | 2017 | 2018 | 2019 | 2020 | 2021-2026 |
| Factory | - | 20,000 | 20,000 | 25,000 | 30,000 | 50,000 |
| Warehouse | - | 35,000 | 35,000 | 45,000 | 50,000 | 50,000 |

Remark: According to the resolution of the Board of Directors, the Company cancelled the sale of properties to TREIT in 2016.

Selling price of factories and warehouses is forecast based on yearly return on rental in a given year, divided by the yield from the sale of assets. The IFA considers the yield which were 7.73% for factories and 8.99% for warehouses, which are derived from the yield from assets to be sold to TREIT in 2016. (Approved by the unitholders' meeting but cancelled due to the obligation of the share subscription agreement in relation to newly issued ordinary shares of the Company with FPHT.)

1.3. Management fee income from associates

The Company and its subsidiaries generate income from management fees of the properties it has sold to TFUND, TLOGIS TGROWTH and TREIT. Assumptions on income from management fees are based upon the Property Management Agreement as follows:

| Percentage | TFUND | TLOGIS | TGROWTH | TREIT |
|-------------------|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| TICON | | | | |
| Management income | 4.00% of rental and service income | 3.00% of rental and service income | 4.00% of rental and service income | 2.50% of rental and service income |
| Incentive Income | 5.50% - 6.00% of net income | 0.50% of net income | 6.00% - 7.00% of net income | 3.00% - 8.00% of net income |
| TPARK | | | | |
| Management income | 2.00% of rental and service income | 3.00% of rental and service income | 2.00% of rental and service income | 1.00% of rental and service income |
| Incentive Income | 3.00% - 4.00% of net income | 4.00% - 5.00% of net income | 3.50% - 4.50% of net income | 4.50% - 6.00% of net income |

Remarks: The IFA has estimated the average rental rate constant in 2016-2018, and increase by 1.67% per year since 2019, according to the growth rate of rental fees of around 1.67% per year according to the growth rate of rental fees refer to the rental agreements that the Company can increase its rental fee after the 3-year expired date.

In addition, the IFA has forecasted REIT manager fee (TMAN) at 0.25% of total asset value.

1.4. Other revenues

Other revenues comprise interest income from bills and bonds, and other income such as property taxes and insurance claims. These revenues are projected equal to the three-year average throughout the projection period.

2. Projection of cost of sales

2.1. Cost of rental and related services

Based on data from 2014 - 2015, cost of rental and related services are projected equal to 5.90% and 7.80% of rental and related service income for factories and warehouses, respectively.

2.2. Cost of sales of properties

Cost of properties to be sold to REIT is estimated from average cost of sales of properties to income of sales of properties during 2013 - 2015, comprises of cost of sales of factories by 52.23% and cost of sales of warehouses by 78.08% of income of sales of properties.

3. Projection of selling and administrative expenses

3.1. Selling expenses

Selling expenses are projected equal to average proportion of selling expenses to rental and related service income during 2013 – 2015 at 8.30%.

3.2. Administrative expenses

Administrative expenses are projected to grow by the inflation rate.

3.3. Corporate income tax

The IFA has calculated the average income tax, according to the data in 2014-2016, at 14.59% of pre-tax profit and used such rate as a basis for projection of income tax. Such tax rate is lower than the tax rate specified by the government because the Company has been granted promotional privileges from the BOI. Such privileges will gain 7-to-8-year tax benefits. In some cases, 50% of tax benefits will be extended for other 5 years. Furthermore, the Company will apply the BOI for new factories and warehouses to gain privileges in the future.

3.4. Depreciation

- Land is stated cost.
- Depreciation of buildings and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives;

Building 5 and 20 years

Others 1 – 10 years

3.5. Dividend payout

The Company expects to pay dividend at about THB 0.5 per share per year. The IFA has estimated the total amount of dividend payment based on total number of outstanding shares as at 30 September 2016 of 1,099,142,375 shares and resulting in total dividend payment of approximately THB 549.57 million a year.

4. Working capital

4.1. Average collection period is 37.57 times or about 10.13 days, based on the historical data in 2014-2015.

4.2. Average repayment period is 4.31 times or about 85.50 days, based on the historical data in 2014-2015.

5. Assets

5.1. Investments in associates

The Company's investments in associates, namely TFUND, TLOGIS, TGROWTH and TREIT, are in a proportion of 15.00%, 16.05%, 23.95% and 12.08% respectively. The management intends to maintain an investment in each of such funds. Revenue growth of each fund is projected to be equal to 1.67% per year since 2019, according to the growth rate of rental fees refer to the rental agreements that the Company can increase its rental fee after the 3-year expired date.

Also, the Company is expected to sell properties to REIT since 2017.

In addition, the Company has invested in PT SLP TICON Internusa, an associated in Indonesia. The IFA has forecasted the proportion of such investment in a proportion of 25.00% throughout the projection period refer to the management interview that the Company will maintain such portion.

5.2. Property, plant and equipment

Purchase of property, plant and equipment is projected, on a going concern basis, to increase by 1.09% per year of total asset value, according to the historical data, details of which are as follows:

| Projected Purchase of Property, Plant and Equipment | Value of Property, Plant and Equipment at Beginning of Period | Additional Purchase | Average Additional Purchase as % of Value of Property, Plant and Equipment (%) |
|--|---|---------------------|--|
| 2014 | 1,302.33 | 18.41 | 1.41 |
| 2015 | 1,865.85 | 14.36 | 0.77 |
| Average purchase rate of property, plant and equipment | | | 1.09 |

5.3. Deposit for land acquisition

The deposit for land acquisition is projected equal to previous year throughout the projection period to prevent the volatility of cash flows associated with the Company's operation.

6. Liabilities

6.1. Liabilities and loans

The Company's liabilities and loans as at 31 December 2015 comprised of short-term loans, long-term loans from financial institutions, long term loan from related-party, debentures, and liabilities from financial leases. The IFA has forecasted principle repayments based on the based on the management interview that the Company is assumed to have cash on hand of at least THB 40 million for its operations. If cash flow under projection is inadequate, the

Company will have to raise loans to serve capital needs in its operation, with interest rate projected based on the present interest rate of 3.75% per annum.

6.2. Other liabilities

Other liabilities comprise of provision for long-term employee benefits, customer deposits, and unearned revenues from land rental are projected equal to previous year throughout the projection period to prevent the volatility of cash flows associated with the Company's operation.

7. Share valuation

7.1. Terminal value

In the financial projection, terminal value is assumed on a conservative basis to be 0% per year.

7.2. Discount rate

Discount rate used for estimating the present value of free cash flow is derived from calculation of weighted average cost of capital (WACC) based on the capital structure of TICON. Hence, we have computed WACC from weighted average cost of debt (Kd) and cost of equity (Ke) of the Company. Details of the discount rate calculation are as follows:

$$WACC = Ke * E / (D + E) + Kd * (1 - T) * D / (D + E)$$

| | | |
|----|---|---|
| Ke | = | Cost of equity or required rate of return for shareholders (Re) |
| Kd | = | Cost of debt or loan interest rate borne by the Company |
| T | = | Corporate income tax |
| E | = | Total shareholders' equity |
| D | = | Interest-bearing debt |

Cost of debt (Ke) or required rate of return for shareholders (Re) is calculated by the Capital Asset Pricing Model (CAPM), as follows:

$$Ke \text{ (or Re)} = Rf + \beta (Rm - Rf)$$

Where:

Risk Free Rate (Rf) = Bid yield on 30-year government bond, equal to 3.17% per year (as of November 23, 2016).

Beta (β) = Coefficient of variation between SET Index and rate of return on TICON shares averaging in the past two years, equal to 0.678 (source: Bloomberg as of November 9, 2016).

Market Risk (Rm) = Average rate of return on investment in the SET over the past 30 years from November 1986 to October 2016, equal to 17.15% per year.

The table below are details of the variables and assumptions for the calculation:

| Assumptions | Value |
|--|--------|
| Risk free rate on government bond (Rf) | 3.17% |
| Rate of return on investment in the SET (Rm) | 17.15% |
| Market-based risk indicator of TICON (Beta) | 0.678 |
| Cost of equity (Ke) | 12.65% |
| Cost of debt (Kd) | 3.75% |
| Target debt to total assets ratio (Wd) | 64.33% |
| Target equity to total assets ratio (We) | 35.67% |
| WACC | 6.55% |

Under the assumptions above, we have arrived at WACC of 6.55%, which is then used as a discount rate for the estimation of the expected future cash flow of the Company.

Conclusion of Financial Projection for 2016-2026

| Unit: THB million | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 | 2026 |
|--|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| Current Assets | 180.33 | 211.35 | 216.76 | 230.58 | 242.75 | 261.83 | 269.68 | 277.81 | 286.29 | 294.92 | 303.79 |
| Non-current Assets | 34,824.76 | 34,888.56 | 34,968.04 | 35,094.37 | 35,266.04 | 35,508.15 | 35,777.82 | 36,075.51 | 36,401.86 | 36,757.50 | 37,143.00 |
| Total assets | 35,005.09 | 35,099.91 | 35,184.80 | 35,324.95 | 35,508.79 | 35,769.99 | 36,047.50 | 36,353.32 | 36,688.14 | 37,052.42 | 37,446.79 |
| Current Liabilities | 233.02 | 383.95 | 387.52 | 435.09 | 469.80 | 530.35 | 539.49 | 548.84 | 558.42 | 568.22 | 578.25 |
| Non-current Liabilities | 23,003.74 | 22,960.37 | 22,902.77 | 22,594.72 | 22,076.04 | 21,208.34 | 20,170.36 | 18,909.37 | 17,409.01 | 15,658.20 | 13,643.14 |
| Total Liabilities | 23,236.76 | 23,344.31 | 23,290.29 | 23,029.80 | 22,545.84 | 21,738.69 | 20,709.84 | 19,458.21 | 17,967.43 | 16,226.42 | 14,221.39 |
| Shareholders' equity | 11,768.33 | 11,755.59 | 11,894.50 | 12,295.15 | 12,962.95 | 14,031.30 | 15,337.66 | 16,895.11 | 18,720.71 | 20,825.99 | 23,225.40 |
| Total Liabilities and Shareholders' equity | 35,005.09 | 35,099.91 | 35,184.80 | 35,324.95 | 35,508.79 | 35,769.99 | 36,047.50 | 36,353.32 | 36,688.14 | 37,052.42 | 37,446.79 |
| Rental and related service income | 1,297.81 | 1,498.57 | 1,699.32 | 1,931.75 | 2,171.45 | 2,418.61 | 2,673.40 | 2,936.01 | 3,206.63 | 3,485.46 | 3,772.69 |
| Sales of properties | - | 950.12 | 950.12 | 1,226.97 | 1,433.37 | 1,890.45 | 1,921.96 | 1,953.99 | 1,986.56 | 2,019.67 | 2,053.33 |
| Management fee income from associates | 187.46 | 201.99 | 204.39 | 214.59 | 225.51 | 238.24 | 246.85 | 257.55 | 272.78 | 285.19 | 297.73 |
| Other income | 175.78 | 175.78 | 175.78 | 175.78 | 175.78 | 175.78 | 175.78 | 175.78 | 175.78 | 175.78 | 175.78 |
| Total Revenue | 1,661.05 | 2,826.45 | 3,029.62 | 3,549.09 | 4,006.11 | 4,723.08 | 5,017.98 | 5,323.33 | 5,641.75 | 5,966.09 | 6,299.53 |
| Cost of rental and related services | 93.91 | 109.33 | 124.75 | 142.51 | 160.82 | 179.71 | 199.18 | 219.25 | 239.93 | 261.24 | 283.19 |
| Cost of sales of properties | - | 635.30 | 635.30 | 822.61 | 953.97 | 1,196.13 | 1,216.07 | 1,236.33 | 1,256.94 | 1,277.89 | 1,299.19 |
| Total Cost | 93.91 | 744.63 | 760.05 | 965.12 | 1,114.80 | 1,375.84 | 1,415.24 | 1,455.58 | 1,496.87 | 1,539.13 | 1,582.38 |
| Total Expenses | 984.93 | 1,008.61 | 1,028.22 | 1,053.74 | 1,077.38 | 1,103.31 | 1,134.86 | 1,167.39 | 1,200.78 | 1,235.05 | 1,270.31 |
| Share of profit from investment in associates and joint ventures | 336.83 | 358.58 | 368.33 | 387.10 | 408.06 | 432.75 | 457.98 | 483.77 | 510.13 | 537.08 | 564.62 |
| Profit before finance cost and income tax expenses | 919.04 | 1,431.80 | 1,609.68 | 1,917.34 | 2,222.00 | 2,676.68 | 2,925.86 | 3,184.12 | 3,454.24 | 3,729.00 | 4,011.47 |
| Finance cost | 825.72 | 796.35 | 794.72 | 792.56 | 781.00 | 761.55 | 728.99 | 690.05 | 642.74 | 586.45 | 520.77 |
| Profit before income tax expenses | 93.31 | 635.45 | 814.96 | 1,124.77 | 1,441.00 | 1,915.13 | 2,196.87 | 2,494.07 | 2,811.50 | 3,142.54 | 3,490.70 |
| Income tax expenses | 14.48 | 98.62 | 126.47 | 174.55 | 223.63 | 297.21 | 340.93 | 387.06 | 436.32 | 487.69 | 541.72 |
| Profit for the period | 78.83 | 536.83 | 688.48 | 950.22 | 1,217.37 | 1,617.92 | 1,855.94 | 2,107.02 | 2,375.18 | 2,654.85 | 2,948.98 |
| Net cash flows used in operating activities | 514.78 | 1,492.89 | 1,505.02 | 1,778.07 | 1,995.52 | 2,366.33 | 2,506.65 | 2,693.34 | 2,888.09 | 3,084.97 | 3,286.30 |
| Net cash flows from (used in) investing activities | (0.00) | (103.60) | (103.13) | (127.89) | (146.27) | (187.51) | (190.10) | (192.74) | (195.42) | (198.13) | (200.90) |
| Net cash flows from (used in) financing activities | (1,608.67) | (1,389.29) | (1,401.89) | (1,650.19) | (1,849.25) | (2,178.82) | (2,316.55) | (2,500.60) | (2,692.67) | (2,886.83) | (3,085.40) |
| Free cash Flow (FCF) | 514.78 | 1,389.29 | 1,401.89 | 1,650.19 | 1,849.25 | 2,178.82 | 2,316.55 | 2,500.60 | 2,692.67 | 2,886.83 | 3,085.40 |
| Net present value of cash flow as at 31 December 2016 | 14,999.30 | | | | | | | | | | |
| PV of terminal value | 24,978.52 | | | | | | | | | | |
| Total NPV of 31 December 2016 | 39,977.82 | | | | | | | | | | |

| Particulars | Amount (Million THB) |
|---|----------------------|
| NPV of cash flow | 39,977.82 |
| Add: Cash as of December 31, 2016 | 40.00 |
| Less: Interest-bearing debt for latest period as of December 31, 2016 | 21,226.37 |
| PV of cash flow – net | 18,791.45 |
| Total number of paid-up shares (shares) | 1,099,142,375 |
| NPV of cash flow (THB/share) | 17.10 |

Note: * PV of terminal value is calculated from cash flow of the Company in 2023, which is the final year of the projection period (FCFF2023), using the following formula:

$$\text{Terminal value} = \text{FCFF2023} * (1+g) / (\text{WACC}-g)$$

Where: g is a long-term growth rate of TICON after 2023, which the IFA assumes on a conservative basis to be 0% per year.
WACC is weighted average cost of capital.

Under the DCF approach, TICON shares are evaluated at THB 17.10 per share.

Sensitivity Analysis

The IFA has additionally conducted a sensitivity analysis on the above valuation of TICON shares to see the effect from an increase/decrease of 0.5% per year in the discount rate or WACC, the growth rate of rental fee per square meter, and percentage change of the sale of properties to REIT, the outcome of which is as follows:

| Discount Rate: WACC (% per year) | | | |
|---|---------------|-------------------|---------------|
| Change in WACC | +0.5% (7.05%) | Base Case (6.55%) | -0.5% (6.05%) |
| Price of TICON shares (THB/share) | 14.16 | 17.10 | 20.54 |
| Growth rate of rental fee per square meter (% per year) | | | |
| Growth rate of rental fee | +0.5% (2.50%) | Base Case (2.00%) | -0.5% (1.50%) |
| Price of TICON shares (THB/share) | 18.85 | 17.10 | 15.42 |
| Percentage change of the sale of properties to REIT | | | |
| Sale of properties to REIT | Increase 10% | Base Case | Decrease 10% |
| Price of TICON shares (THB/share) | 17.67 | 17.10 | 16.52 |

The valuation of shares by this approach is based on the assumptions provided by the Company and under present economic condition and circumstance. Thus, any change in the Company's business plans and policies or in economic condition that causes significant deviation from the Company's existing business operation or from the projection and variables applied could result in a material change in the projection prepared under the above assumptions and could also affect value of the Company's shares appraised herein.

Conclusion of the IFA's Opinion on Fairness of Price for Entering into the Transaction

The IFA has determined the fairness of transaction price through valuation of shares by the following approaches:

- Book Value Approach
- Adjusted Book Value Approach
- Market Value Approach
- Price to Book Value Ratio Approach: P/BV Ratio
- Price to Earnings Ratio Approach: P/E Ratio
- Discounted Cash Flow: DCF

Crucial points regarding all valuation approaches are as follows:

1. **Book value approach** reflects the Company's financial position at a certain point in time, but takes no account of a fair value of some assets that may increase/decrease from their respective book value, nor the Company's profitability and performance in the future. **Therefore, the book value approach could not reflect an appropriate value of the Company's shares.**

2. **Adjusted book value approach** is a method that adjusts the book value to reflect the present fair value of assets. In this case, the book value is adjusted by 1) revaluation surplus on properties as appraised by independent valuers, using the income approach to reflect the present value of cash flow derived from renting out of factories and warehouses; 2) surplus on valuation adjustment of investments in associates, comprising of TFUND, TLOGIS, TGROWTH and TREIT; and 3) valuation adjustment of commitments and contingent liabilities, adjusted to be present value as of September 30, 2016. Therefore, **the adjusted book value approach could reflect an appropriate value of the Company's shares.**

3. **Market value approach** focuses on the market price of the Company shares that are traded on the SET and, thus, could reflect investors' demand and supply. Investors make their investment decision based on factors such as news and information about the Company, overall market conditions, and all relevant forecasts that could affect the Company's business performance or the economic situation. According to historical records, the daily trading volume of the Company's shares is around 2.22 million – 4.16 million shares or 0.20% – 0.38% of its total registered and paid-up shares, thereby demonstrating the shares' trading liquidity. Hence, **the market value approach could reflect an appropriate value of the Company's shares.**

4. **Price to book value approach** values the shares through comparison of the Company's book value, derived from historical data as of September 30, 2016, with the average P/BV ratio of the Peer Group. The use of the

Company's book value for this comparison is deemed unsuitable since the said book value does not reflect a fair value of some assets that may increase/decrease from their respective book value and takes no account of the Company's future profitability and the overall economic and industrial trends. Besides, the financial structure and nature of business of the Peer Group are different from the Company's. **As such, the valuation of the Company's shares by this approach may not reflect an appropriate share value.**

5. Price to earnings ratio approach values the shares from comparison of the Company's earnings per share, derived from historical data in the previous four quarters ended September 30, 2016, with the average P/E ratio of the Peer Group. The use of such past performance records for comparison is considered unsuitable because it takes no account of the Company's future profitability and does not reflect the overall economic and industrial trends, albeit the exclusion of peer companies which have operated at a loss or whose P/E is deemed an outlier from the analysis. In view of these factors and the fact that the financial structure and nature of business of the Peer Group are different from that of the Company, **the valuation of the Company's shares by this approach may not reflect an appropriate share value.**

6. Discounted cash flow approach focuses on past performance analysis to form a basis for projection of future income and cash flow generation ability. The projection is supported by reasonable assumptions, for both present and future, which have been prepared based on enquiries with the Company's management and reflected future trends of all revenues from and costs of operation, including finance costs. Thus, **the valuation of the Company's shares by the discounted cash flow approach could reflect an appropriate value of the shares.** However, if there is any change in the future that has an impact on the said assumptions, it could lead the future business performance to deviate from the projection and, hence, the share value appraised herein to change accordingly.

Result of the valuation of the Company's shares by all above mention approaches are as shown in the table below;

| | Valuation Approach | Share price (THB per share) | Higher (Lower) than the offer price of THB 18 per share |
|---|--------------------------------------|--------------------------------|--|
| 1 | Book value approach | 10.38 | (7.62) |
| 2 | Adjusted book value approach | 17.60 | (0.40) |
| 3 | Market value approach | 16.19 - 16.34 | (1.81) – (1.66) |
| 4 | Price to book value ratio approach | 15.47 - 19.51 | (2.53) – 1.51 |
| 5 | Price to earnings ratio approach | 16.40 – 18.71 | (1.60) – 0.71 |
| 6 | Discounted cash flow approach | 17.10 | (0.90) |

The IFA has identified fairness of the securities value and is of the opinion that **the adjusted book value approach, the market value approach and the discounted cash flow approach** are suitable methods for measuring a fair value of TICON shares. From share valuation by these three methods, we find that a fair value of the Company's shares is in a range of **THB 16.19 – 17.60 per share.**

A price for entering into the Transaction of THB 18 per share is higher than the range of fair value appraised by the IFA. Thus, we view that the price for entering into the Transaction of THB 18 per share is reasonable.

CONCLUSION OF THE INDEPENDENT FINANCIAL ADVISOR'S OPINION

Conclusion of the IFA's opinion on the private placement offering and allotment of newly issued ordinary shares, entering into the connected transaction, and whitewash waiver

The Board of Directors' Meeting of TICON Industrial Connection Plc. ("the Company" or "TICON") No. 4/2016 on October 7, 2016 resolved to propose to the Extraordinary General Meeting of Shareholders for consideration and approval of the increase of the Company's registered capital to serve the subscription of not more than 735,000,000 newly issued ordinary shares with a par value of THB 1 per share by Frasers Property Holdings (Thailand) Co., Ltd. ("FPHT") under a private placement scheme at a price of THB 18 per share or a total value of not more than THB 13,230,000,000. Subsequent to such share subscription, FPHT will become a major shareholder of the Company holding around 40% of the Company's total voting rights.

Given that FPHT successfully subscribes for the newly issued shares of the Company, FPHT will then hold about 40% of the Company's total voting rights after such share allotment, which is more than 25% but less than 50% of the total voting rights. Accordingly, FPHT will be required to make a tender offer for all securities of the Company pursuant to Section 247 of the Securities and Exchange Act B.E. 2535 (as amended) ("**SEC Act**") and the Notification of the Capital Market Supervisory Board No. ThorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (as amended).

As one of the conditions precedent to the subscription for the newly issued ordinary shares, FPHT shall have received a waiver from making a tender offer for all securities of the Company by virtue of the resolution of the shareholders' meeting of the Company (Whitewash) in accordance with the Notification of the Office of the Securities and Exchange Commission No. SorChor 36/2546 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 of the Business, dated November 17, 2003, by obtaining the approval from the shareholders' meeting with the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

In fulfillment of the above mentioned condition precedent, there are relevant issues requiring opinion from an independent financial advisor with regard to the allotment of the Company's newly issued ordinary shares under a private placement scheme, the entering into a connected transaction, and the application for a waiver from 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), which shall be proposed to the Extraordinary General Meeting of Shareholders No. 1/2016, to be held on December 23, 2016, for further consideration and approval, as follows:

3. The offering of 735,000,000 newly issued shares under a private placement scheme to FPHT at the offering price of THB 18 per share or a total value of not more than THB 13,230,000,000 through an increase of the registered capital from THB 1,099,142,375 to THB 1,834,142,375 with a par value of THB 1 per share; and
4. The application for a waiver of FPHT from 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.

Therefore, the entering into the above two transactions of the Company is subject to the approval from the shareholders' meeting with the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding the vote of FPHT which is the applicant for the whitewash waiver and the person under Section 258.

The Board of Directors of the Company has appointed Baker Tilly Corporate Advisory Services (Thailand) Ltd. as the independent financial advisor ("IFA" or "BTCAS") to provide opinion regarding the entering into the above two transactions.

The transactions in the offering of the newly issued ordinary shares to FPHT under a private placement scheme, the connected transaction, and the application for a waiver from the requirement to make a tender offer for all securities of the Company is reasonable based on the reason that FPHT is a subsidiary of Frasers (Thailand) Pte Ltd., a subsidiary of Frasers Centrepoint Limited ("FCL"). FCL is a leader in the ASEAN real estate industry who has experience and expertise in developing and managing integrated real estate projects which includes industrial properties, same business as the Company, across different parts of the world.

Therefore, the investment of FPHT will support and generate opportunity and growth for the Company in new markets such as the ASEAN market, which currently is seeing a growing demand for logistic warehouses and distribution facilities, as well as future demand for warehouses by FCL group of companies and FCL's client base which may become the Company's customers in the future which would allow the Company to rent out more of its warehouses. In addition, the Company could use FCL's experience and expertise in developing industrial properties to enhance the development and management of its projects. Therefore, FPHT's investment will create a synergy and raise the Company's competitiveness to the benefit of the Company and its shareholders. In addition, FPHT has no plan to change the Company's policy and business management within 12 months after the acquisition of securities.

Besides, the share allotment under a private placement scheme will enable the Company to have fund for business expansion as planned and significantly reduce the debt to equity ratio in order to maintain a debt to equity ratio, to comply with the conditions of credit facilities with the financial institutions and terms and conditions on rights and obligations of debenture issuance and debenture holders of the Company.

The IFA views that the adjusted book value approach combined with the market value approach and the discounted cash flow approach are suitable for measuring a fair value of the Company. Using these three approaches, the

IFA is of the opinion that an appropriate value of the Company's shares should be in a range of **THB 16.19 - 17.60 per share**.

A price for entering into the Transaction of THB 18 per share is higher than the range of fair value appraised by the IFA. Thus, we view that the price for entering into the Transaction of THB 18 per share is reasonable.

Pursuant to the terms and conditions set forth in the Share Subscription Agreement, the offering price of THB 18 per share is not deemed as a price of less than 90% of the market price based on the market price criteria defined in accordance with the rules in the Notification of the Capital Market Supervisory Board No. ThorChor. 72/2558 Re: The Approval for Offering of Newly Issued Shares to the Private Placement Investors of the Listed Company dated October 28, 2015 (as amended). The market price is calculated from the weighted average price of the Company's shares traded on the SET for 15 consecutive business days prior to the date on which the Board of Directors resolved to propose to the shareholders' meeting for approval of such offering of newly issued ordinary shares, which was during the period of September 13, 2016 to October 3, 2016, equal to THB 16.19 per share.

As a result, **the shareholders are recommended to approve the transactions** in the offering of the Company's newly issued ordinary shares under a private placement scheme to a specific investor which is a connected person and the application for a waiver from 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. However, the voting decision as to whether to approve the transactions depends primarily on the shareholders' individual judgment. The shareholders are recommended to additionally study all information in the documents enclosed with the notice of the shareholders' meeting so that you can use your judgment and discretion for a proper voting decision.

Baker Tilly Corporate Advisory Services (Thailand) Ltd., as the IFA, hereby certifies that we have considered and analyzed all information and expressed opinion thoroughly and fairly in line with professional standards by paying regard primarily to the interest of the shareholders. In providing our opinion, we have taken into consideration the information and documents available publicly, the information on industry analysis and forecast, and the information and documents obtained from concerned parties, including the management interview. We may not certify the accuracy or completeness of the information obtained from the Company and from the management interview. Moreover, the opinion rendered herein to the shareholders concerns solely with reasonableness of the transactions in the offering of the newly issued ordinary shares to FPHT under a private placement scheme, the connected transaction, and the application for a waiver from the requirement to make a tender offer for all securities of the Company. We have provided the opinion based on the economic environment and the information prevailing at the time of preparing this report only, without any other incidents including but not limited to economic, political or legal conditions. Therefore, any significant change in these factors could have an impact on our opinion.

Yours sincerely,

(Yundyong Thantiviramanon)

Senior Partner

Operational Supervisor

Baker Tilly Corporate Advisory Services (Thailand) Ltd.

ATTACHMENT 1: INDUSTRY OVERVIEW

Industry Overview

1. Thai Economic Situation

Thai GDP in 2015 expanded by 2.8% vis-à-vis a GDP growth rate of just 0.9% in 2014. Spending was spurred by a more rapid increase in the government sector investment, household and public sector spending, and private sector investment. Meanwhile, goods exports underperformed, which was a hindrance to economic expansion. On the production side, construction sector witnessed robust growth, hotel & restaurant and other services sectors expanded at a favorable rate, and industry sector grew continuously, whereas farm sector was hit by drought.

For 2016, Thai economy is forecast to grow by 3.0% – 3.5%, picking up from 2015 (2.8%). Factors contributing to such GDP growth include (1) the government sector’s spending and investment expansion that will linger on from the first half of the year; (2) a rising number of tourists, thus auguring well for tourism-related businesses; (3) ongoing growth in private sector consumption as bolstered by a healthy increase in services sector’s income and employment; (4) recovery of private sector investment from the previous year due to low interest rates; and (5) progress and clarity of government sector investment in significant projects. Still, trading partners’ economic slowdown is anticipated to cause a 1.9% decline in goods exports. Household consumption will expand by 2.7% and investment by 3.3%. Headline inflation will stay in a range of 0.1% – 0.6% and current account surplus is expected at 9.8% of GDP.



Source: The Office of the National Economic and Social Development Board and the Ministry of Finance

2. Overview of Industries Related to Ready-Built Factories and Warehouses for Rent

Growth in ready-built factory and warehouse for rent business in Thailand hinges primarily on tenants' businesses. Among the top tenants of ready-built factories mainly are automotive, electrical appliances and electronics, and food industries, while warehouse tenants include logistics, automotive, international trade, retail, and e-commerce businesses.

2.1. Industries Related to Ready-Built Factories and Warehouses for Rent

2.1.1. Automotive industry: Thai automotive industry has been developing continuously for more than five decades and now has the highest production capacity in ASEAN. In particular, after the government decided to liberalize the automotive industry in 1991, domestic sales of motor vehicles and automobile assembling have expanded continually in terms of production, marketing, employment, technological development, linkage to other related industries, and local investment. Thailand serves as a production base for automakers across the globe and is among the top pick-up and motorcycle manufacturing bases in the world.

However, with respect to total automobile production in ASEAN, around 3.89 million units were manufactured in 2015, a drop of 15% from 2014. Thailand, as the largest automotive producer in ASEAN, manufactured 1.9 million units, up by 2% from 2014. Based on comparison between Q1/2015 and Q1/2016, a total of 506,874 units were manufactured in Q1/2016, a decrease of 3.22%; 181,560 units were sold domestically, falling 8.21%; and 307,760 units were exported, declining by 6.24%. In value terms, however, the automobile exports grew by 11.35% year-on-year. It is forecast that both cars and motorcycles will likely remain stable in 2016 or expand only slightly due to economic pressure at home and abroad. The industrial sector still awaits capital injection through the government's stimulus measures.

2.1.2. Electrical appliances and electronics industry: This industry recorded a production index of 107.71 in 2015, decreasing 3.56% relative to 2014. Such contraction was caused by a year-on-year drop of 2.98% in electronics sector due to a decline in global demand for computers and notebooks and world economic sluggishness which led to a lower demand for electronic products.

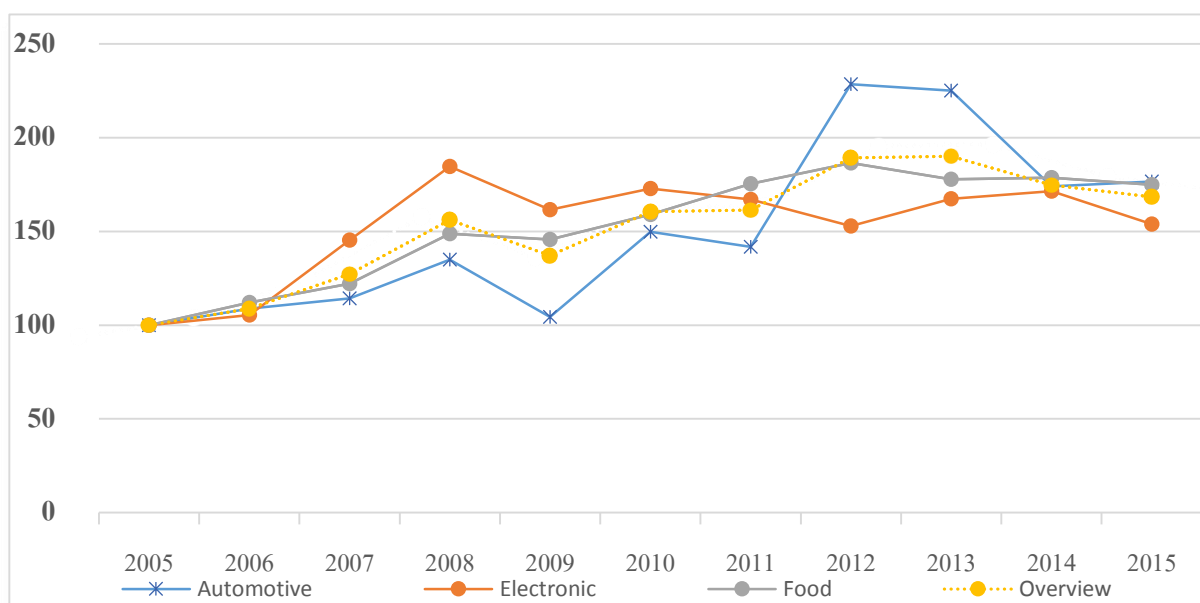
Electrical appliances diminished by 4.13% from 2014 in the wake of lessening purchasing power in the country, thus resulting in a drop in demand for electrical products. As a consequence, some television receiver producers relocated their production base to other ASEAN member countries.

For 2016, electrical appliances and electronics production is predicted to expand by 0.81% compared with 2015. It will likely begin to recover in Q3/2016, with a growth rate of 6.55% contributed by several product categories, especially integrated circuit (IC) which is the major part of finished electronic equipment or products.

2.1.3. Food industry: In 2015, the overall food production grew 2.42% from a year earlier, ascribed to an increase in sugar and livestock sectors. Excluding sugar, the overall food production contracted from 2014 by 0.71% due to the country’s economic slowdown and low consumer confidence. Food exports went down by 5.66%, especially in fishery and rice & grain sectors, attributed to a drop in importing countries’ demand. The unclear world economic improvement relatively slackened trade and investment, whereas China, Thailand’s major trading partner, grew at a decelerating pace.

For 2016, the overall food industry is anticipated to grow by only 0%–5%. Food exports will likely shrink by -3%–0% as affected by the GSP termination which may lead to a higher price level, a downgrade of Thailand due to the illegal labor abuse problem and the IUU fishing as warned by EU, weaker demand from China amid its economic slowdown, and declining export prices in line with oil price level.

Sales Value Index of Automotive, Electronics and Food Industries during 2005-2015



Source: From the Office of Industrial Economics, the index was calculated from sales value of the automotive, electrical appliances and electronics, and food and beverages industries in 2005-2015, using 2005 as the base year. In 2015, sales value of automotive industry was THB 1,237,084.34 million, electrical appliances and electronics THB 154,003.56 million, and food and beverages THB 748,543.47 million.

2.1.4. Logistics industry: Logistics market in 12 Asia-Pacific countries (Hong Kong, Singapore, Australia, Japan, Taiwan, Korea, India, Malaysia, Thailand, China, Vietnam and Indonesia) is forecast to grow at a compound annual growth rate (CAGR) of 7.6% during 2011-2016, with value estimated at more than USD 4.09 trillion by 2016.

Thailand’s logistics market recorded an average CAGR of 7.5%, with value expected to reach USD 85.9 billion by 2016 as propelled by the government sector’s investment and measures and economic integration among ASEAN countries following trade liberalization under AEC. Value of investment in

construction in 2016 will likely increase by 5.5%-7.5%, compared with 10% in 2015, despite the mega project development by the government. Growth is expected in late 2016. Therefore, demand for consumer products throughout the country will likely be on a par with the previous year. Competition in transport market will become intensified through price cutting among service providers and price discount forced by employers on account of cheaper diesel prices.

2.1.5. E-commerce industry: In 2015, e-commerce business in Thailand had a total value of THB 2,245,147.02 million, growing from 2014 by 10.41%. For 2016, it is predicted to increase further by 12.42% to THB 2,523,994.46 million. B2C (Business-to-Consumer) market will capture about 29% of total market value and will grow by 43% from 2015 (23.87% from 2014). Meanwhile, although B2B (Business-to-Business) market makes up as much as 54% of total market value, it will grow by merely 3.5% from 2015 (8.15% from 2014).

Ranking top on the online shopping list in 2016 is retail and wholesale products, growing by 36.35% and moving up from the second place in 2015 to the first in 2016 with a value of THB 731,828.33 million (34.55% of total market value). Accommodation service comes second, growing by 14.89% (30.35% of total market value). Manufacturing industry remains at the third rank, but its value drops by 19.8% to THB 343,866.80 million (16.23% of market value). The average B2C value per person in Thailand is equal to USD 230.89 (up from USD 172.76 in 2014), ranking third of ASEAN and trailing after Singapore and Malaysia whose average B2C value per person in 2015 stood at USD 648.60 and USD 392.34 respectively.

Mobile phone market expansion, communication technology advancement and innovation, the government-initiated digital economy policy, financial transaction facilitation, and price cutting competition have all contributed to remarkable growth in Thai e-commerce market which is expected to expand further in the long run.

3. Outlook of Ready-Built Factory and Warehouse for Rent Business

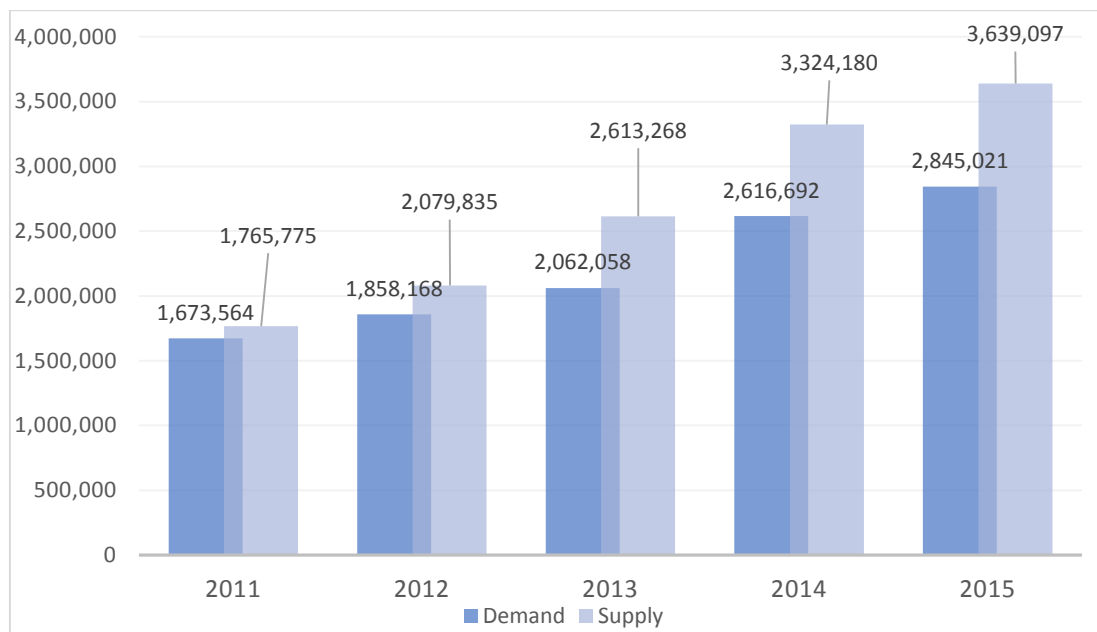
Growth in ready-built factory and warehouse for rent business in Thailand varies directly with the country's economic condition. Thai economy increasingly shows a positive sign, expected to grow but at a slow pace. However, the country's investment promotion policy and deregulation will help to attract foreign investment in export-related sectors. More than 60% of ready-built factory and warehouse tenants are multinational corporations. The main tenants of ready-built factories are from Japan and Europe, primarily engaging in automotive parts and electronics industries, while a majority of warehouse tenants are European, Japanese and Thai entrepreneurs mostly in logistics and automotive parts industries.

In 2015, warehouse business grew at a slow rate, considerably affected by weak global economic growth and negative export performance which led to a decline in manufacturing industry and stock of products. In that year, moreover,

demand for warehouses increased more slowly than supply of space for rent, as seen from a 9.5% increase in warehouse space for rent from 2014 compared with an 8.7% increase in occupancy rate.

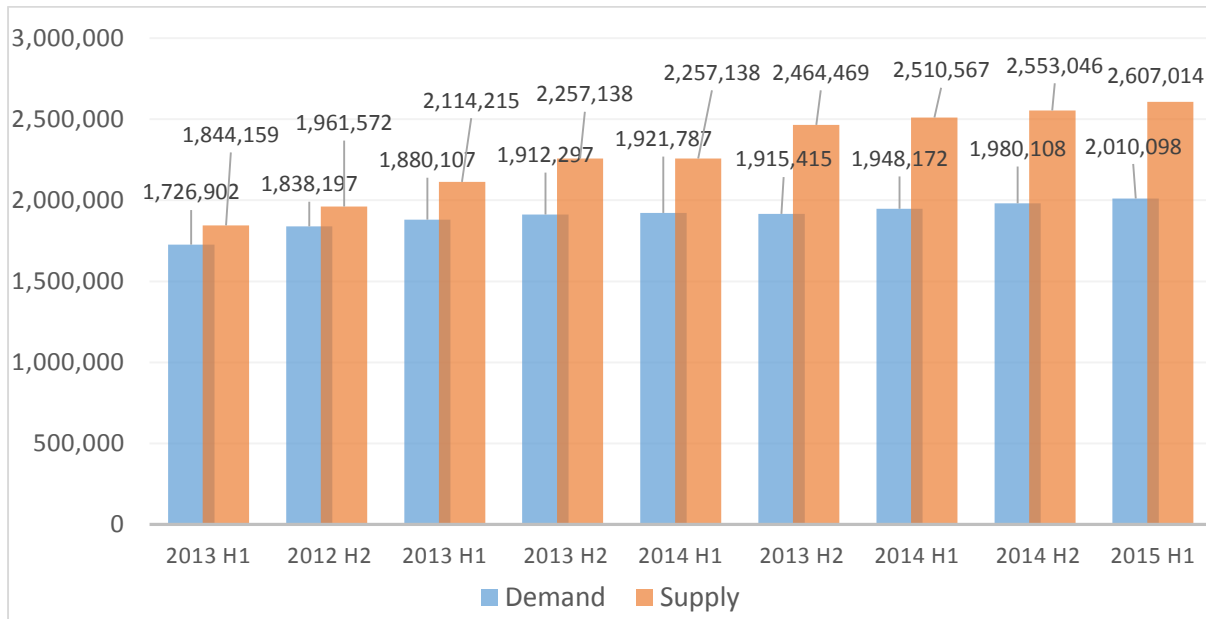
Ready-built factories for rent in the first half of 2015 covered a total space of 2,607,014 square meters (increasing from 2014 by about 58,927 square meters), of which around 2,010,098 square meters were rented out, representing an occupancy rate of 77.1% which dropped slightly from mid-2014 (77.6%).

Warehouse Demand and Supply in 2011-2015 (Sq. M.)



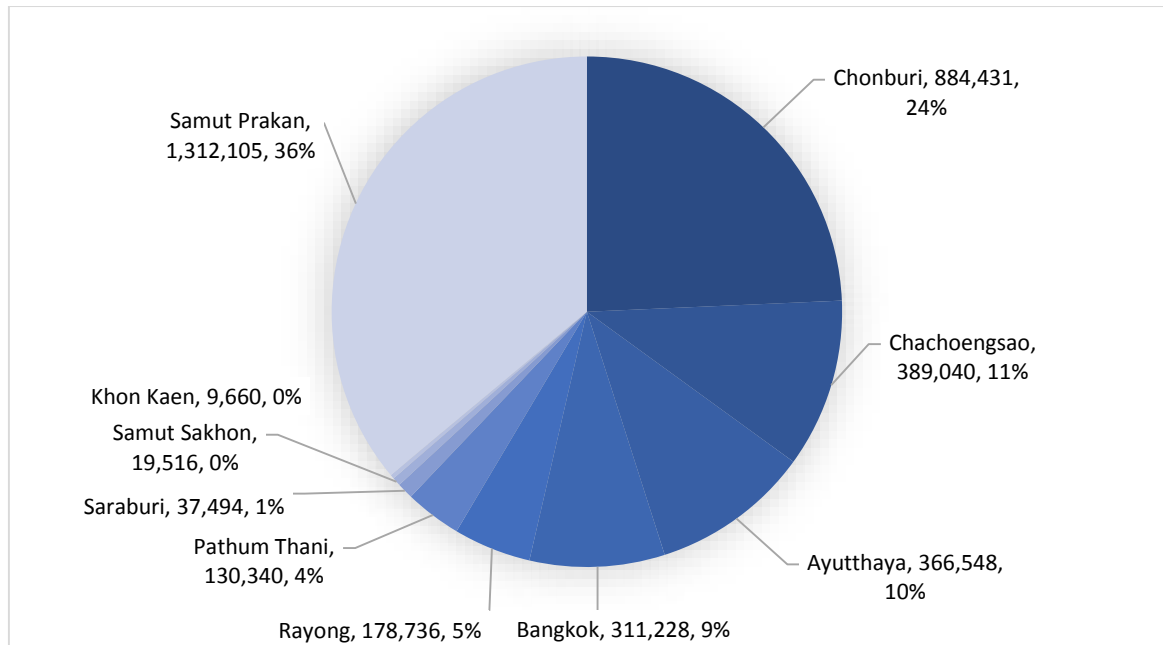
Source: Research and Consultancy Department, Knight Frank Chartered (Thailand) Co., Ltd.

Ready-Built Factory Demand and Supply in 2011-H1/2015 (Sq. M.)



Source: Research and Consultancy Department, Knight Frank Chartered (Thailand) Co., Ltd.

Warehouse Supply by Province in 2015 (Sq. M.)



Source: Research and Consultancy Department, Knight Frank Chartered (Thailand) Co., Ltd.

Nonetheless, the key factor to drive growth in warehouse for rent business still is the government sector's policy on infrastructure development to promote Thailand as ASEAN logistic hub. In 2015, the warehousing business could grow only in strategic areas such as Eastern Seaboard Ayutthaya and special economic zones, where competition is keen. The provinces recording a significant warehouse growth rate are Chachoengsao, 14.9%, Chon Buri, 14.7%, Ayutthaya, 13.7%, and Samut Prakan, 4.2%.

Growth in warehouse business tends to focus more on technology for the built-to-suit warehouse and premium warehouse development, and less on the conventional warehouses. As such, the conventional warehouse operators need to urgently adapt themselves to gear up for the upcoming structural change in the industry.

ATTACHMENT 2: PROFILE OF TICON INDUSTRIAL CONNECTION PLC.

1. Background and General Information

TICON Industrial Connection Plc. (“TICON” or “the Company”) was established, by City Realty Group and H&Q Asia Pacific Group, and started business operation in 1990 with a registered capital of THB 1 million in the name “Thai Connection Co., Ltd.” It was later renamed “Thai Industrial Connection Co., Ltd.” and “TICON Industrial Connection Plc.” respectively. It was transformed to a public company on June 28, 2001 and was listed on the SET on June 13, 2002. Significant developments of the Company over the past years are as follows:

| Year | Details |
|------|--|
| 2005 | <ul style="list-style-type: none"> - A subsidiary, “TICON Logistics Park Co., Ltd.,” was set up with a registered capital of THB 1,000 million for the purpose of developing logistics warehouses for rent. - The Company co-established TICON Property Fund (“TFUND”) and sold 39 factories at a total value of THB 1,730 million to TFUND. The Company also invested in TFUND and was appointed to be a fund manager of TFUND. |
| 2008 | <ul style="list-style-type: none"> - TICON Logistics Park Co., Ltd. (“TPARK”) obtained the Board of Investment (BOI)’s promotion to set up a second logistics park on Phahon Yothin Road, Km. 55-56, together with tax incentives. - The Company sold 38 factories at a total value of THB 2,158 million to TFUND. |
| 2009 | <ul style="list-style-type: none"> - The Company issued warrants, comprising TICON-W3 (219.35 million units) and TICON-W4 (109.68 million units) to the existing shareholders and TICON-W5 (32.88 million units) to its directors and employees, and increased its registered capital to THB 1,037.25 million to accommodate such warrants. - The Company co-established TPARK Logistics Property Fund (“TLOGIS”) and sold 15 factories at a total value of THB 1,530 million to TLOGIS. The Company was also appointed as a fund manager of TLOGIS. |
| 2010 | <ul style="list-style-type: none"> - A subsidiary, Shanghai TICON Investment Management Co., Ltd., was established to support business expansion in China. - The Company sold 35 factories at a total value of THB 1,707 million to TFUND. |
| 2011 | <ul style="list-style-type: none"> - The Company sold 13 factories at a total value of THB 943.50 million to TLOGIS in September. - In October, the Company’s properties, including 70 factories and 12 warehouses located in Phra Nakhon Si Ayutthaya and Pathum Thani Provinces, were damaged by the flood crisis. |
| 2012 | <ul style="list-style-type: none"> - A subsidiary, TICON Property, Inc., was founded to support business expansion in the USA. - The Company sold 11 factories at a total value of THB 761.50 million to TFUND. - The Company increased its capital by issuing 97.63 million units of warrants with transferable subscription rights (TSRs) to its existing shareholders and received total proceeds of THB 964.65 million from the exercise of such warrants to convert into ordinary shares in October. |
| 2013 | <ul style="list-style-type: none"> - A subsidiary, TICON Management Co., Ltd., was set up to serve as a REIT manager. - The Company co-established TICON Industrial Growth Leasehold Property Fund (“TGROWTH”) and sold/leased its factories and warehouses for the first time to TGROWTH at a total value of THB 5,515 million. The Company also invested in TGROWTH and was appointed to be a fund manager of TGROWTH. |

| Year | Details |
|------|---|
| 2014 | <ul style="list-style-type: none"> - The Company increased its capital by issuing 182.76 million units of warrants with TSRs, No. 2, to its existing shareholders in a total amount of THB 2,365 million and offered the remaining shares to Rojana Industrial Park Plc. in a total amount of THB 465 million. - TICON Logistics Park Co., Ltd. entered into a joint venture with Demco Power Plc. to develop projects on electricity generation from solar power for sales by establishing TICON Demco Power 6 Co., Ltd. and TICON Demco Power 11 Co., Ltd. - The Company signed an agreement to sell its investment in TMAN to Mitsui & Co. (Asia Pacific) Pte. Ltd., amounting to 30% of the total issued and paid-up capital of TMAN, and thereby received total proceeds of THB 70 million. - The Company jointly promoted the establishment of TICON Real Estate Investment Trust Fund (“TREIT”) and sold/leased its factories and warehouses for the first time to TREIT at a total value of THB 4,228 million. TMAN was appointed to be a REIT manager. The Company also invested in TREIT and was appointed to be a property manager of TREIT. |
| 2015 | <ul style="list-style-type: none"> - The Company invested in PT SLP Surya TICON Internusa (SLP) jointly with Mitsui & Co., Ltd. and PT Surya Semesta Internusa Tbk, which is an Indonesia-based industrial estate developer, to invest in factories and warehouses for lease and/or for sale in Indonesia. The Company acquired 25% of the total issued and paid-up capital of SLP through a subsidiary in Hong Kong (in 2015 the investment value was more than THB 400 million). - A subsidiary, TICON (HK) Ltd., was founded in Hong Kong for the purpose of investing in overseas businesses (it has currently made investment in Indonesia). - A subsidiary established in the USA, TICON Property, Inc. (which has never made any investment), was dissolved. |

1.1 Nature of Business Operation

The Company and its subsidiaries operate business in development of standard industrial factories and warehouses for rent in industrial estates, industrial parks, industrial zones, industrial promotion zones and other strategic locations throughout Thailand. Their products and services are as follows:

1. Ready-built factories

TICON develops ready-built factories of world-class quality to serve demand from manufacturers who locate their production base in Thailand and prefer not to own a factory in order to reduce operating cost and mitigate possible risk from uncertainties. In addition to the ready-built factories, custom-built factories can also be developed according to customers’ requirement. The Company has selected 15 strategic locations for its factories at the following industrial estates, industrial parks, industrial zones and industrial promotion zones:

| Location | Province |
|------------------------------------|--------------------------|
| Bang Pa-in Industrial Estate | Phra Nakhon Si Ayutthaya |
| Hi-Tech Industrial Estate | Phra Nakhon Si Ayutthaya |
| Rojana Industrial Park - Ayutthaya | Phra Nakhon Si Ayutthaya |

| Location | Province |
|---------------------------------------|--------------|
| Amata Nakorn Industrial Estate | Chon Buri |
| Laem Chabang Industrial Estate | Chon Buri |
| Hemaraj Chon Buri Industrial Estate | Chon Buri |
| Pin Thong Industrial Estate | Chon Buri |
| Amata City Industrial Estate | Rayong |
| Bang Pu Industrial Estate | Samut Prakan |
| Asia Industrial Estate | Samut Prakan |
| Nawa Nakhon Industrial Promotion Zone | Pathum Thani |
| Lat Krabang Industrial Estate | Bangkok |
| Rojana Industrial Park - Rayong | Rayong |
| Kabin Buri Industrial Zone | Prachin Buri |
| Rojana Industrial Park - Prachin Buri | Prachin Buri |

The lease agreements between customers and the Company almost totally have a term of three years. Tenants are offered an option to renew the lease. The Company also grants its tenants an option to exchange the factory for other in a different location or of a different size, and even an option to buy the property. Tenants are required to pay cash deposit equivalent to 3-6 months' rent and service fee, as to be mutually agreed.

As at the end of 2014 and 2015 and for the nine-month period ended September 30, 2016, TICON's factory portfolios are as follows:

| | As at Dec 31, 2014 | | As at Dec 31, 2015 | | As at Sep 30, 2016 | |
|------------------------|--------------------|----------------------|--------------------|----------------------|--------------------|----------------------|
| | No. of factories | Leased area (sq. m.) | No. of factories | Leased area (sq. m.) | No. of factories | Leased area (sq. m.) |
| Contracted | 64 | 175,080 | 64 | 165,380 | 74 | 196,505 |
| Available | 55 | 160,200 | 71 | 195,250 | 66 | 179,975 |
| Under construction | 28 | 67,325 | 21 | 41,850 | 15 | 23,300 |
| Under site preparation | 175 | 431,350 | 157 | 404,100 | 157 | 404,100 |
| Total | 322 | 833,955 | 313 | 806,580 | 312 | 803,880 |

The above table illustrates the number of factories after the sales of almost 100% occupied factories to TFUND, TGROWTH and TREIT as shown below:

| | As at Dec 31, 2014 | | As at Dec 31, 2015 | | As at Sep 30, 2016 | |
|----------------------------------|--------------------|----------------------|--------------------|----------------------|--------------------|----------------------|
| | No. of factories | Leased area (sq. m.) | No. of factories | Leased area (sq. m.) | No. of factories | Leased area (sq. m.) |
| Factories sold to property funds | 3 | 20,250 | 2 | 5,325 | - | - |
| Factories sold to TREIT | 20 | 54,000 | 7 | 21,900 | - | - |

The average occupancy rate of factories during the past years is as follows:

| | 2014 | 2015 | 2016 (9M) |
|----------------------------|------|------|-----------|
| Average occupancy rate (%) | 62 | 49 | 47 |

As at December 31, 2015, the Company's factory tenants mostly were in automotive industry, making up 35%, and electronics/electrical appliances industry, 27%. Classified by country/region, Japan ranked top, 42.2%, followed by Europe, 27.5%.

2. Warehouses

TICON Logistics Park Co., Ltd. ("TPARK"), a subsidiary of the Company, undertakes the development of ready-built warehouses of world-class quality for rent. Its warehouses are in 33 strategic locations ideal for serving as an efficient logistics center, and are capable of accommodating modern warehousing management. Apart from the ready-built warehouses, the Company also offers custom-built warehouses and a sale and leaseback option to tenants.

| Location | Province |
|--|--------------------------|
| TPARK Bangna | Chachoengsao |
| TPARK Laem Chabang | Chon Buri |
| TPARK Laem Chabang | Chon Buri |
| TPARK Wang Noi (3 locations) | Phra Nakhon Si Ayutthaya |
| Rojana Industrial Park - Ayutthaya | Phra Nakhon Si Ayutthaya |
| Amata Nakorn Industrial Estate | Chon Buri |
| TPARK Lat Krabang | Bangkok |
| TPARK Eastern Seaboard | Rayong |
| TPARK Eastern Seaboard (5 locations) | Chon Buri |
| TPARK Si Racha | Chon Buri |
| Hemaraj Chon Buri Industrial Estate (Bo Win) | Chon Buri |
| TPARK Phan Thong (3 locations) | Chon Buri |
| TPARK Bang Pakong | Chachoengsao |
| TPARK Bang Phli (6 locations) | Samut Prakan |
| Rojana Industrial Park - Prachin Buri | Prachin Buri |
| TPARK Khon Kaen | Khon Kaen |
| TPARK Surat Thani | Surat Thani |
| Amata City Industrial Estate | Rayong |
| TPARK Samut Sakhon | Samut Sakhon |
| TPARK Lamphun | Lamphun |

The lease agreements generally have a term of three years, with an option to renew the lease. Tenants are required to pay cash deposit equivalent to 3-6 months' rent.

As at the end of 2014 and 2015 and for the nine-month period ended September 30, 2016, TICON's warehouse portfolios are as follows:

| | As at Dec 31, 2014 | | As at Dec 31, 2015 | | As at Sep 30, 2016 | |
|------------------------|--------------------|----------------------|--------------------|----------------------|--------------------|----------------------|
| | No. of warehouses | Leased area (sq. m.) | No. of warehouses | Leased area (sq. m.) | No. of warehouses | Leased area (sq. m.) |
| Contracted | 73 | 324,927 | 80 | 418,307 | 93 | 459,364 |
| Available | 65 | 173,923 | 66 | 174,207 | 83 | 202,599 |
| Under construction | 37 | 151,797 | 34 | 110,641 | 12 | 98,848 |
| Under site preparation | 193 | 1,865,281 | 196 | 2,142,313 | 188 | 2,069,963 |
| Total | 368 | 2,515,928 | 376 | 2,845,468 | 376 | 2,830,774 |

The above table illustrates the number of warehouses after the sales of almost 100% occupied warehouses to TFUND, TLOGIS, TGROWTH and TREIT as shown below:

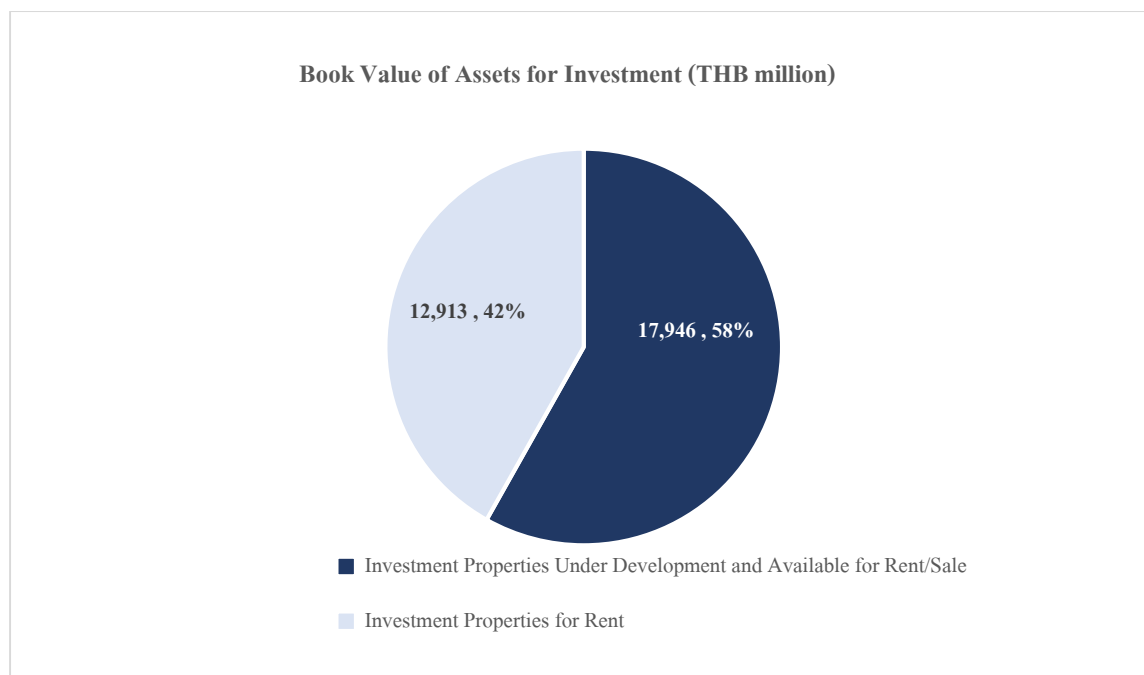
| | As at Dec 31, 2014 | | As at Dec 31, 2015 | | As at Sep 30, 2016 | |
|-----------------------------------|--------------------|----------------------|--------------------|----------------------|--------------------|----------------------|
| | No. of warehouses | Leased area (sq. m.) | No. of warehouses | Leased area (sq. m.) | No. of warehouses | Leased area (sq. m.) |
| Warehouses sold to property funds | - | - | - | - | - | - |
| Warehouses sold to TREIT | 25 | 160,523 | 46 | 133,282 | - | - |

The average occupancy rate of warehouses during the past years is as follows:

| | 2014 | 2015 | 2016 (9M) |
|----------------------------|------|------|-----------|
| Average occupancy rate (%) | 63 | 68 | 68 |

As at December 31, 2015, the Company's warehouse tenants mostly were general logistics service providers, accounting for 60.3%, and automotive industry, 8.4%. Classified by country/region, Europe came first, 51.9%, followed by Thailand, 23.2%, and Japan, 14.8%.

The book value of factories and warehouses as at September 30, 2016 was equal to THB 30,859.01 million (representing 86.57% of total assets). They were recorded as non-current assets held for sale, investment properties under development and available for rent/sale, and investment properties for rent, as illustrated in the figure below:



Remark: Investment properties under development and available for rent/sale and investment properties for rent are the assets that will generate rental and service income.

3. Services provided by the Company include:

- **Modifications of factories/warehouses:** Having its own project design, construction and management team, the Company can assist customers in designing and modifying the factory/warehouse buildings to suit their particular needs.
- **Utilities Connections:** The Company helps to provide customers with utility services that amply meet their needs.
- **Assistance in Securing Statutory Permits:** The Company assists customers in obtaining statutory permits necessary for commencing their operations soonest possible such as operation permit. Moreover, the Company assists in applying for, and renewing, work permits for customers' expatriate staffs.
- **Other Services:** In addition to the above services, the Company offers assistance to customers to satisfy their particular needs with its best effort such as recommending suppliers of goods and services and assisting customers in recruiting key personnel.

1.2 Revenue Structure

At present, income from sales of factories/warehouses has become the biggest portion of total revenues owing to substantial sales of factories/warehouses to property funds (TFUND, TLOGIS and TGROWTH) and REIT fund (TREIT) in 2015, the proceeds from which were used for financing business expansion. It was followed by income

from factories/warehouses rental and service, which is the Company's core business. However, for 9-month period of 2016, the Company earned just a little bit income from of factories/warehouses.

In 2014 and 2015, both types of income above contributed to approximately 80%-90% of the Company's total revenues. The Company also earned other types of income in the portion varying in each year, as shown in the below table:

| Revenue Structure | As at Dec 31, 2014 | | As at Dec 31, 2015 | | As at Sep 30, 2016 | |
|---|--------------------|---------------|--------------------|---------------|--------------------|---------------|
| | THB million | % | THB million | % | THB million | % |
| Income from sales of properties | 4,561.28 | 73.99 | 3,345.61 | 62.55 | 63.07 | 3.59 |
| Rental and service income | 966.06 | 15.67 | 1,048.55 | 19.60 | 838.13 | 47.77 |
| Property management fee from associated companies | 165.34 | 2.68 | 204.12 | 3.82 | 151.08 | 8.61 |
| Share of profit from investments in associated companies by the equity method | 267.13 | 4.33 | 248.47 | 4.65 | 196.32 | 11.19 |
| Realized additional gains on sales of properties to associated companies | 41.37 | 0.67 | 246.69 | 4.61 | 294.95 | 16.81 |
| Other income | 163.78 | 2.66 | 255.65 | 4.78 | 211.04 | 12.03 |
| Total | 6,164.95 | 100.00 | 5,349.09 | 100.00 | 1,754.59 | 100.00 |

2. List of Shareholders, Board of Directors and Executive Committee of the Company

2.1 List of Shareholders

As of September 30, 2016, TICON had a registered capital of THB 1,115.94 million, of which THB 1,099.14 million was paid up, divided into 1,099,142,375 ordinary shares with a par value of THB 1 per share. List of shareholders and shareholding percentage according to the Company's shareholder register as at October 26, 2016 is as follows:

| List of Shareholders | As at October 26, 2016 | |
|---|------------------------|--------------|
| | No. of Shares | % |
| 1 Rojana Industrial Park Plc. | 478,699,619 | 43.55 |
| 2 City Realty Group | | |
| City Villa Co., Ltd. | 38,568,150 | 3.51 |
| Mr. Chali Sophonpanich | 24,773,910 | 2.25 |
| Mrs. Siriya Sophonpanich | 11,458,725 | 1.04 |
| City Realty Co., Ltd. | 2,582,684 | 0.24 |
| | 77,383,469 | 7.04 |
| 3 Directors/Management/Related persons | | |
| Mr. Virapan Pulges (Managing Director) and spouse | 11,673,823 | 1.06 |
| Miss Siriporn Sombatwatthana (Head of Administration) and spouse | 10,481,800 | 0.95 |
| Mr. Threekwan Bunnag (Director and Audit Committee Member) and spouse | 1,349,362 | 0.12 |

| List of Shareholders | As at October 26, 2016 | |
|--|------------------------|---------------|
| | No. of Shares | % |
| Mr. David Desmond Tarrant (Director and Chairman of the Audit Committee) | 794,135 | 0.07 |
| Miss Waranya Intarapirot (Head of Purchasing) | 170,000 | 0.02 |
| Mrs. Yuko Hoshi (Head of Marketing) | 100,078 | 0.00 |
| Mr. Somsak Ratanavirakul (Head of Marketing) | 12,011 | 0.00 |
| Miss Lalitphant Phiriyaphant (Chief Financial Officer and Company Secretary) | 79 | 0.00 |
| Miss Primopa Natchajaruwit (Head of Property Management) | 61 | 0.00 |
| | 24,581,349 | 2.24 |
| 4 Mr. Jatupon Kriengchaikitkul | 46,249,100 | 4.21 |
| 5 Mrs. Suchada Leesawattrakul | 45,848,770 | 4.17 |
| 6 Mrs. Saowanee Patharawanichanon | 40,311,700 | 3.67 |
| 7 Thai NVDR Ltd. | 37,105,943 | 3.38 |
| 8 Nortrust Nominee Ltd. Group | 33,004,532 | 3.00 |
| 9 Sathorn City Tower Property Fund | 19,503,194 | 1.77 |
| 10 East Fourteen Ltd. Group | 17,886,088 | 1.63 |
| 11 CLSA Limited | 14,988,400 | 1.36 |
| 12 Others | 263,580,211 | 23.98 |
| Total | 1,099,142,375 | 100.00 |

Source: TICON Industrial Connection Plc.

2.2 List of the Board of Directors

As at November 11, 2015, the Company's Board of Directors was composed of eight members as follows:

| No. | Name | Position |
|-----|---------------------------|---------------------------------|
| 1 | Mr. Chali Sophonpanich | Chairman of the Board |
| 2 | Mr. Jirapongs Vinichbutr | Director |
| 3 | Mr. Chai Vinichbutr | Director |
| 4 | Mr. Nate Charanvas | Director |
| 5 | Mr. Virapan Pulges | Managing Director |
| 6 | Mr. David Desmond Tarrant | Chairman of the Audit Committee |
| 7 | Mr. Chatchaval Jiaravanon | Audit Committee Member |
| 8 | Mr. Threekwan Bunnag | Audit Committee Member |

Source: TICON Industrial Connection Plc.

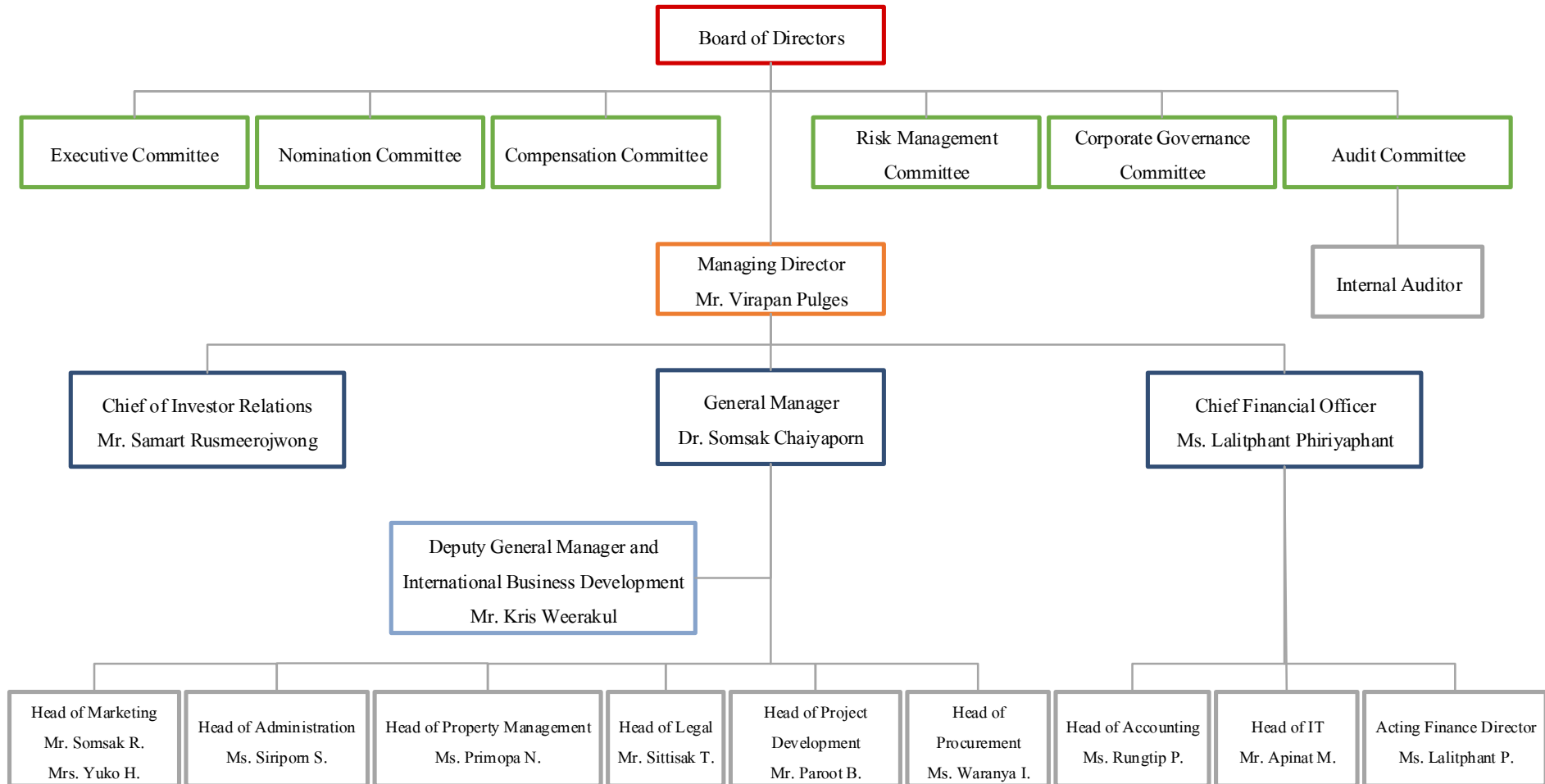
2.3 List of the Executive Committee

As at December 31, 2015, the Company's Executive Committee was composed of the following members:

| No. | Name | Position |
|-----|--------------------------|---|
| 1 | Mr. Virapan Pulges | Chairman of the Committee |
| 2 | Mr. Chali Sophonpanich | Committee Member |
| 3 | Mr. Jirapongs Vinichbutr | Committee Member |
| 4 | Dr. Somsak Chaiyaporn | Committee Member and Secretary to the Committee |

Source: TICON Industrial Connection Plc.

3. Shareholder structure as of October 26,2016



4. Financial Position Reports of TICON Industrial Connection Plc.

The reports consist of statement of financial position, statement of income and statement of cash flow together with a significant financial ratios table for the period as at December 31, 2014 and December 31, 2015, duly audited by a certified public accountant, and the reviewed statement of financial position, statement of income and statement of cash flow as at September 30, 2016.

4.1 Statement of financial position as at December 31, 2014, December 31, 2015 and September 30, 2016

| (Unit: THB 000's) | 2014 | As % of Total Assets | 2015 | As % of Total Assets | September 30, 2016 | As % of Total Assets |
|---|-------------------|-------------------------|-------------------|-------------------------|-----------------------|-------------------------|
| Assets | | | | | | |
| Current assets | | | | | | |
| Cash and cash equivalents | 202,080 | 0.65% | 1,133,890 | 3.12% | 176,223 | 0.49% |
| Current investments | 257,685 | 0.83% | 22,183 | 0.06% | 22,382 | 0.06% |
| Trade and other receivables | 87,093 | 0.28% | 94,959 | 0.26% | 149,559 | 0.42% |
| Advances for construction | 170,401 | 0.55% | 73,933 | 0.20% | 31,575 | 0.09% |
| Other current assets | 142,860 | 0.46% | 223,657 | 0.62% | 251,728 | 0.71% |
| Total current assets | 860,118 | 2.76% | 1,548,622 | 4.27% | 631,467 | 1.77% |
| Non-current assets | | | | | | |
| Pledged deposits at financial institutions | 70,623 | 0.23% | 57,431 | 0.16% | 240 | 0.00% |
| Unbilled operating leases receivables | 49,649 | 0.16% | 80,316 | 0.22% | 111,667 | 0.31% |
| Investments in joint ventures | 4,205 | 0.01% | 4,068 | 0.01% | 4,482 | 0.01% |
| Investments in associates | 3,316,427 | 10.63% | 3,574,454 | 9.85% | 2,940,386 | 8.25% |
| Investment in related company | 257 | 0.00% | 256 | 0.00% | 256 | 0.00% |
| Investment properties under development and available for rent/sale | 17,179,746 | 55.05% | 20,305,645 | 55.95% | 17,945,975 | 50.34% |
| Investment properties for rent | 6,734,568 | 21.58% | 9,769,270 | 26.92% | 12,913,036 | 36.23% |
| Property, plant and equipment | 1,593,453 | 5.11% | 183,226 | 0.50% | 379,977 | 1.07% |
| Deferred tax assets | 90,974 | 0.29% | 28,297 | 0.08% | - | - |
| Deposits for purchase of property | 461,742 | 1.48% | - | 0.00% | - | - |
| Prepaid rental expenses | 758,269 | 2.43% | 714,984 | 1.97% | 691,890 | 1.94% |
| Other non-current assets | 89,090 | 0.29% | 27,190 | 0.07% | 27,123 | 0.08% |
| Total non-current assets | 30,349,004 | 97.24% | 34,745,137 | 95.73% | 35,015,032 | 98.23% |
| Total assets | 31,209,122 | 100.00% | 36,293,759 | 100.00% | 35,646,499 | 100.00% |

| (Unit: THB 000's) | 2014 | As % of Total Assets | 2015 | As % of Total Assets | September 30, 2016 | As % of Total Assets |
|--|-------------------|-------------------------|-------------------|-------------------------|-----------------------|-------------------------|
| Liabilities and shareholders' equity | | | | | | |
| Current liabilities | | | | | | |
| Short-term loans | 660,000 | 2.11% | 2,040,000 | 5.62% | 1,520,000 | 4.26% |
| Trade and other payables | 660,754 | 2.12% | 606,337 | 1.67% | 393,296 | 1.10% |
| Current portion of liabilities under financial lease agreements | 686 | 0.00% | 1,150 | 0.00% | 1,497 | 0.00% |
| Current portion of long-term loans from related party | - | 0.00% | 71,600 | 0.20% | 143,200 | 0.40% |
| Current portion of long-term loans | 55,000 | 0.18% | 304,899 | 0.84% | 297,324 | 0.83% |
| Current portion of debentures | 2,170,000 | 6.95% | 3,250,000 | 8.95% | 5,220,000 | 14.64% |
| Income tax payable | 83,498 | 0.27% | 684 | 0.00% | 751 | 0.00% |
| Short-term provisions | 39,406 | 0.13% | 76,328 | 0.21% | 15,025 | 0.04% |
| Other current liabilities | 139,188 | 0.45% | 134,226 | 0.37% | 126,874 | 0.36% |
| Total current liabilities | 3,808,532 | 12.20% | 6,485,224 | 17.87% | 7,717,967 | 21.65% |
| Non-current liabilities | | | | | | |
| Liabilities under financial lease agreements | 2,532 | 0.01% | 2,911 | 0.01% | 2,470 | 0.01% |
| Long-term loans from related party | 748,380 | 2.40% | 676,780 | 1.86% | 712,166 | 2.00% |
| Long-term loans | 952,383 | 3.05% | 721,981 | 1.99% | 711,762 | 2.00% |
| Debentures | 12,640,000 | 40.50% | 14,940,000 | 41.16% | 13,320,000 | 37.37% |
| Provision for long-term employee benefits | 28,405 | 0.09% | 32,205 | 0.09% | 41,116 | 0.12% |
| Long-term provisions | 93,785 | 0.30% | 59,691 | 0.16% | 6,094 | 0.02% |
| Deferred tax liabilities | - | 0.00% | - | 0.00% | 55,887 | 0.16% |
| Customer deposits | 283,719 | 0.91% | 302,984 | 0.83% | 337,540 | 0.95% |
| Unearned land rental income | 1,185,762 | 3.80% | 1,382,487 | 3.81% | 1,331,362 | 3.73% |
| Total non-current liabilities | 15,934,965 | 51.06% | 18,119,039 | 49.92% | 16,518,397 | 46.34% |
| Total liabilities | 19,743,497 | 63.26% | 24,604,263 | 67.79% | 24,236,364 | 67.99% |
| Shareholders' equity | | | | | | |
| Issued and paid-up capital (1,099,142,375 ordinary shares of THB 1 each) | 1,099,142 | 3.52% | 1,099,142 | 3.03% | 1,099,142 | 3.08% |
| Premium on ordinary shares | 7,343,380 | 23.53% | 7,343,380 | 20.23% | 7,343,380 | 20.60% |
| Appropriated retained earnings - statutory reserve | 126,374 | 0.40% | 126,374 | 0.35% | 126,374 | 0.35% |
| Unappropriated retained earnings | 2,831,851 | 9.07% | 3,052,854 | 8.41% | 2,767,868 | 7.76% |
| Other components of shareholders' equity | 63,614 | 0.20% | 65,265 | 0.18% | 68,489 | 0.19% |
| Equity attributable to owners of the Company | 11,464,361 | 36.73% | 11,687,015 | 32.20% | 11,405,253 | 32.00% |
| Non-controlling interests of the subsidiaries | 1,264 | 0.00% | 2,481 | 0.01% | 4,882 | 0.01% |
| Total shareholders' equity | 11,465,625 | 36.74% | 11,689,496 | 32.21% | 11,410,135 | 32.01% |
| Total liabilities and shareholders' equity | 31,209,122 | 100.00% | 36,293,759 | 100.00% | 35,646,499 | 100.00% |

4.2 Statement of income for the period of January 1, 2014 - December 31, 2014, January 1, 2015 - December 31, 2015 and January 1, 2016 - September 30, 2016

| (Unit: THB 000's) | 2014 | As % of Total Revenues | 2015 | As % of Total Revenues | September 30, 2016 | As % of Total Revenues |
|--|------------------|------------------------------|------------------|------------------------------|-----------------------|------------------------------|
| Revenues | | | | | | |
| Rental and related service income | 966,057 | 16.50% | 1,048,547 | 21.60% | 838,129 | 66.34% |
| Revenues from service | 54,159 | 0.92% | 30,158 | 0.62% | 36,869 | 2.92% |
| Sales of properties | 4,561,276 | 77.88% | 3,345,606 | 68.93% | 63,067 | 4.99% |
| Utility income | 37,952 | 0.65% | 35,625 | 0.73% | 19,141 | 1.52% |
| Management fee income from associates | 165,341 | 2.82% | 204,123 | 4.21% | 151,078 | 11.96% |
| Interest income | 8,249 | 0.14% | 6,521 | 0.13% | 4,983 | 0.39% |
| Other income | 63,425 | 1.08% | 183,350 | 3.78% | 150,043 | 11.88% |
| Total revenues | 5,856,457 | 100.00% | 4,853,930 | 100.00% | 1,263,310 | 100.00% |
| Expenses | | | | | | |
| Cost of rental and related services | 243,451 | 4.16% | 306,395 | 6.31% | 223,691 | 17.71% |
| Cost of service | 46,923 | 0.80% | 22,956 | 0.47% | 29,023 | 2.30% |
| Cost of sales of properties | 3,192,139 | 54.51% | 2,401,416 | 49.47% | 46,503 | 3.68% |
| Cost of utilities | 34,495 | 0.59% | 29,090 | 0.60% | 16,230 | 1.28% |
| Provision related to sales of properties (reversal) | 117,963 | 2.01% | 33,317 | 0.69% | (50,426) | -3.99% |
| Selling expenses | 68,110 | 1.16% | 36,437 | 0.75% | 19,428 | 1.54% |
| Administrative expenses | 445,599 | 7.61% | 435,854 | 8.98% | 344,413 | 27.26% |
| Depreciation | 255,746 | 4.37% | 284,595 | 5.86% | 141,258 | 11.18% |
| Other expenses | 4,012 | 0.07% | 9,693 | 0.20% | 17,312 | 1.37% |
| Total expenses | 4,408,439 | 75.27% | 3,559,752 | 73.34% | 787,432 | 62.33% |
| Profit before share of profit (loss) from investments in associates and joint ventures, finance cost and income tax expense | 1,448,018 | 24.73% | 1,294,178 | 26.66% | 475,878 | 37.67% |
| Shares of profit from investments in associates | 267,126 | 4.56% | 248,467 | 5.12% | 196,321 | 15.54% |
| Shares of profit (loss) from investments in joint ventures | (385) | -0.01% | (136) | 0.00% | 413 | 0.03% |
| Realized additional gains on sales of properties to associates | 41,367 | 0.71% | 246,688 | 5.08% | 294,952 | 23.35% |
| Deferred gains on sales of properties to associates | (213,420) | -3.64% | (166,262) | -3.43% | - | 0.00% |
| Profit before finance cost and income tax expense | 1,542,707 | 26.34% | 1,622,934 | 33.44% | 967,564 | 76.59% |
| Finance cost | (642,613) | -10.97% | (762,213) | -15.70% | (608,998) | -48.21% |
| Profit (Loss) before income tax expense | 900,094 | 15.37% | 860,721 | 17.73% | 358,566 | 28.38% |
| Income tax expense | (138,523) | -2.37% | (89,762) | -1.85% | (88,542) | -7.01% |
| Profit for the period | 761,570 | 13.00% | 770,959 | 15.88% | 270,024 | 21.37% |
| Profit attributable to: | | | | | | |
| Equity holders of the Company | 761,735 | 13.01% | 769,741 | 15.86% | 267,623 | 21.18% |
| Non-controlling interests of the subsidiaries | (165) | 0.00% | 1,218 | 0.03% | 2,401 | 0.19% |
| Profit for the year | 761,570 | 13.00% | 770,959 | 15.88% | 270,024 | 21.37% |

4.3 Statement of cash flow for the period of January 1, 2014 - December 31, 2014, January 1, 2015 - December 31, 2015 and January 1, 2016 - September 30, 2016

| (Unit: THB 000's) | 2014 | 2015 | September 30, 2016 |
|---|------------------|------------------|-----------------------|
| Net cash flow provided from (used in) operating activities | 4,098,342 | 3,247,265 | (92,208) |
| Net cash flow provided from (used in) investing activities | (8,016,380) | (6,672,439) | (233,478) |
| Net cash flow provided from (used in) financing activities | 3,493,538 | 4,230,119 | (630,453) |
| Increase (decrease) in translation adjustments | 215 | (5,635) | (1,528) |
| Net increase (decrease) in cash and cash equivalents | (424,285) | 799,310 | (957,667) |
| Cash and cash equivalents at beginning of period | 758,865 | 334,580 | 1,133,890 |
| Cash and cash equivalents at end of period | 334,580 | 1,133,890 | 176,223 |

4.4 Significant financial ratios

| | 2014 | 2015 |
|--|-------|-------|
| Liquidity ratio | | |
| Current ratio (time) | 0.23 | 0.24 |
| Trade accounts receivable turnover ratio (time) | 21.04 | 23.48 |
| Average debt collection period (day) | 17.66 | 15.33 |
| Trade accounts payable turnover ratio (time) | 0.72 | 1.41 |
| Debt repayment period (day) | 499 | 255 |
| Profitability ratio | | |
| Gross profit margin (%) – including sales revenues | 37.84 | 38.38 |
| Gross profit margin (%) – excluding sales revenues | 74.80 | 70.78 |
| Net profit margin (%) | 13.06 | 15.86 |
| Return on Equity (%) | 7.59 | 6.65 |
| Efficiency ratio | | |
| Return on fixed assets (%) | 5.15 | 4.63 |
| Financial policy ratio | | |
| Debt to equity ratio (time) | 1.72 | 2.10 |
| Interest-bearing debt to equity ratio (time) | 1.50 | 1.88 |

4.5 Analysis of financial position

Assets

Total assets of the Company and its subsidiaries, based on the statement of financial position as of September 30, 2016, amounted to THB 35,646.50 million, slightly dropping by 1.78% from THB 36,293.76 million as of year-end 2015 but growing by 14.22% from THB 31,209.12 million as at the end of 2014.

The Company's ready-built factory and warehouse for rent business is classified as a real estate industry, whose assets normally are composed largely of non-current assets. As at the end of 2014 and 2015 and September 30, 2016, its non-current assets made up as high as 97.24%, 95.73% and 98.23% of total assets respectively. More specifically, investment properties under development and available for rent/sale and investment properties for rent constituted 50.34% and 36.23% of total assets of the Company as of September 30, 2016 of THB 17,945,975 million and THB 12,913,036 million respectively. These assets will further generate recurring income for the Company in the future. In 2014 and 2015, such assets altogether amounted to THB 23,914.31 million and THB 30,074.92 million respectively, reflecting continuous investment in business expansion of the Company.

However, the Company's current assets were somewhat minimal, making up only 2.76%, 4.27% and 1.77% of its total assets as at the end of 2014 and 2015 and September 30, 2016 respectively. According to the statement of financial position as at September 30, 2016, its current assets plunged from the end of 2015 by 59.22% due chiefly to a sharp decrease of 84.46% in cash and cash equivalents.

Liabilities

Total liabilities of the Company and its subsidiaries, based on the statement of financial position as of September 30, 2016, amounted to THB 24,236.36 million, a decrease of only 1.50% from THB 24,604.26 million as of year-end 2015 but a surge of 22.76% from THB 19,743.50 million as at the end of 2014.

The Company's liabilities mainly consisted of debentures (amounting to THB 13,320 million as at September 30, 2016), which were long-term debts constituting as much as 37.37% of total assets or 54.96% of total liabilities and declining from 2015 by 10.84% (but increasing by 18.20% in 2015 from 2014). Current liabilities, which were 21.65% of total assets or 31.85% of total liabilities, were created from revolving funds used within the organization such as cash flow, advances for purchases of land or construction materials and equipment before obtaining loans from financial institutions or other long-term loans, etc.

The Company's debt to equity ratio (see more details in Attachment 2, Item 4.4 Significant financial ratios) stood at 1.72 times and 2.10 times as at the end of 2014 and 2015 respectively. Under the loan conditions with financial institutions and debenture holders, the Company shall maintain the ratio at not over 2.5 – 3.0 times.

Shareholders' equity

Shareholders' equity as at September 30, 2016 as shown on the Company's statement of financial position accounted for THB 11,410.14 million, diminishing by 2.39% from the end of 2015 (THB 11,689.50 million). It was composed of three major items, paid-up ordinary shares of 1,099.14 million shares of THB 1 each, premium on ordinary shares of THB 7,343.38 million, and unappropriated retained earnings of THB 2,767.87 million.

From the unappropriated retained earnings, the Company has a policy to pay dividend to its shareholders at not less than 40% of net profit (subject to additional conditions). Between 2014 and September 30, 2016, it made three dividend payments (with a par value equal to THB 1 per share in 2014 and THB 0.5 per share in 2015 and 2016). For 2016, dividend was paid on May 19, 2016 out of the net profit and retained earnings, as approved by the Board of Directors' meeting on February 25, 2016. Therefore, as at September 30, 2016 according to its statement of financial position, the Company recorded total unappropriated retained earnings of THB 2,767.87 million, dropping from the end of 2015 (THB 3,052.85 million) by 9.34%.

4.6 Overview of operating results

In 2015, the Company posted a net profit of THB 770.96 million, which grew 1.23% from THB 761.57 million in 2014 albeit the 17.12% year-on-year drop in its total revenues due to a decline in sales of properties, revenues from service, and utility income.

Despite the revenue contraction in 2015, the Company could improve its cost management as evident from the statement of financial position, resulting in a decrease in several expenses with a 19.25% decline in total expenses and, hence, an increase in its net profit from that in 2014.

Analysis of operating results

Revenues

The Company's total revenues dropped by 17.12% from THB 5,856.46 million in 2014 to THB 4,853.93 million in 2015, with income from sales of factories/warehouses and income from rental and related service constituting the largest percentage of total revenues. In 2014, the Company sold a huge amount of factories/warehouses to property funds (TFUND, TLOGIS and TGROWTH) and REIT (TREIT) in order to use the proceeds thereof for its business expansion. Income from sales of such properties made up 77.88% and 68.93% of total revenues in 2014 and 2015 respectively. In 2015, the said income plunged by 26.65% from THB 4,561.28 million in the previous year to THB 3,345.61 million. However, for the first nine months of 2016, the Company earned only a slight income from sales of factories/warehouses.

The second largest income, i. e. income from factories/warehouses rental and related service, which is the Company's main business, accounted for 16.50%, 21.60% and 66.34% of total revenues in 2014, 2015 and as at September 30, 2016 respectively. In 2015, such income increased by THB 82.49 million or 8.54%.

Expenses

Selling and administrative expenses

In 2014 and 2015, the Company recorded expenses before “profit before share of profit from investments in associates and joint ventures, finance cost and income tax expense” in the amount of THB 4,408.44 million and THB 3,559.75 million respectively, a drop of 19.25% in 2015 from 2014. Cost of sales of properties made up the highest 67.46% of total expenses in 2015, followed by administrative expenses (12.24%), cost of rental and related services (8.61%), and depreciation (7.99%) respectively. Selling and administrative expenses were comprised mainly of employee-related expenses such as commission fees for introducing tenants/buyers/sellers/transferees of leasehold rights, depreciation of ready-built factories/warehouses that have not yet been rented out, security expenses for properties at factories/warehouses available for rent.

However, according to the obligation set forth in the condition under the Share Subscription Agreement between the Company and FPHT and the cancellation of sale of properties to TREIT by the Company, its revenues from sales of factories/warehouses and cost of sales of properties as at September 30, 2016 therefore declined significantly from 2015.

Finance cost

In 2014 and 2015, the Company’s finance cost totaled THB 642.61 million and THB 762.21 million respectively, representing an increase of 18.61%. It consisted mainly of interest expenses and expenses related to loan borrowing. The rising finance cost in 2015 resulted from a substantial increase in debenture issuance to finance the expansion of factory and warehouse for rent business. In the first nine months of 2016, finance cost was THB 609 million, a year-on-year increase of THB 52.40 million or 9.41%.

As shown on the statement of income, total expenses amounted to THB 3,559.75 million in 2015, falling from the end of 2014 (THB 4,408.44 million) by 19.25% due to the decrease in sales of properties to TFUND, TLOGIS, TGROWTH and TREIT.

Profit

The Company generated a net profit in 2014, 2015 and as at September 30, 2016 of THB 761.57 million, THB 770.96 million and THB 270.02 million, with earnings per share of THB 0.69, THB 0.70 and THB 0.25, and net profit margin of 13%, 15.88% and 21.37% respectively.

Financial liquidity

In the first nine months of 2016, the Company recorded a net decrease in cash and cash equivalents of THB 1,133.89 million, mainly comprising net cash flow used in operating activities of THB 92.21 million, net cash flow used in investing activities of THB 233.48 million, and net cash flow used in financing activities of THB 630.45 million. As a result, cash and cash equivalents at the end of the period declined from that as of December 31, 2015 (THB 1,133.89 million) by 84.46%

As at the end of the Q3/2016 period, current ratio stood at 0.08 time, which fell from the end of 2015 (0.24 time) due to a decrease in cash and cash equivalents as at September 30, 2016 from that as at December 31, 2015 of THB 957.67 million or 84.46%.

ATTACHMENT 3: PROFILE OF FRASERS PROPERTY HOLDINGS (THAILAND) CO., LTD. AND FRASERS CENTREPOINT LIMITED

1. Background and General Information

Frasers Property Holdings (Thailand) Co., Ltd. (“FPHT”) was established on November 9, 2015. As of November 1, 2016, FPHT has a registered capital of THB 13,500,000,000 and a paid-up registered capital of THB 3,382,500,000. FPHT is a subsidiary of Frasers (Thailand) Pte. Ltd. which is a subsidiary of Frasers Centrepoint Ltd. (“FCL”). FCL is an international integrated real estate developer and is one of the leaders in Singapore’s real estate business, having total assets as of September 30, 2016 worth more than SGD 24,000 million.

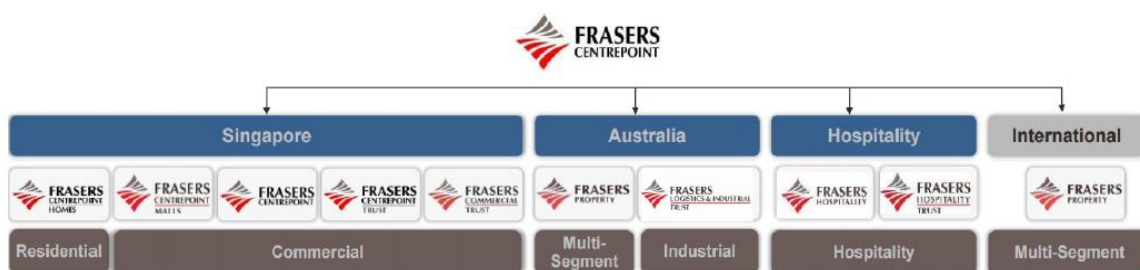
Nature of Business Operation

Business Overview

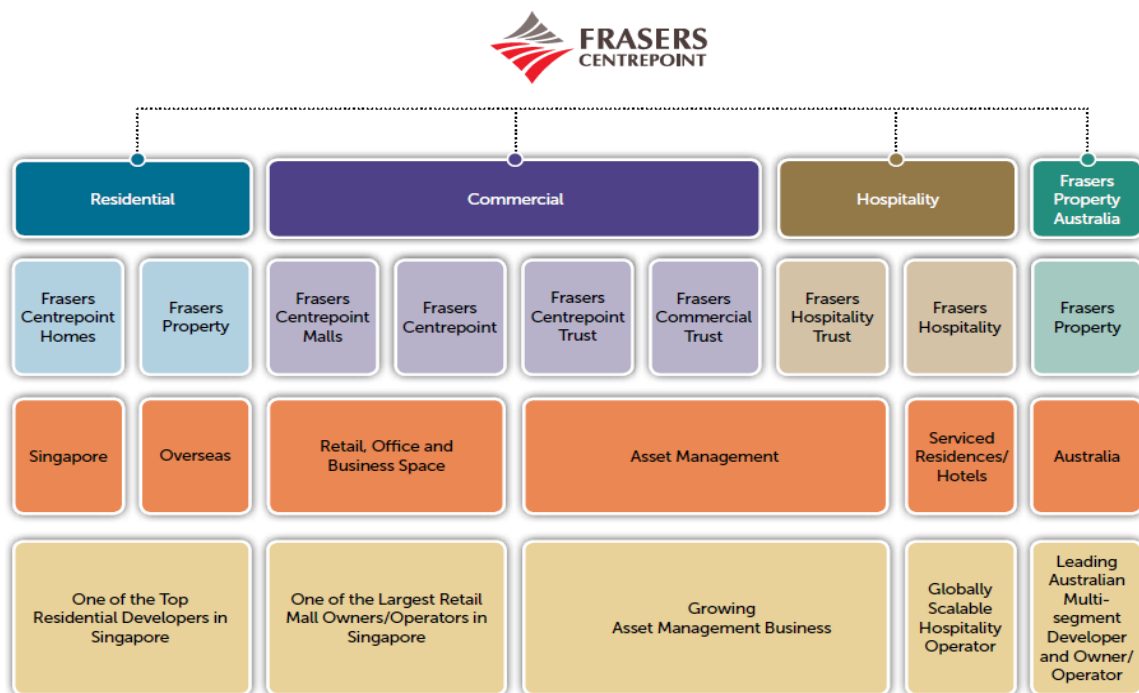
FCL operates three core business lines: business in Singapore, business in Australia, and hospitality business, emphasizing residential, commercial, retail and industrial properties in Singapore, Australia and hospitality business in more than 80 cities in North Asia, Southeast Asia, Australia, Europe and the Middle East. FCL has international business arm that focuses on the group’s investments in China, Southeast Asia and the United Kingdom.

FCL is a listed company on the Singapore Exchange Securities Trading Ltd. (“SGX-ST”) and is also a sponsor, and its subsidiaries are the managers of, three REITs listed on the Main Board of SGX-ST, namely Frasers Centrepoint Trust (“FCT”), Frasers Commercial Trust (“FCOT”), and Frasers Logistics & Industrial Trust (“FLT”) which primarily invests in retail space for rent, office and business space for rent, and industrial properties respectively, as well as one stapled trust listed on the SGX-ST, i.e. Frasers Hospitality Trust (consisting of Frasers Hospitality Real Estate Investment Trust and Frasers Hospitality Business Trust) which mainly invests in hospitality properties.

Business Structure of FCL Classified by Type of Region

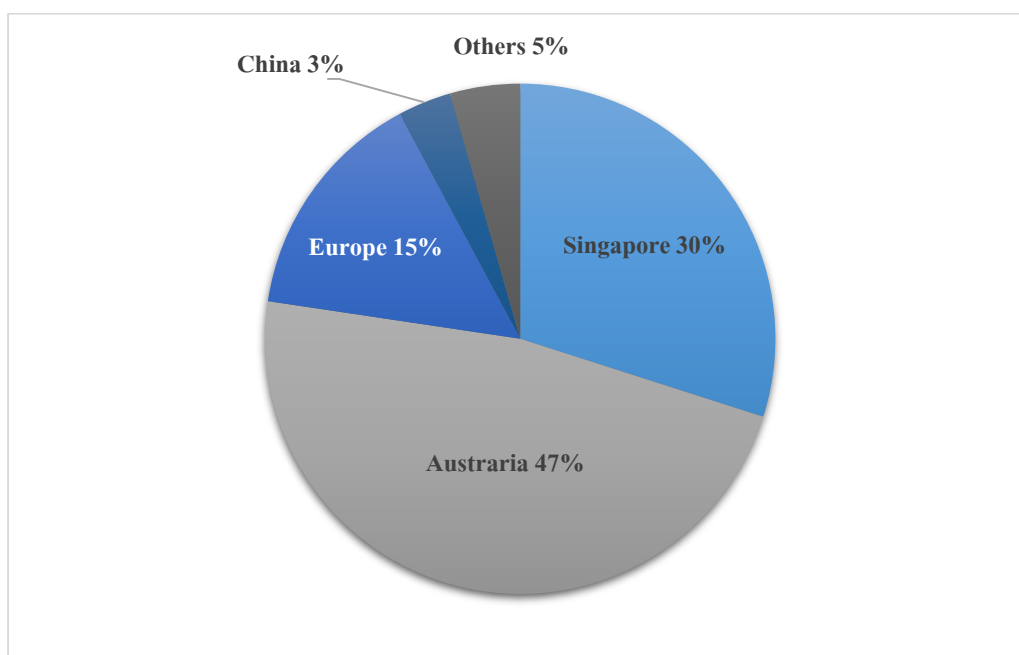


Business Structure of FCL Classified by Type of Business



Source: Annual Report 2015 of FCL

Sales Proportion for the Year Ended September 30, 2016 by Geographical Segment



Source: Financial Statement Year Ended 30 September 2016 of Frasers Centrepoint Limited

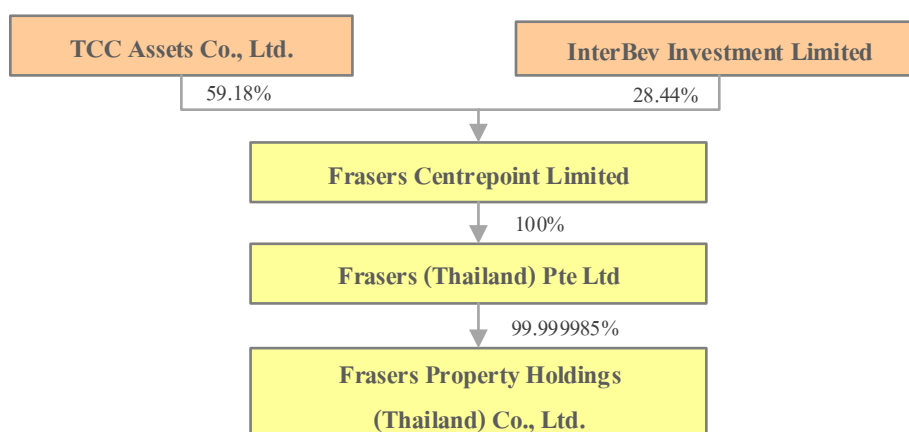
2. List of shareholders of FPHT as at November 1, 2016 is as follows:

| No. | Name | No. of Shares | As % of Total Paid-up Shares | As % of Total Voting Rights |
|-----|------------------------------|---------------|------------------------------|-----------------------------|
| 1 | Frasers (Thailand) Pte. Ltd. | 13,499,998 | 100.00 | 100.00 |
| 2 | Mr. Chia KhongShoong | 1 | - | - |
| 3 | Mr. Uten Lohachitpitaks | 1 | - | - |

Remark: FCL holds 100% of paid-up shares and has 100% of voting rights in Frasers (Thailand) Pte. Ltd.

3. List of major shareholders of FCL as at October 7, 2016 is as follows:

| No. | Name | No. of Shares | As % of Total Paid-up Shares | As % of Total Voting Rights |
|-----|--------------------------|---------------|------------------------------|-----------------------------|
| 1 | TCC Asset Ltd. | 1,716,160,124 | 59.18 | 59.18 |
| 2 | InterBev Investment Ltd. | 824,847,644 | 28.44 | 28.44 |

4. Shareholding Structure


5. Financial Position Reports of FCL

The reports consist of statement of financial position, statement of income and statement of cash flow as at September 30, 2013, September 30, 2014 and September 30, 2015, duly audited by a certified public accountant, and the unaudited statement of financial position, statement of income and statement of cash flow as at September 30, 2016 (accounting period ended in September).

5.1 Statement of financial position as at September 30, 2013, September 30, 2014, September 30, 2015, and September 30, 2016

| (Unit: SGD 000's) | 30/9/2013 | % of Total Assets | 30/9/2014 | % of Total Assets | 30/9/2015 | % of Total Assets | 30/9/2016 | % of Total Assets |
|------------------------------------|-------------------|----------------------|-------------------|----------------------|-------------------|----------------------|-------------------|----------------------|
| Assets | | | | | | | | |
| NON-CURRENT ASSETS | | | | | | | | |
| Investment properties | 3,115,234 | 29.82 | 11,423,373 | 53.65 | 12,951,192 | 56.15 | 13,494,019 | 55.75 |
| Property, plant and equipment | 31,599 | 0.30 | 1,414,902 | 6.65 | 1,991,014 | 8.63 | 1,972,282 | 8.15 |
| Investment in: | | | | | | | | |
| - Subsidiaries | - | - | - | - | - | - | - | - |
| - Joint ventures | - | - | 589,385 | 2.77 | 334,928 | 1.45 | 240,213 | 0.99 |
| - Associates | 1,055,983 | 10.11 | 216,226 | 1.02 | 250,460 | 1.09 | 552,800 | 2.28 |
| Financial assets | 2,164 | 0.02 | 2,164 | 0.01 | 2,165 | 0.01 | 2,162 | 0.01 |
| Intangible assets | 64,478 | 0.62 | 503,413 | 2.36 | 721,164 | 3.13 | 681,736 | 2.82 |
| Prepayments | 43,200 | 0.41 | 4,530 | 0.02 | 8,349 | 0.04 | 3,074 | 0.01 |
| Other receivables | 168,104 | 1.61 | 598,657 | 2.81 | 241,476 | 1.05 | 228,644 | 0.94 |
| Deferred tax assets | 2,937 | 0.03 | 112,226 | 0.53 | 169,724 | 0.74 | 55,160 | 0.23 |
| Derivative financial instruments | - | - | 7,256 | 0.03 | 55,935 | 0.24 | 2,136 | 0.01 |
| Total NON-CURRENT ASSETS | 4,483,699 | 42.93 | 14,872,132 | 69.85 | 16,726,407 | 72.51 | 17,232,226 | 71.19 |
| CURRENT ASSETS | | | | | | | | |
| Inventory | 3,578 | 0.03 | 4,119 | 0.02 | 7,473 | 0.03 | 5,679 | 0.02 |
| Properties held for sale | 4,737,053 | 45.35 | 4,188,067 | 19.67 | 3,922,672 | 17.01 | 3,997,551 | 16.52 |
| Prepaid land and development costs | 302,763 | 2.90 | 480,143 | 2.26 | 19,877 | 0.09 | 60,455 | 0.25 |
| Other prepayments | 398,033 | 3.81 | 31,292 | 0.15 | 41,328 | 0.18 | 52,602 | 0.22 |
| Trade and other receivables | 11,901 | 0.11 | 811,573 | 3.81 | 843,505 | 3.66 | 677,821 | 2.80 |
| Derivative financial instruments | - | - | 30,366 | 0.14 | 20,167 | 0.09 | 9,361 | 0.04 |
| Cash and cash equivalents | 1,478 | 0.01 | 873,378 | 4.10 | 1,373,140 | 5.95 | 437,337 | 1.81 |
| Assets held for sale | 506,784 | 4.85 | - | - | 112,123 | 0.49 | 1,731,343 | 7.15 |
| Total CURRENT ASSETS | 5,961,590 | 57.07 | 6,418,938 | 30.15 | 6,340,285 | 27.49 | 6,972,149 | 28.81 |
| TOTAL ASSETS | 10,445,289 | 100.00 | 21,291,070 | 100.00 | 23,066,692 | 100.00 | 24,204,375 | 100.00 |

| (Unit: SGD 000's) | 30/9/2013 | % of Total Assets | 30/9/2014 | % of Total Assets | 30/9/2015 | % of Total Assets | 30/9/2016 | % of Total Assets |
|---|------------------|----------------------|------------------|----------------------|-------------------|----------------------|-------------------|----------------------|
| LIABILITIES & EQUITY | | | | | | | | |
| CURRENT LIABILITIES | | | | | | | | |
| Trade and other payables | 1,725,158 | 16.52 | 1,593,939 | 7.49 | 1,314,648 | 5.70 | 1,694,961 | 7.00 |
| Derivative financial instruments | 3,232 | 0.03 | 11,520 | 0.05 | 24,602 | 0.11 | 46,924 | 0.19 |
| Provision for taxation | 112,674 | 1.08 | 145,794 | 0.68 | 192,953 | 0.84 | 236,971 | 0.98 |
| Loans and borrowings | 629,135 | 6.02 | 1,537,757 | 7.22 | 1,020,137 | 4.42 | 1,470,116 | 6.07 |
| CURRENT LIABILITIES | 2,470,199 | 23.65 | 3,289,010 | 15.45 | 2,552,340 | 11.07 | 3,448,972 | 14.25 |
| NET CURRENT ASSETS/(LIABILITIES) | 3,491,391 | 33.43 | 3,129,928 | 14.70 | 3,787,945 | 16.42 | 3,523,177 | 14.56 |
| | 7,975,090 | 76.35 | 18,002,060 | 84.55 | 20,514,352 | 88.93 | 20,755,403 | 85.75 |
| NON-CURRENT LIABILITIES | | | | 0.00 | | | | |
| Other payables | 1,200,444 | 11.49 | 347,414 | 1.63 | 253,751 | 1.10 | 290,426 | 1.20 |
| Derivative financial instruments | 3,059 | 0.03 | 9,077 | 0.04 | 36,592 | 0.16 | 89,994 | 0.37 |
| Deferred tax liabilities | 117,928 | 1.13 | 198,067 | 0.93 | 317,736 | 1.38 | 206,078 | 0.85 |
| Loans and borrowings | 1,175,373 | 11.25 | 7,823,952 | 36.75 | 9,255,320 | 40.12 | 8,325,421 | 34.40 |
| NON-CURRENT LIABILITIES | 2,496,804 | 23.90 | 8,378,510 | 39.35 | 9,863,399 | 42.76 | 8,911,919 | 36.82 |
| NET ASSETS | 5,478,286 | 52.45 | 9,623,550 | 45.20 | 10,650,953 | 46.17 | 11,843,484 | 48.93 |
| SHARE CAPITAL AND RESERVES | | | | | | | | |
| Share capital | 1,083,977 | 10.38 | 1,753,977 | 8.24 | 1,759,858 | 7.63 | 1,766,800 | 7.30 |
| Retained earnings | 4,363,384 | 41.77 | 4,543,167 | 21.34 | 4,995,420 | 21.66 | 5,222,073 | 21.57 |
| Other reserves | 3,725 | 0.04 | 117,154 | 0.55 | (245,798) | (1.07) | (327,733) | (1.35) |
| Equity attributable to Owners of the Company | - | - | 6,414,298 | 30.13 | 6,509,480 | 28.22 | 6,661,140 | 27.52 |
| NON-CONTROLLING INTERESTS | | | | | | | | |
| - Perpetual Securities | - | - | 597,654 | 2.81 | 1,293,254 | 5.61 | 1,391,783 | 5.75 |
| | 5,451,086 | 52.19 | 7,011,952 | 32.93 | 7,802,734 | 33.83 | 8,052,923 | 33.27 |
| NON-CONTROLLING INTERESTS | | | | | | | | |
| - Others | 27,200 | 0.26 | 2,611,598 | 12.27 | 2,848,219 | 12.35 | 3,790,561 | 15.66 |
| TOTAL EQUITY | 5,478,286 | 52.45 | 9,623,550 | 45.20 | 10,650,953 | 46.17 | 11,843,484 | 48.93 |

Source: www.fraserscentrepoin.com

5.2 Statement of income for the period of October 1, 2012 – September 30, 2013, October 1, 2013 – September 30, 2014, October 1, 2014 – September 30, 2015, and October 1, 2015 – September 30, 2016

| (Unit: SGD 000's) | 30/9/2013 | % of Revenue | 30/9/2014 | % of Revenue | 30/9/2015 | % of Revenue | 30/9/2016 | % of Revenue |
|---|------------------|----------------|------------------|---------------|------------------|---------------|------------------|---------------|
| REVENUE | | | | | | | | |
| Singapore | | | | | | | 1,003,663 | 29.18 |
| International Business | | | | | | | 253,368 | 7.37 |
| Commercial Properties | 138,570 | 6.75 | 459,405 | 20.85 | 460,631 | 12.93 | 30,347 | 0.88 |
| Development Properties | 1,682,379 | 81.96 | 719,300 | 32.65 | 1,203,531 | 33.79 | - | - |
| Hospitality | 193,978 | 9.45 | 288,414 | 13.09 | 698,931 | 19.62 | 938,203 | 27.28 |
| Frasers Property Australia | - | - | 834,043 | 37.86 | 1,383,298 | 38.84 | 1,454,596 | 42.29 |
| Corporate & Others | 104,797 | 5.11 | 8,039 | 0.36 | 39,436 | 1.11 | - | - |
| Eliminations | (66,975) | (3.26) | (106,175) | (4.82) | (224,302) | (6.30) | (240,585) | (6.99) |
| Total REVENUE | 2,052,749 | 100.00 | 2,203,026 | 100.00 | 3,561,525 | 100.00 | 3,439,592 | 100.00 |
| Cost of sales | (1,241,094) | (60.46) | (1,431,541) | (64.98) | (2,479,360) | (69.62) | (2,406,856) | (69.98) |
| Gross Profit | 811,655 | 39.54 | 771,485 | 35.02 | 1,082,165 | 30.38 | 1,032,736 | 30.02 |
| Other income/(losses) | (2,561) | (0.12) | (8,063) | (0.37) | (8,400) | (0.24) | (6,527) | (0.19) |
| Other Items of Expenses | | | | | | | | |
| - Operation Costs | (144,771) | (7.05) | (143,018) | (6.49) | (248,433) | (6.98) | (259,387) | (7.54) |
| - Marketing Costs | (60,599) | (2.95) | - | - | - | - | - | - |
| - Administrative expenses | (92,122) | (4.49) | - | - | - | - | - | - |
| TOTAL COSTS AND EXPENSES | (297,492) | (14.49) | (143,018) | (6.49) | (248,433) | (6.98) | (259,387) | (7.54) |
| TRADING PROFIT | 511,602 | 24.92 | 620,404 | 28.16 | 825,332 | 23.17 | 766,822 | 22.29 |
| Share of results of joint ventures and associates, net of tax | 59,536 | 2.90 | 144,583 | 6.56 | 279,430 | 7.85 | 171,377 | 4.98 |
| PROFIT BEFORE INTEREST, FAIR VALUE CHANGE, TAXATION AND EXCEPTIONAL ITEMS | 571,138 | 27.82 | 764,987 | 34.72 | 1,104,762 | 31.02 | 938,199 | 27.28 |
| Interest income | 18,459 | 0.90 | 44,885 | 2.04 | 36,799 | 1.03 | 25,296 | 0.74 |
| Interest expense | (79,428) | (3.87) | (88,668) | (4.02) | (186,157) | (5.23) | (167,504) | (4.87) |
| Net interest expense | (60,969) | (2.97) | (43,783) | (1.99) | (149,358) | (4.19) | (142,208) | (4.13) |
| PROFIT BEFORE FAIR VALUE CHANGE, TAXATION AND EXCEPTIONAL ITEMS | 510,169 | 24.85 | 721,204 | 32.74 | 955,404 | 26.83 | 795,991 | 23.14 |
| Fair value change on investment properties | 165,883 | 8.08 | 234,537 | 10.65 | 243,350 | 6.83 | 159,711 | 4.64 |
| Share of Associates' Fair Value Change on Investment Properties | 109,860 | 5.35 | - | - | - | - | - | - |
| PROFIT BEFORE TAXATION AND EXCEPTIONAL ITEMS | 785,912 | 38.29 | 955,741 | 43.38 | 1,198,754 | 33.66 | 955,702 | 27.79 |

| (Unit: SGD 000's) | 30/9/2013 | % of Revenue | 30/9/2014 | % of Revenue | 30/9/2015 | % of Revenue | 30/9/2016 | % of Revenue |
|--|----------------|--------------|----------------|--------------|------------------|--------------|----------------|--------------|
| Exceptional items | 46,409 | 2.26 | (148,454) | (6.74) | (2,205) | (0.06) | 4,641 | 0.13 |
| PROFIT BEFORE TAXATION | 832,321 | 40.55 | 807,287 | 36.64 | 1,196,549 | 33.60 | 960,343 | 27.92 |
| Taxation | (96,583) | (4.71) | (127,520) | (5.79) | (184,174) | (5.17) | (194,197) | (5.65) |
| PROFIT FOR THE PERIOD | 735,738 | 35.84 | 679,767 | 30.86 | 1,012,375 | 28.43 | 766,146 | 22.27 |
| ATTRIBUTABLE TO: - | | | | | | | | |
| Shareholder of the Company | | | | | | | | |
| - Before fair value change and exceptional items | 401,080 | 19.54 | 469,817 | 21.33 | 543,830 | 15.27 | 479,863 | 13.95 |
| - Fair value change | 275,682 | 13.43 | 171,309 | 7.78 | 219,612 | 6.17 | 106,250 | 3.09 |
| - Exceptional items | 45,541 | 2.22 | (140,415) | (6.37) | 7,832 | 0.22 | 11,106 | 0.32 |
| | 722,303 | 35.19 | 500,711 | 22.73 | 771,274 | 21.66 | 597,219 | 17.36 |
| Non-controlling interests | 13,435 | 0.65 | 179,056 | 8.13 | 241,101 | 6.77 | 168,927 | 4.91 |
| PROFIT FOR THE PERIOD | 735,738 | 35.84 | 679,767 | 30.86 | 1,012,375 | 28.43 | 766,146 | 22.27 |

Source: www.fraserscentrepoint.com

5.3 Statement of cash flow for the period of October 1, 2012 – September 30, 2013, October 1, 2013 – September 30, 2014, October 1, 2014 – September 30, 2015, and October 1, 2015 – September 30, 2016

| (Unit: SGD 000's) | 30/09/2013 | 30/09/2014 | 30/09/2015 | 30/09/2016 |
|---|------------------|----------------|------------------|------------------|
| Cashflow statement | | | | |
| Net cash generated from / (used in) operating activities | (302,878) | (491,400) | 684,064 | 1,096,979 |
| Net cash used in investing activities | 219,513 | (4,891,915) | (1,400,530) | (721,696) |
| Net cash (used in)/generated from financing activities | (613,110) | 5,775,408 | 1,219,026 | (56,223) |
| Net change in cash and cash equivalents | (696,475) | 392,093 | 502,560 | 319,060 |
| Cash and cash equivalents at beginning of period | 1,202,222 | 478,983 | 867,938 | 1,367,505 |
| Effects of exchange rate on opening cash | - | (3,138) | (2,993) | 41,632 |
| Cash and cash equivalents at end of period | 505,747 | 867,938 | 1,367,505 | 1,728,197 |

Source: www.fraserscentrepoint.com

5.4 Analysis of financial position

Assets

According to FCL's consolidated financial statement at the end of fiscal year 2016 as of September 30, 2016, it had total assets of SGD 24,204.38 million, growing by 4.93% from the same period of 2015 and as of September 30, 2015, it had total assets of SGD 23,066.69 million, growing by 8.34% from the same period of 2014. In 2016, non-current assets amounted to SGD 17,232.23 million or 71.19% of total assets and current assets were worth SGD 6,972.15 million or 28.49% of total assets. The major items included investments in properties of SGD 13,494.02

million or 55.75% of total assets, which increased by 4.19% from 2015 due to additional investment of MHDV group's boutique hotel in the UK and real estate development in Australia.

Liabilities

According to FCL's consolidated financial statement at the end of fiscal year 2016 as of September 30, 2016, it had total liabilities of SGD 12,360.89 million, decreasing by 0.44% from 2015 (SGD 12,415.74 million). They consisted of current liabilities of SGD 3,448.97 million, representing 14.25% of total assets and non-current liabilities of SGD 8,911.92 million, representing 36.82% of total assets or 72.10% of total liabilities. The item with a material change was long-term loans which, as at the end of fiscal year 2016, had a book value of SGD 8,325.42 million, representing 34.40% of total assets or 67.35% of total liabilities and decreasing from 2015 by 10.05%, used for financing the hotel business takeover of MHDV group.

Shareholders' Equity

Shareholders' equity of FCL as at the end of fiscal year 2016 stood at SGD 11,843.48 million, recording a net increase of 11.20% (SGD 1,192.53 million) from 2015 and representing 48.93% of total assets. It was composed of owner's equity of SGD 6,666.14 million or 27.52% of total assets or 56.24% of shareholders' equity. The main items included retained earnings of SGD 5,222.07 million, growing by 4.54% from 2015 and non-controlling interests with book value of SGD 1,391.78 million which was 5.75% of total assets or 11.75% of shareholders' equity and mounted by 7.62% (SGD 98.53 million) from 2015.

ATTACHMENT 4: SUMMARY OF ASSUMPTION OF APPRAISED ASSETS PREPARED BY THE INDEPENDENT VALUERS

The Company engaged five independent appraisers approved by the SEC to appraise the properties as follows;

1. T.A. Management Corporation (1999) Co., Ltd.
2. Nexus Property Consultants Co., Ltd.
3. Wealth Appraisal Co., Ltd.
4. Thai Property Appraisal Lynn Phillips Co., Ltd.
5. First Star Consultant Co., Ltd.

Summary of appraisal values prepared by the independent appraisers.

| | Appraisal Value (million THB) |
|---|-------------------------------|
| Factory | |
| Central | |
| Bangkok | |
| Lat Krabang Industrial Estate (LKB) Nexus Property Consultants Co., Ltd. | 33.70 |
| Pratumthani | |
| Nava Nakorn Industrial Promotion Zone (NN) Nexus Property Consultants Co., Ltd. | 453.20 |
| Prachinburi | |
| Kabinburi Industrial Zone (KIZ) Nexus Property Consultants Co., Ltd. | 506.00 |
| Rojana Industrial Park - Prachinburi (RJP) Nexus Property Consultants Co., Ltd. | 1,035.60 |
| Phra Nakhon Si Ayutthaya | |
| Bangpa-in Industrial Estate (BPI) Nexus Property Consultants Co., Ltd. | 95.10 |
| HI-TECH Industrial Estate (Hi-Tech) Nexus Property Consultants Co., Ltd. | 694.50 |
| Rojana Industrial Park - Phra Nakhon Si Ayutthaya (RJN) Nexus Property Consultants Co., Ltd. | 2,097.90 |
| Samutprakan | |
| Bang Poo Industrial Estate (BP) Nexus Property Consultants Co., Ltd. | 112.80 |
| Asia Industrial Estate (Asia) Nexus Property Consultants Co., Ltd. | 1,251.70 |

| | Appraisal Value (million THB) |
|--|-------------------------------|
| East | |
| Chonburi | |
| Pinthong Industrial Estate, Chonburi First Star Consultant Co., Ltd. | 842.46 |
| Nexus Property Consultants Co., Ltd. | 34.40 |
| Hemaraj Chonburi Industrial Estate Nexus Property Consultants Co., Ltd. | 303.90 |
| Laem Chabang Warehouse Center 1 Nexus Property Consultants Co., Ltd. | 498.30 |
| Amata Nakorn Industrial Estate Nexus Property Consultants Co., Ltd. | 2,255.60 |
| Rayong | |
| Amata City Industrial Estate Nexus Property Consultants Co., Ltd. | 762.50 |
| Rojana Industrial Park First Star Consultant Co., Ltd. | 23.03 |
| Warehouse | |
| Central | |
| Bangkok | |
| TICON Logistics Park Lat Krabang First Star Consultant Co., Ltd. | 464.91 |
| Phra Nakhon Si Ayutthaya | |
| TICON Logistics Park Wang Noi 1 Wealth Appraisal Co., Ltd. | 1,014.93 |
| TICON Logistics Park Wang Noi 2 Wealth Appraisal Co., Ltd. | 3,146.53 |
| TICON Logistics Park Wang Noi 3 First Star Consultant Co., Ltd. | 77.36 |
| Samutprakan | |
| Bangphlee Warehouse Center 1 Nexus Property Consultants Co., Ltd. | 507.70 |
| Bangphlee Warehouse Center 2 บริษัท เวลท์ แอปพรaisal จำกัด | 2,093.76 |
| Bangphlee Warehouse Center 3 Nexus Property Consultants Co., Ltd. Wealth Appraisal Co., Ltd. | 331.30 1,026.49 |
| Bangphlee Warehouse Center 4 First Star Consultant Co., Ltd. | 800.75 |
| Bangphlee Warehouse Center 5 First Star Consultant Co., Ltd. | 273.71 |
| Bangphlee Warehouse Center 6 First Star Consultant Co., Ltd. | 753.26 |
| Samutsakorn | |
| Samut Sakhon Warehouse Center Wealth Appraisal Co., Ltd. | 1,859.65 |

| | Appraisal Value (million THB) |
|---|-------------------------------|
| ภาคตะวันออก | |
| Chachoengsao | |
| TICON Logistics Park Bangna | |
| Nexus Property Consultants Co., Ltd. | 712.20 |
| Wealth Appraisal Co., Ltd. | 1,603.01 |
| TICON Logistics Park Bangpakong | |
| First Star Consultant Co., Ltd. | 980.90 |
| Chonburi | |
| TICON Logistics Park Sriracha | |
| T.A. Management Corporation (1999) Co., Ltd. | 1,514.49 |
| Hemaraj Chon Buri Industrial Estate (Bo Win) | |
| Thai Property Appraisal Lynn Phillips Co., Ltd. | 314.77 |
| Amata Nakorn Industrial Estate | |
| Nexus Property Consultants Co., Ltd. | 64.60 |
| Phan Thong Warehouse Center 1 | |
| Thai Property Appraisal Lynn Phillips Co., Ltd. | 713.52 |
| Phan Thong Warehouse Center 2 | |
| First Star Consultant Co., Ltd. | 185.40 |
| Phan Thong Warehouse Center 3 | |
| First Star Consultant Co., Ltd. | 206.17 |
| Laem Chabang Warehouse 1 | |
| First Star Consultant Co., Ltd. | 50.50 |
| Laem Chabang Warehouse 2 | |
| T.A. Management Corporation (1999) Co., Ltd. | 2,414.57 |
| Eastern Sea Board Warehouse Center 1 | |
| First Star Consultant Co., Ltd. | 153.91 |
| Thai Property Appraisal Lynn Phillips Co., Ltd. | 123.17 |
| Eastern Sea Board Warehouse Center 2 | |
| First Star Consultant Co., Ltd. | 228.45 |
| Thai Property Appraisal Lynn Phillips Co., Ltd. | 429.51 |
| Eastern Sea Board Warehouse Center 3 | |
| Thai Property Appraisal Lynn Phillips Co., Ltd. | 836.28 |
| Phanat Nikhom district | |
| First Star Consultant Co., Ltd. | 147.28 |
| Prachinburi | |
| Rojana Industrial Park, Prachinburi | |
| Wealth Appraisal Co., Ltd. | 421.56 |
| Rayong | |
| Amata City Industrial Estate | |
| Thai Property Appraisal Lynn Phillips Co., Ltd. | 647.84 |
| Eastern Sea Board Warehouse Center 1 | |
| Wealth Appraisal Co., Ltd. | 595.85 |
| North | |
| Lamphun | |
| Lamphun Warehouse Center | |
| T.A. Management Corporation (1999) Co., Ltd. | 431.02 |

| | Appraisal Value (million THB) |
|--|-------------------------------|
| North East | |
| Khonkan | |
| Khonkan Warehouse Center T.A. Management Corporation (1999) Co., Ltd. | 449.06 |
| South | |
| Suratthaini | |
| Suratthaini Warehouse Center First Star Consultant Co., Ltd. | 145.22 |
| Total of factory and warehouse | 36,746.63 |

Summary of assumption of appraised assets prepared by the independent appraisers.

1. **T.A. Management Corporation (1999) Co., Ltd.** appraised properties located on 4 sites. The appraisal methods and assumptions are described below.

| Location | Method | Assumption | Appraisal Value (THB million) |
|---|-----------------|---|-------------------------------|
| 1. TICON Logistics Park Sriracha, Chonburi | Income Approach | <ul style="list-style-type: none"> • Rental fee: Refer to rental rates of 4 similar warehouses factories nearby the appraised property • Rental growth rate: 10% for every 3 year • Occupancy rate: <ul style="list-style-type: none"> - Year 1-3 80% - Year 4-6 85% - Year 7-9 90% - Year 10-11 95% • Administrative expense: <ul style="list-style-type: none"> - Salary and employee benefits for THB 2,016,000 per year, increase by 3% for each year - Marketing expense 1% of rental income - Maintenance expense 1% of rental income - Major maintenance expense every 5 years for 2% of rental income - Other expense 1% of rental income • Capitalization rate (for Terminal value calculation): 9% (from inquiries of investors in the same industry) • Discount rate: 11% | 916.09 |
| | Market Approach | <ul style="list-style-type: none"> • Market price: Refer to selling offer of 5 similar lands nearby | 598.40 |
| 2. Laem Chabang Warehouse, Chonburi | Income Approach | <ul style="list-style-type: none"> • Rental fee: Refer to rental rates of 4 similar warehouses factories nearby the appraised property • Rental growth rate: 10% for every 3 year • Occupancy rate: <ul style="list-style-type: none"> - Year 1-3 80% - Year 4-6 85% - Year 7-9 90% - Year 10-11 95% • Administrative expense: <ul style="list-style-type: none"> - Salary and employee benefits for THB 2,016,000 per year, increase by 3% for each year - Marketing expense 1% of rental income - Maintenance expense 1% of rental income - Major maintenance expense every 5 years for 2% of rental income - Other expense 1% of rental income | 1,205.25 |

| Location | Method | Assumption | Appraisal Value (THB million) |
|--------------------------------------|----------------------------------|--|----------------------------------|
| | | <ul style="list-style-type: none"> • Capitalization rate (for Terminal value calculation): 9% (from inquiries of investors in the same industry) • Discount rate: 11% | |
| | Market Approach | <ul style="list-style-type: none"> • Market price: Refer to selling offer of 8 similar lands nearby | 1,209.32 |
| 3. Khonkan Warehouse Center, Khonkan | Income Approach | <ul style="list-style-type: none"> • Rental fee: Refer to rental rates of 4 similar warehouses factories nearby the appraised property • Rental growth rate: 10% for every 3 year • Occupancy rate: <ul style="list-style-type: none"> - Year 1-3 80% - Year 4-6 85% - Year 7-9 90% - Year 10-11 95% • Administrative expense: <ul style="list-style-type: none"> - Salary and employee benefits for THB 972,000 per year, increase by 3% for each year - Marketing expense 1% of rental income - Maintenance expense 1% of rental income - Major maintenance expense every 5 years for 2% of rental income - Other expense 1% of rental income • Capitalization rate (for Terminal value calculation): 9% (from inquiries of investors in the same industry) • Discount rate: 11% | 129.10 |
| | Market Approach | <ul style="list-style-type: none"> • Market price: Refer to selling offer of 4 similar lands nearby | 311.09 |
| | Discount Cash Flow ^{/1} | <ul style="list-style-type: none"> • Rental fee: 3% of market value of the land • Rental growth rate: 10% for every 3 years • Reantal period: 20 February 2013 – 19 February 2043 as per the existing rental agreement • Discount rate: 11% | 8.87 |
| 4. Lamphun Warehouse Center, Lamphun | Income Approach | <ul style="list-style-type: none"> • Rental fee: <ul style="list-style-type: none"> - Unoccupied property: Refer to rental rates of 4 similar factories nearby the appraised property - Occupied property: Refer to the current rental agreement • Rental growth rate: <ul style="list-style-type: none"> - Unoccupied property: 10% for every 3 year - Occupied property: Refer to the current rental agreement • Occupancy rate: <ul style="list-style-type: none"> - Unoccupied property: <ul style="list-style-type: none"> - Year 1-3 80% - Year 4-6 85% - Year 7-9 90% - Year 10-11 95% - Occupied property: Refer to the current rental agreement • Administrative expense: <ul style="list-style-type: none"> - Salary and employee benefits for THB 972,000 per year, increase by 3% for each year - Marketing expense 1% of rental income - Maintenance expense 1% of rental income - Major maintenance expense every 5 years for 2% of rental income - Other expense 1% of rental income • Capitalization rate (for Terminal value calculation): 9% (from inquiries of investors in the same industry) • Discount rate: 11% | 125.60 |
| | Market Approach | <ul style="list-style-type: none"> • Market price: Refer to selling offer of 4 similar lands nearby | 305.42 |

/1 Discount Cash Flow Approach is sunset of Income Approach. With regard to the table above, Discount Cash Flow Approach was used for appraising the occupied property.

Opinion of Independent Financial Advisor to appraised properties prepared by T.A. Management Corporation (1999) Co., Ltd.

1. Factory and warehouse

Income Approach and Discounted Cash Flow are applied in which factory and warehouse can generate income by itself under the assumption that the future revenue might be projected based on the current lease agreements or comparable rental rates of factories/ warehouses that have similar characteristics and nearby locations. Therefore, the IFA has an opinion that these methods are appropriate in appraising the Company's properties.

2. Land

Market Approach is applied by analyzing the market value from properties' market value that are similar to the appraised properties in location, size, public utility, development potential, and land usefulness. Therefore, the IFA has an opinion that this method is appropriate in appraising the Company's properties.

2. Nexus Property Consultants Co., Ltd. appraised properties located on 17 sites. The appraisal methods and assumptions are described below.

| Location | Method | Assumption | Appraisal Value (THB million) |
|---|-----------------|---|----------------------------------|
| 1. Bangpa-in Industrial Estate, Phra Nakhon Si Ayutthaya | Income Approach | <ul style="list-style-type: none"> ● Rental fee: <ul style="list-style-type: none"> - Unoccupied property: Refer to rental rates of similar factories nearby the appraised property - Occupied property: Refer to the current rental agreement ● Rental growth rate: <ul style="list-style-type: none"> - Unoccupied property: 2% in Year 2 and 3% in year 3 onwards - Occupied property: Refer to the current rental agreement ● Vacant duration: <ul style="list-style-type: none"> - Year 1-3 : 5 months - Year 4-11 : 3 months ● Administrative expense: <ul style="list-style-type: none"> - Utility expense for THB 1,000 per Rai per month (increase by 10% for every 3 year) - Management fee for THB 7/Sq.m./Month (increase by 10% for every 3 year) - Marketing expense and commission equal to 1 month for the 3-year period contract ● Capitalization rate (for Terminal value calculation): 8% ● Discount rate: 9.5% | 95.10 |
| 2. Amata Nakorn Industrial Estate, Chonburi | Income Approach | <ul style="list-style-type: none"> ● Rental fee: <ul style="list-style-type: none"> - Unoccupied property: Refer to rental rates of similar factories nearby the appraised property - Occupied property: Refer to the current rental agreement ● Rental growth rate: | 1,611.00 |

| Location | Method | Assumption | Appraisal Value (THB million) |
|--|-----------------|--|----------------------------------|
| | | <ul style="list-style-type: none"> - Unoccupied property: 2% in Year 2 and 3% in Year 3 - Occupied property: Refer to the current rental agreement • Vacant duration: <ul style="list-style-type: none"> - Year 1-3 : 3 months - Year 4-11 : 2 months • Administrative expense: <ul style="list-style-type: none"> - Utility expense for THB 900 per Rai per month (increase by 10% for every 3 year) - Management fee for THB 7/Sq.m./Month (increase by 10% for every 3 year) - Marketing expense and commission equal to 1 month for the 3-year period contract • Capitalization rate (for Terminal value calculation): 8% • Discount rate: 9.5% | |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. | 279.60 |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. And Increase 4% of land value in every year referring from remaining lease period, and calculate in term of present value, which has a discount rate at 7%. | 77.80 |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. And Increase 4% of land value in every year referring from remaining lease period, and calculate in present value, which has a discount rate at 7%. | 287.20 |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. And Increase 4% of land value in every year referring from remaining lease period, and calculate in present value, which has a discount rate at 7%. | 64.60 |
| 3. Laem Chabang Industrial Estate, Chonburi | Income Approach | <ul style="list-style-type: none"> • Rental fee: <ul style="list-style-type: none"> - Unoccupied property: Refer to rental rates of similar factories nearby the appraised property - Occupied property: Refer to the current rental agreement • Rental growth rate: <ul style="list-style-type: none"> - Unoccupied property: 3% for each year - Occupied property: Refer to the current rental agreement • Vacant duration: <ul style="list-style-type: none"> - Year 1-2 : 2 months - Year 3 onwards : 1 months • Administrative expense: <ul style="list-style-type: none"> - Utility expense for THB 1,200 per Rai per month (increase by 10% for every 3 year) - Management fee for THB 7/Sq.m./Month (increase by 10% for every 3 year) - Marketing expense and commission equal to 1 month for the 3-year period contract • Discount rate: <ul style="list-style-type: none"> - Remaining lease period 1-5 years 15% - Remaining lease period 6-8 years 14% - Remaining lease period 9-12 years 13% | 437.00 |

| Location | Method | Assumption | Appraisal Value (THB million) |
|---|-----------------|--|----------------------------------|
| | Income Approach | <ul style="list-style-type: none"> ● Rental fee: <ul style="list-style-type: none"> - Unoccupied property: Refer to rental rates of similar factories nearby the appraised property - Occupied property: Refer to the current rental agreement ● Rental growth rate: <ul style="list-style-type: none"> - Unoccupied property: 3% for each year - Occupied property: Refer to the current rental agreement ● Vacant duration: <ul style="list-style-type: none"> - Year 1-2 : 2 months - Year 3 onwards : 1 months ● Administrative expense: <ul style="list-style-type: none"> - Utility expense for THB 1,200 per Rai per month (increase by 10% for every 3 year) - Management fee for THB 7/Sq.m./Month (increase by 10% for every 3 year) - Marketing expense and commission equal to 1 month for the 3-year period contract <ul style="list-style-type: none"> ● Discount rate: <ul style="list-style-type: none"> - Remaining lease period 1-5 years 15% - Remaining lease period 6-8 years 14% ● - Remaining lease period 9-12 years 13% | 61.30 |
| 4. Hi-Tech Industrial Estate, Phra Nakhon Si Ayutthaya | Income Approach | <ul style="list-style-type: none"> ● Rental fee: <ul style="list-style-type: none"> - Unoccupied property: Refer to rental rates of similar factories nearby the appraised property - Occupied property: Refer to the current rental agreement ● Rental growth rate: <ul style="list-style-type: none"> - Unoccupied property: 2% in Year 2 and 3% in Year 3 - Occupied property: Refer to the current rental agreement ● Vacant duration: <ul style="list-style-type: none"> - Year 1-3 : 4 months - Year 4-11 : 2 months ● Administrative expense: <ul style="list-style-type: none"> - Utility expense for THB 1,000 per Rai per month (increase by 10% for every 3 year) - Management fee for THB 7/Sq.m./Month (increase by 10% for every 3 year) - Marketing expense and commission equal to 1 month for the 3-year period contract ● Capitalization rate (for Terminal value calculation): 8% ● Discount rate: 9.5% | 502.30 |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. | 161.70 |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. And Increase 4% of land value in every year referring from remaining lease period, and calculate in present value, which has a discount rate at 7%. | 30.50 |
| | Income Approach | <ul style="list-style-type: none"> ● Rental fee: <ul style="list-style-type: none"> - Unoccupied property: Refer to rental rates of similar factories nearby the appraised property | 647.10 |

| Location | Method | Assumption | Appraisal Value (THB million) |
|--|-----------------|---|----------------------------------|
| 5. Amata City Industrial Estate, Rayong | | <ul style="list-style-type: none"> - Occupied property: Refer to the current rental agreement ● Rental growth rate: <ul style="list-style-type: none"> - Unoccupied property: 2% in Year 2 and 3% in Year 3 - Occupied property: Refer to the current rental agreement ● Vacant duration: <ul style="list-style-type: none"> - Year 1-3 : 3 months - Year 4-11 : 2 months ● Administrative expense: <ul style="list-style-type: none"> - Utility expense for THB 900 per Rai per month (increase by 10% for every 3 year) - Management fee for THB 7/Sq.m./Month (increase by 10% for every 3 year) - Marketing expense and commission equal to 1 month for the 3-year period contract ● Capitalization rate (for Terminal value calculation): 8% ● Discount rate: 9.5% | |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. | 78.80 |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. And Increase 4% of land value in every year referring from remaining lease period, and calculate in present value, which has a discount rate at 7%. | 36.60 |
| 6. Rojana Industrial Park, Phra Nakhon Si Ayutthaya | Income Approach | <ul style="list-style-type: none"> ● Rental fee: <ul style="list-style-type: none"> - Unoccupied property: Refer to rental rates of similar factories nearby the appraised property - Occupied property: Refer to the current rental agreement ● Rental growth rate: <ul style="list-style-type: none"> - Unoccupied property: 2% in Year 2 and 3% in Year 3 - Occupied property: Refer to the current rental agreement ● Vacant duration: <ul style="list-style-type: none"> - Year 1-3 : 4 months - Year 4-11 : 2 months ● Administrative expense: <ul style="list-style-type: none"> - Utility expense for THB 800 per Rai per month (increase by 10% for every 3 year) - Management fee for THB 7/Sq.m./Month (increase by 10% for every 3 year) - Marketing expense and commission equal to 1 month for the 3-year period contract ● Capitalization rate (for Terminal value calculation): 8% ● Discount rate: 9.5% | 1,664.10 |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. and there are 5 factories under construction equal to 10-20% of construction cost, which has total value THB 15,300,000. | 383.20 |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. And Increase 4% of land value in every year referring from remaining lease period, and calculate in present value, which has a discount rate at 7%. | 50.60 |

| Location | Method | Assumption | Appraisal Value (THB million) |
|---|-----------------|--|----------------------------------|
| 7. Bang Poo Industrial Park, Samutprakan | Income Approach | <ul style="list-style-type: none"> ● Rental fee: <ul style="list-style-type: none"> - Unoccupied property: Refer to rental rates of similar factories nearby the appraised property - Occupied property: Refer to the current rental agreement ● Rental growth rate: <ul style="list-style-type: none"> - Unoccupied property: 3% for each year - Occupied property: Refer to the current rental agreement ● Vacant duration: <ul style="list-style-type: none"> - Year 1-3 : 2 months - Year 4-11 : 1.5 months ● Administrative expense: <ul style="list-style-type: none"> - Utility expense for THB 1,000 per Rai per month (increase by 10% for every 3 year) - Management fee for THB 7/Sq.m./Month (increase by 10% for every 3 year) - Marketing expense and commission equal to 1 month for the 3-year period contract ● Capitalization rate (for Terminal value calculation): 8% ● Discount rate: 9.5% | 112.80 |
| 8. TICON Logistics Park Lat Krabang, Bangkok | Income Approach | <ul style="list-style-type: none"> ● Rental fee: <ul style="list-style-type: none"> - Unoccupied property: Refer to rental rates of similar factories nearby the appraised property - Occupied property: Refer to the current rental agreement ● Rental growth rate: <ul style="list-style-type: none"> - Unoccupied property: 3% for each year - Occupied property: Refer to the current rental agreement ● Vacant duration: <ul style="list-style-type: none"> - Year 1-3 : 0.5 months - Year 4-11 : 0.5 months ● Administrative expense: <ul style="list-style-type: none"> - Management fee for THB 7/Sq.m./Month (increase by 10% for every 3 year) - Marketing expense and commission equal to 1 month for the 3-year period contract ● Capitalization rate (for Terminal value calculation): 8% ● Discount rate: 9.5% | 33.70 |
| 9. Nava Nakorn Industrial Promotion Zone, Pratumthani | Income Approach | <ul style="list-style-type: none"> ● Rental fee: <ul style="list-style-type: none"> - Unoccupied property: Refer to rental rates of similar factories nearby the appraised property - Occupied property: Refer to the current rental agreement ● Rental growth rate: <ul style="list-style-type: none"> - Unoccupied property: 2% in Year 2 and 3% in Year 3 - Occupied property: Refer to the current rental agreement ● Vacant duration: <ul style="list-style-type: none"> - Year 1-3 : 4 months - Year 4-11 : 2 months ● Administrative expense: <ul style="list-style-type: none"> - Utility expense for THB 800 per Rai per month (increase by 10% for every 3 year) | 430.70 |

| Location | Method | Assumption | Appraisal Value (THB million) |
|---|-----------------|---|----------------------------------|
| | | <ul style="list-style-type: none"> - Management fee for THB 7/Sq.m./Month (increase by 10% for every 3 year) - Marketing expense and commission equal to 1 month for the 3-year period contract ● Capitalization rate (for Terminal value calculation): 8% ● Discount rate: 9.5% | |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties and increase 4% per year for the remaining period of lease agreements, discounted to the present value at 7% | 22.50 |
| 10. Hemaraj Chonburi Industrial Estate, Chonburi | Income Approach | <ul style="list-style-type: none"> ● Rental fee: <ul style="list-style-type: none"> - Unoccupied property: Refer to rental rates of similar factories nearby the appraised property - Occupied property: Refer to the current rental agreement ● Rental growth rate: <ul style="list-style-type: none"> - Unoccupied property: 2% in Year 2 and 3% in Year 3 - Occupied property: Refer to the current rental agreement ● Vacant duration: <ul style="list-style-type: none"> - Year 1-3 : 4 months - Year 4-11 : 2 months ● Administrative expense: <ul style="list-style-type: none"> - Utility expense for THB 1,050 per Rai per month (increase by 10% for every 3 year) - Management fee for THB 7/Sq.m./Month (increase by 10% for every 3 year) - Marketing expense and commission equal to 1 month for the 3-year period contract ● Capitalization rate (for Terminal value calculation): 8% ● Discount rate: 9.5% | 303.90 |
| 11. Kabinburi Industrial Zone, Prachinburi | Income Approach | <ul style="list-style-type: none"> ● Rental fee: <ul style="list-style-type: none"> - Unoccupied property: Refer to rental rates of similar factories nearby the appraised property - Occupied property: Refer to the current rental agreement ● Rental growth rate: <ul style="list-style-type: none"> - Unoccupied property: 2% in Year 2 and 3% in Year 3 - Occupied property: Refer to the current rental agreement ● Vacant duration: <ul style="list-style-type: none"> - Year 1-3 : 4 months - Year 4-11 : 3 months ● Administrative expense: <ul style="list-style-type: none"> - Utility expense for THB 700 per Rai per month (increase by 10% for every 3 year) - Management fee for THB 7/Sq.m./Month (increase by 10% for every 3 year) - Marketing expense and commission equal to 1 month for the 3-year period contract ● Capitalization rate (for Terminal value calculation): 8% ● Discount rate: 9.5% | 257.00 |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. | 249.00 |

| Location | Method | Assumption | Appraisal Value (THB million) |
|---|-----------------|---|----------------------------------|
| 12. Asia Industrial Estate, Samut Prakan | Income Approach | <ul style="list-style-type: none"> ● Rental fee: <ul style="list-style-type: none"> - Unoccupied property: Refer to rental rates of similar factories nearby the appraised property - Occupied property: Refer to the current rental agreement ● Rental growth rate: <ul style="list-style-type: none"> - Unoccupied property: 2% in Year 2 and 3% in Year 3 - Occupied property: Refer to the current rental agreement ● Vacant duration: <ul style="list-style-type: none"> - Year 1-3 : 3 months - Year 4-11 : 2 months ● Administrative expense: <ul style="list-style-type: none"> - Utility expense for THB 1,415 per Rai per month (increase by 10% for every 3 year) - Management fee for THB 7/Sq.m./Month (increase by 10% for every 3 year) - Marketing expense and commission equal to 1 month for the 3-year period contract ● Capitalization rate (for Terminal value calculation): 8% ● Discount rate: 9.5% | 930.10 |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. | 321.60 |
| 13. Rojana Industrial Park Prachinburi, Prachinburi | Income Approach | <ul style="list-style-type: none"> ● Rental fee: <ul style="list-style-type: none"> - Unoccupied property: Refer to rental rates of similar factories nearby the appraised property - Occupied property: Refer to the current rental agreement ● Rental growth rate: <ul style="list-style-type: none"> - Unoccupied property: 2% in Year 2 and 3% in Year 3 - Occupied property: Refer to the current rental agreement ● Vacant duration: <ul style="list-style-type: none"> - Year 1-3 : 4 months - Year 4-11 : 3 months ● Administrative expense: <ul style="list-style-type: none"> - Utility expense for THB 900 per Rai per month (increase by 10% for every 3 year) - Management fee for THB 7/Sq.m./Month (increase by 10% for every 3 year) - Marketing expense and commission equal to 1 month for the 3-year period contract ● Capitalization rate (for Terminal value calculation): 8% ● Discount rate: 9.5% | 408.50 |
| | Market Approach | Refers from nearby land selling price with similar characteristic to the appraised properties. | 627.10 |
| 14. Pinthong Industrial Estate, Chonburi | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. And Increase 4% of land value in every year referring from remaining lease period, and calculate in present value, which has a discount rate at 7%. | 34.40 |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. | 651.40 |

| Location | Method | Assumption | Appraisal Value (THB million) |
|--|-----------------|---|----------------------------------|
| 15. TICON Logistics Park Bangna, Chacheungsoa | | And Increase 4% of land value in every year referring from remaining lease period, and calculate in term of present value, which has a discount rate at 7%. | |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. And Increase 4% of land value in every year referring from remaining lease period, and calculate in term of present value, which has a discount rate at 7%. | 38.40 |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. And Increase 4% of land value in every year referring from remaining lease period, and calculate in present value, which has a discount rate at 7%. | 22.40 |
| 16. BangphleeWarehouse Center 1, Samutprakan | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. And Increase 4% of land value in every year referring from remaining lease period, and calculate in present value, which has a discount rate at 7%. | 477.70 |
| | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. And Increase 4% of land value in every year referring from remaining lease period, and calculate in present value, which has a discount rate at 7%. | 30.00 |
| 17. BangphleeWarehouse Center 3, Samutprakan | Market Approach | Refers to nearby land selling price with similar characteristic to the appraised properties. And Increase 4% of land value in every year referring from remaining lease period, and calculate in present value, which has a discount rate at 7%. | 331.30 |

Opinion of Independent Financial Advisor to appraised properties prepared by Nexus Property Consultants Co., Ltd.

1. Factory and warehouse

Income Approach and Discounted Cash Flow are applied in which factory and warehouse can generate income by itself under the assumption that the future revenue might be projected based on the current lease agreements or comparable rental rates of factories/ warehouses that have similar characteristic and nearby locations. Therefore, the IFA has an opinion that these methods are appropriate in appraising the Company's properties.

2. Land

Market Approach is applied by analyzing the market value from properties' market value that are similar to the appraised properties in location, size, public utility, development potential, and land usefulness. Therefore, the IFA has an opinion that that this method is appropriate in appraising the Company's properties.

3. Wealth Appraisal Co., Ltd. appraised properties located on 8 sites. The appraisal methods and assumptions are described below.

| Location | Method | Assumption | Appraisal Value (THB million) |
|---|-----------------|--|----------------------------------|
| 1. Bangphlee Warehouse Center 2, Samutprakan | Income Approach | <ul style="list-style-type: none"> ● Rental fee: Refer to the current rental agreement ● Rental growth rate: 3% for each year ● Vacancy duration: 10% ● Administration expense: <ul style="list-style-type: none"> - Management fee: 2% of total income - Commission 3% of total income - Maintenance expense 2.5% of total income - Property tax 6.25% of total income - Insurance fee 0.1% of replacement cost - Other expense 1% of total income - Utility expense THB 10 per Sq.m. ● Discount rate: 10% | 2,093.76 |
| 2. Eastern Sea Board Warehouse Center 1, Rayong | Income Approach | <ul style="list-style-type: none"> ● Rental fee: Refer to the current rental agreement ● Rental growth rate: 3% for each year ● Vacancy duration: 10% ● Administration expense: <ul style="list-style-type: none"> - Management fee: 2% of total income - Commission 3% of total income - Maintenance expense 2.5% of total income - Property tax 6.25% of total income - Insurance fee 0.1% of replacement cost - Other expense 1% of total income - Utility expense THB 5 per Sq.m. ● Capitalization rate (for Terminal value calculation): 7.75% ● Discount rate: 9.75% | 595.85 |
| 3. Bangphlee Warehouse Center 3, Samutprakan | Income Approach | <ul style="list-style-type: none"> ● Rental fee: Refer to the current rental agreement ● Rental growth rate: 3% for each year ● Vacancy duration: 10% ● Administration expense: <ul style="list-style-type: none"> - Management fee: 2% of total income - Commission 3% of total income - Maintenance expense 2.5% of total income - Property tax 6.25% of total income - Insurance fee 0.1% of replacement cost - Other expense 1% of total income - Utility expense THB 5 per Sq.m. ● Capitalization rate (for Terminal value calculation): 7.75% ● Discount rate: 9.75% | 1,026.49 |
| 4. TICON Logistics Park Wang Noi 1, Phra Nakhon Si Ayutthaya | Income Approach | <ul style="list-style-type: none"> ● Rental fee: Refer to the current rental agreement ● Rental growth rate: 3% for each year ● Vacancy duration: 10% ● Administration expense: <ul style="list-style-type: none"> - Management fee: 2% of total income - Commission 3% of total income - Maintenance expense 2.5% of total income | 1,014.93 |

| Location | Method | Assumption | Appraisal Value (THB million) |
|---|-----------------|---|----------------------------------|
| | | <ul style="list-style-type: none"> - Property tax 6.25% of total income - Insurance fee 0.1% of replacement cost - Other expense 1% of total income - Utility expense THB 5 per Sq.m. ● Capitalization rate (for Terminal value calculation): 7.75% ● Discount rate: 9.75% | |
| 5. TICON Logistics Park Wang Noi 2, Phra Nakhon Si Ayutthaya | Income Approach | <ul style="list-style-type: none"> ● Rental fee: Refer to the current rental agreement ● Rental growth rate: 3% for each year ● Vacancy duration: 10% ● Administration expense: <ul style="list-style-type: none"> - Management fee: 2% of total income - Commission 3% of total income - Maintenance expense 2.5% of total income - Property tax 6.25% of total income - Insurance fee 0.1% of replacement cost - Other expense 1% of total income - Utility expense THB 5 per Sq.m. ● Capitalization rate (for Terminal value calculation): 7.75% ● Discount rate: 9.75% | 3,146.53 |
| 6. TICON Logistics Park Bangna, Chachoengsao | Income Approach | <ul style="list-style-type: none"> ● Rental fee: Refer to the current rental agreement ● Rental growth rate: 3% for each year ● Vacancy duration: 10% ● Administration expense: <ul style="list-style-type: none"> - Management fee: 2% of total income - Commission 3% of total income - Maintenance expense 2.5% of total income - Property tax 6.25% of total income - Insurance fee 0.1% of replacement cost - Other expense 1% of total income - Utility expense THB 5 per Sq.m. ● Capitalization rate (for Terminal value calculation): 7.75% ● Discount rate: 9.75% and 10% based on location of the project, reputation or class of warehouses, target market, management, the ability to sell and make profit, market competition, and risk-free return. | 1,603.01 |
| 7. Rojana Industrial Park, Prachinburi | Income Approach | <ul style="list-style-type: none"> ● Rental fee: Refer to the current rental agreement ● Rental growth rate: 3% for each year ● Vacancy duration: 10% ● Administration expense: <ul style="list-style-type: none"> - Management fee: 2% of total income - Commission 3% of total income - Maintenance expense 2.5% of total income - Property tax 6.25% of total income - Insurance fee 0.1% of replacement cost - Other expense 1% of total income - Utility expense THB 5 per Sq.m. - Utility expense for the industrial estate THB 900 per Rai per month ● Capitalization rate (for Terminal value calculation): 7.75% ● Discount rate: 9.75% | 421.56 |

| Location | Method | Assumption | Appraisal Value (THB million) |
|--|-----------------|--|----------------------------------|
| 8. Samut Sakhon Warehouse Center, Samut Sakorn | Income Approach | <ul style="list-style-type: none"> ● Rental fee: Refer to the current rental agreement ● Rental growth rate: 3% for each year ● Vacancy duration: 10% ● Administration expense: <ul style="list-style-type: none"> - Management fee: 2% of total income - Commission 3% of total income - Maintenance expense 2.5% of total income - Property tax 6.25% of total income - Insurance fee 0.1% of replacement cost - Other expense 1% of total income - Utility expense THB 5 per Sq.m. ● Capitalization rate (for Terminal value calculation): 7.75% ● Discount rate: 9.75% | 1,859.65 |

Opinion of Independent Financial Advisor to appraised properties prepared by Wealth Appraisal Co., Ltd.

Factory and warehouse

Income Approach and Discounted Cash Flow are applied in which factory and warehouse can generate income by itself under the assumption that the future revenue might be projected based on the current lease agreements. Therefore, the IFA has an opinion that these methods are appropriate in appraising the Company's properties.

4. **Thai Property Appraisal Lynn Phillips Co., Ltd.** appraised properties located on 6 sites. The appraisal methods and assumptions are described below.

| Location | Method | Assumption | Appraisal Value (THB million) |
|--|-----------------|--|----------------------------------|
| 1. Hemaraj Chonburi Industrial Estate, Chonburi | Income Approach | <ul style="list-style-type: none"> ● Rental fee: Refer to the current rental agreement ● Vacancy duration: 20% ● Expense: 12% of total income consists of <ul style="list-style-type: none"> - Management and admin - Marketing and commission - Reserve and maintenance - Public utility - Insurance and property tax ● Capitalization rate (for Terminal value calculation): 7.50% | 314.77 |
| 2. Phan Thong Warehouse Center 1, Chonburi | Income Approach | <ul style="list-style-type: none"> ● Rental fee: Refer to the current rental agreement ● Vacancy duration: 20% ● Expense: 12% of total income consists of <ul style="list-style-type: none"> - Management and admin - Marketing and commission - Reserve and maintenance - Public utility - Insurance and property tax ● Capitalization rate (for Terminal value calculation): 7.50% | 713.52 |

| Location | Method | Assumption | Appraisal Value (THB million) |
|---|-----------------|--|----------------------------------|
| 3. Eastern Sea Board Warehouse Center 2, Chonburi | Income Approach | <ul style="list-style-type: none"> ● Rental fee: Refer to the current rental agreement ● Vacancy duration: 20% ● Expense: 12% of total income consists of <ul style="list-style-type: none"> - Management and admin - Marketing and commission - Reserve and maintenance - Public utility - Insurance and property tax ● Capitalization rate (for Terminal value calculation): 7.50% | 429.51 |
| 4. Eastern Sea Board Warehouse Center 1, Chonburi | Income Approach | <ul style="list-style-type: none"> ● Rental fee: Refer to the current rental agreement ● Vacancy duration: 20% ● Expense: 12% of total income consists of <ul style="list-style-type: none"> - Management and admin - Marketing and commission - Reserve and maintenance - Public utility - Insurance and property tax ● Capitalization rate (for Terminal value calculation): 7.50% | 123.17 |
| 5. Amata City Industrial Estate, Rayong | Income Approach | <ul style="list-style-type: none"> ● Rental fee: Refer to the current rental agreement ● Vacancy duration: 20% ● Expense: 12% of total income consists of <ul style="list-style-type: none"> - Management and admin - Marketing and commission - Reserve and maintenance - Public utility - Insurance and property tax ● Capitalization rate (for Terminal value calculation): 7.50% | 647.84 |
| 6. Eastern Sea Board Warehouse Center 3, Chonburi | Income Approach | <ul style="list-style-type: none"> ● Rental fee: Refer to the current rental agreement ● Vacancy duration: 20% ● Expense: 12% of total income consists of <ul style="list-style-type: none"> - Management and admin - Marketing and commission - Reserve and maintenance - Public utility - Insurance and property tax ● Capitalization rate (for Terminal value calculation): 7.50% | 836.28 |
| | Cost Approach | <ul style="list-style-type: none"> ● Replacement cost <ul style="list-style-type: none"> - Concrete road, clarifier, and drainage THB 2,000 / Sq.m. - Rain gutter for THB 1,500/Sq.m. - Clarifier for 2,500 THB/Sq.m. | |

Opinion of Independent Financial Advisor to appraised properties prepared by Thai Property Appraisal Lynn Phillips Co., Ltd.

Factory and warehouse

Income Approach and Discounted Cash Flow are applied in which factory and warehouse can generate income by itself under the assumption that the future revenue might be projected based on the current lease agreements. However, some parts of factories in Eastern Sea Board Warehouse Center 3, Chonburi (including road, clarifier, drain, and rain gutter) were appraised using Cost Approach. Therefore, the IFA has an opinion that these methods are appropriate in appraising the Company's properties.

5. **First Star Consultant Co., Ltd.** appraised properties located on 15 sites. The appraisal methods and assumptions are described below.

| Location | Method | Assumption | Appraisal Value (THB million) |
|---|-----------------|--|-------------------------------|
| 1. TICON Logistics Park Lat Krabang, Bangkok | Market Approach | 1.Freehold of 228 rai 1 ngan 20.5 square wah, THB 2,000,000/rai. Refers from 6 nearby land selling price with similar characteristic to the appraised properties. 2.High voltage post area 2 ngan, 32.25 square wah 3.High voltage cable area 13 rai, 3 ngan, 40.75 square wah, THB 600,000/rai (30% of market value) | 464.91 |
| 2. TICON Logistics Park Bangpakong, Chachoengsao | Market Approach | 1.Freehold of 302 rai 2 ngan 89 square wah, THB 3,200,000/rai. Refers from 6 nearby land selling price with similar characteristic to the appraised properties. 2.High voltage post area 1 rai, 11 square wah 3.High voltage cable area 14 rai, 2 ngan, 8 square wah, THB 960,000/rai (30% of market value) | 980.90 |
| 3. Phan Thong Warehouse Center 2, Chonburi | Market Approach | THB 4,000,000/rai refers from 8 nearby land selling price with similar characteristic to the appraised properties. | 185.40 |
| 4. Phanat Nikhom district, Chonburi | Market Approach | THB 900,000/rai refers from 4 nearby land selling price with similar characteristic to the appraised properties. | 147.28 |
| 5. Laem Chabang Warehouse Center 1, Chonburi | Market Approach | 1.Property 1: Freehold of 15 rai 1 ngan 85.5 square wah, THB 2,700,000/rai. Refers from 4 nearby land selling price with similar characteristic to the appraised properties. High voltage cable area 4 rai, 3 ngan, 19.5 square wah, THB 810,000/rai. 2.Property 2: Freehold of 1 rai 2 ngan 34.5 square wah, THB 2,700,000/rai. Refers from 4 nearby land selling price with similar characteristic to the appraised properties. High voltage cable area 2 ngan, 86 square wah, THB 810,000/rai. | 50.50 |
| 6. Eastern Sea Board Warehouse Center 1, Chonburi | Market Approach | THB 1,700,000/rai refers from 4 nearby land selling price with similar characteristic to the appraised properties. | 153.91 |
| 7. Eastern Sea Board Warehouse Center 2, Chonburi | Market Approach | THB 3,400,000/rai refers from 4 nearby land selling price with similar characteristic to the appraised properties. | 228.45 |
| 8. Pinthong Industrial Estate, Chonburi | Market Approach | Land area (refers from title deed) 290 rai, 2 ngan, 1 square wah, THB 29,000,000/rai. Refers from 4 nearby land selling price with similar characteristic to the appraised properties. | 842.46 |
| 9. Phan Thong Warehouse Center 3, Chonburi | Market Approach | Land area (refers from title deed) 57 rai, 1 ngan, 8 square wah (57.27 rai), THB 3,600,000/rai. Refers from 8 nearby land selling price with similar characteristic to the appraised properties. | 206.17 |

| Location | Method | Assumption | Appraisal Value (THB million) |
|---|-----------------|---|-------------------------------|
| 10. TICON Logistics Park Wang Noi 3, Phra Nakhon Si Ayutthaya | Market Approach | 1. Property 1: 6 rai 71 square wah, THB 3,500,000/rai. Refers from 6 nearby land selling price with similar characteristic to the appraised properties. 2. Property 2: Freehold of 145 rai 1 ngan 29 square wah, THB 380,000/rai. Refers from 4 nearby land selling price with similar characteristic to the appraised properties. High voltage cable area 4 rai, 1 ngan, 94 square wah, THB 114,000/rai. | 77.36 |
| 11. Rojana Industrial Park, Rayong | Market Approach | THB 2,500,000/rai refers from 5 nearby land selling price with similar characteristic to the appraised properties. | 23.03 |
| 12. Bangphlee Warehouse Center 5, Samutprakan | Market Approach | THB 9,070,000/rai refers from 4 nearby land selling price with similar characteristic to the appraised properties. | 273.71 |
| 13. Bangphlee Warehouse Center 6, Samutprakan | Market Approach | 1. Property 1: Servitude land area 4 rai, 2 ngan, 55.60 square wah, remaining appraised land area 81 rai, 83 square wah, THB 9,200,000/rai. Refers from 4 nearby land selling price with similar characteristic to the appraised properties. 2. Property 2: Servitude land area 1 ngan, 20 square wah, remaining appraised land area 2 ngan, 5 square wah (total land area 3 ngan, 25 square wah), THB 30,000/square wah. Refers from 4 nearby land selling price with similar characteristic to the appraised properties. | 753.26 |
| 14. Bangphlee Warehouse Center 4, Samutprakan | Market Approach | 1. Freehold of 86 rai 3 ngan 17.40 square wah, THB 2,000,000/rai. Refers from 4 nearby land selling price with similar characteristic to the appraised properties. 2. High voltage post area 1 ngan, 2.75 square wah 3. High voltage cable area 10 rai, 2 ngan, 37.25 square wah, THB 2,670,000/rai (30% of market value) | 800.75 |
| 15. Suratthani Warehouse Center, Suratthani | Market Approach | THB 2,100,000/rai refers from 4 nearby land selling price with similar characteristic to the appraised properties. | 145.22 |

Opinion of Independent Financial Advisor to appraised properties prepared by First Star Consultant Co., Ltd

Land

Market Approach is applied by analyzing the market value which refers from properties' market value that are similar to the appraised properties in location, size, public utility, development potential, and land usefulness. Therefore, the IFA has an opinion that that this method is appropriate in appraising the Company's properties.

TICON's Articles of Association in compliance with shareholders' meeting

Chapter 4
Meetings of Shareholders

28. The Board of Directors shall hold an annual general meeting within 4 months after the end of each fiscal year.

All meetings of shareholders other than annual general meetings referred to in the foregoing paragraph are called "Extraordinary Shareholders' Meeting". The Board of Directors may hold an extraordinary shareholders' meeting at any time as they may think fit; or shareholders holding an aggregate of at least one-fifth of the total shares issued or at least 25 shareholders holding an aggregate of at least one-tenth of the total shares issued may at any time request in writing that an extraordinary shareholders' meeting be held, by clearly stating the reason for convening such meeting in the written request. In such case, the Board of Directors shall hold a meeting of shareholders within one month after receipt of the request.

29. In calling a meeting of shareholders, the Board of Directors shall give notice specifying the place, the date, the hour, the agenda of the meeting, the matters proposed for acknowledgment, approval or consideration, as the case may be, and the directors' opinion on such matters. Such notice shall be given to each shareholder and the Share Registrar at least 7 days prior to the meeting and shall also be published in a daily newspaper for 3 days consecutively and at least 3 days in advance of the meeting.

A meeting of shareholders may be held at the Company's head office or at any other place throughout the Kingdom.

30. A shareholder may appoint a proxy to attend and vote on his behalf at a meeting of shareholders. An instrument appointing a proxy shall be dated and signed by the shareholder and shall be in the form determined by the Share Registrar.

The proxy instrument shall be presented to the Chairman of the Board of Directors or the person designated by the Chairman before the proxy attends the meeting.

31. Not less than 25 shareholders and their proxies, if any, or not less than one-half of the total number of shareholders, holding, in either case, an aggregate of not less than one-third of the total shares issued shall constitute a quorum for a meeting of shareholders.

If the shareholders present at any meeting one hour after time specified for the meeting do not constitute a quorum and that meeting is held upon request of the shareholders, the meeting shall be adjourned. If such meeting is not held at the shareholders' request, a meeting shall be re-convened and the notice therefore shall be given to all shareholders at least 7 days in advance. No constitution of a quorum is required at the reconvened meeting.

At the shareholders' meetings, the Chairman of the Board of Directors shall preside. If the Chairman of the Board is not present or is unable to perform his duties at a meeting, the Vice Chairman of the Board, if any, shall preside at that meeting. If there is no such Vice Chairman or if the Vice Chairman is not present or is unable to perform his duties, one of the shareholders present shall be elected chairman of the meeting.

32. In casting votes at a meeting of shareholders, each shareholder shall have one vote for each share held by him.

Voting shall be done in public, except where at least 5 shareholders request secret voting and the meeting resolves to take a ballot. In that case, the method of voting shall be determined by the chairman of the meeting.

A resolution of a general meeting shall be adopted by the following votes:

- (1) In a normal case, a resolution shall require the affirmative vote of a majority of shareholders present and voting at the meeting. In the case of a tie, the chairman of the meeting shall have a second and casting vote; and
 - (2) In any of the following cases, a resolution shall require the affirmative vote of at least three-fourths of the shareholders present and voting:
 - (a) Sale or transfer of any part or all of the Company's major businesses to others;
 - (b) Acquisition or take-over of any other public or private company;
 - (c) Execution, amendment or termination of a contract for the lease of any part or all of the Company's major businesses to others, licensing of the operations of the Company's businesses, or amalgamation with another person or juristic person for profit-sharing;
 - (d) Amendment of the Memorandum of Association or the Articles of Association;
 - (e) Increase or decrease of the Company's capital or issuance of debentures; and
 - (f) Merger or dissolution of the Company.
33. Matters to be resolved by an annual general meeting are the following:
- (1) To review the directors' report covering the work done during the previous period;
 - (2) To consider and approve the Company's balance sheet and profit and loss account as of the end of the Company's fiscal year;
 - (3) To consider and approve the appropriation of profits;
 - (4) To elect new directors to replace those retiring on expiration of their terms;
 - (5) To fix the directors' emoluments;
 - (6) To appoint an auditor and fix his/her remuneration; and
 - (7) To consider other businesses, if any.

Evidences required for attending Meeting

1. Individual persons

1.1 Thai individual person

- a) Shareholder's Identification Card such as personal I.D. card, driver licence or identification card of Government officer or identification card of State Enterprise officer
- b) In case of appointing proxy : Copy of Identification Card of Shareholder and Identification Card or Passport (in case of foreigner) of Proxy

1.2 Foreign individual person

- a) Shareholder's Passport
- b) In case of appointing proxy : Copy of Passport of the Shareholder and Identification Card or Passport (in case of foreigner) of proxy

2. Juristic persons

2.1 Thai juristic person

- a) Company's Affidavit issued, within the past 30 days, by Department of Business Development, Ministry of Commerce
- b) Copy of Identification Card or Passport (in case of foreigner) of authorized director(s) who sign under Power of Attorney and Identification Card or Passport (in case of foreigner) of Proxy

2.2 Foreign juristic person

- a) Company's Affidavit which contains details of the persons authorized to sign on behalf of that company
- b) Copy of Identification Card or Passport (in case of foreigner) of authorized director(s) who sign under Power of Attorney and Identification Card or Passport (in case of foreigner) of Proxy

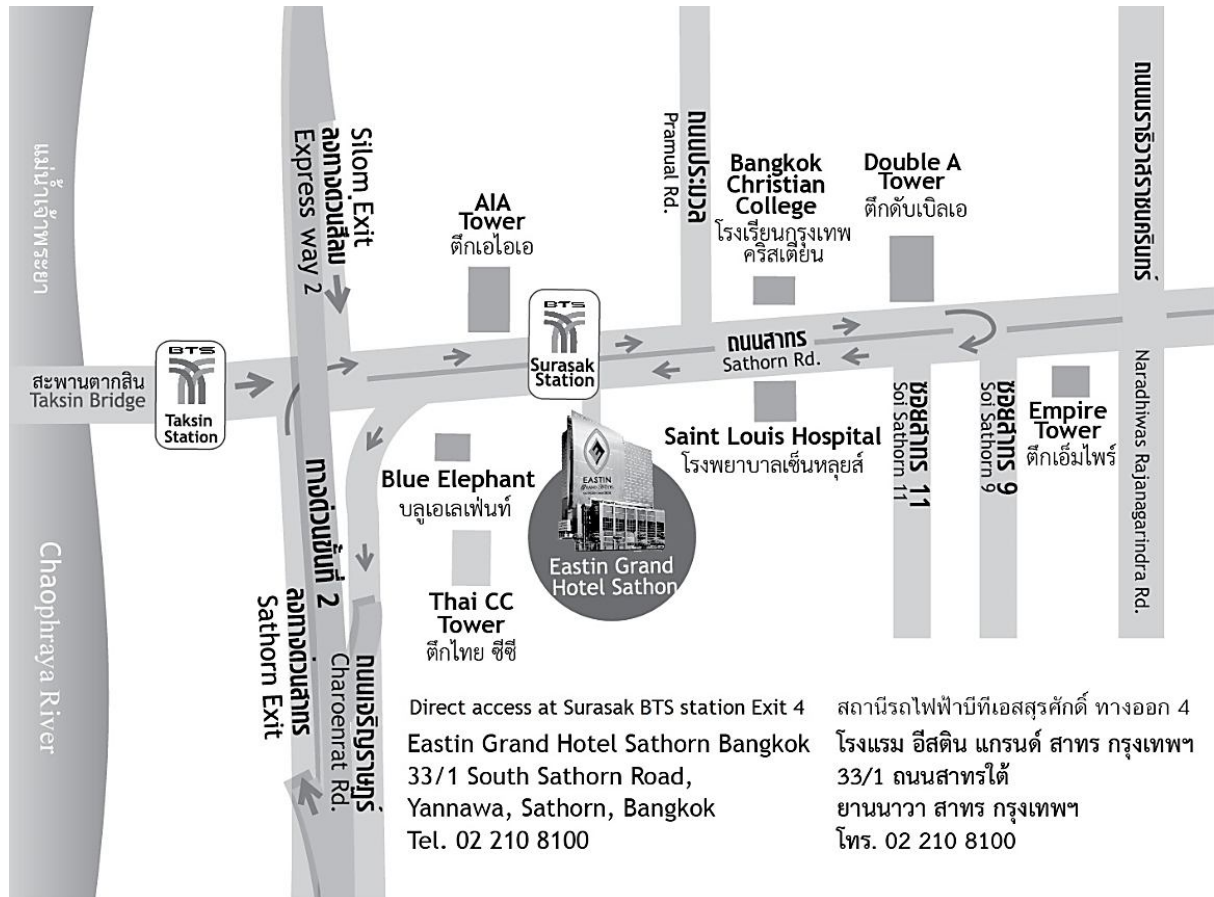
All copy documents are required to be certified as true copies of the original and any documents prepared in any countries other than Thailand are required to be certified by a Notary Public.

Note : 1) Shareholders/Proxies are requested to register at the Meeting between 08.00 a.m. and 10.00 a.m. of December 23, 2016.

2) Proxy holder(s) representing several shareholders are requested to send the documents to the Company before December 23, 2016.

Meeting Venue

The Surasak 1 room, 11th Floor, Eastin Grand Hotel Sathorn Bangkok,
33/1 South Sathorn Road,
Yannawa, Sathorn, Bangkok.
Tel. 0-2210-8100



Transportations

BTS : Surasak station, Exit 4

LT.F 078/2016

December 8, 2016

Subject Appointing a proxy to attend the Extraordinary General Meeting of Shareholders No. 1/2016
To Shareholders

Reference is made to TICON's Notification of the Extraordinary General Meeting of Shareholders No. 1/2016 to be held on December 23, 2016, at 10.00 a.m., at The Surasak 1 room, 11th Floor, Eastin Grand Hotel Sathorn Bangkok, 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok.

In order to constitute a quorum at the Shareholders' Meeting as required by the Articles of Association of TICON, the Company would like to request shareholders who are unable to attend the Meeting personally to appoint another person or to appoint

| | |
|---------------------------|--|
| Mr. Threekwan Bunnag | Audit Committee |
| Age | 59 |
| Residing at | 89/302 Green Lake Building Moo 2 Bangna-Trad km.13 Rachatheva Sub-District, Bangphli District, amutprakan |
| Interest in consideration | -None- |

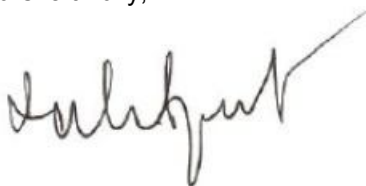
to attend and vote on the shareholder's behalf by using the attached proxy form A or B.

Foreign shareholders who have appointed a custodian in Thailand to act as their Depositor and Trustee should use the proxy form C., which can be downloaded from the Company's website at <http://ticon.listedcompany.com/meeting.html>:

After completing the necessary information in the proxy form, please affix a Baht 20 stamp and return the said form to the Company at least 1 day prior to the date scheduled for the Meeting.

Please be informed accordingly.

Yours faithfully,



(Miss Lalitphant Phiriyaphant)
Secretary to the Board of Directors

Duty stamp 20 Baht

Proxy Form A

Written at
 Date Month B.E.

(1) I/We Nationality
 residing at No. Road Sub-District
 District Province Postal Code

(2) being a shareholder of TICON Industrial Connection Public Company Limited
 holding the total amount of shares and have the rights to vote equal to votes
 as follows: ordinary share shares and have the rights to vote equal to votes

(3) hereby appoint 1. age years
 residing at No. Road Sub-District
 District Province Postal Codeor

2. age years
 residing at No. Road Sub-District
 District Province Postal Codeor

3. age years
 residing at No. Road Sub-District
 District Province Postal Code

to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2016 on Friday, December 23, 2016, at 10.00 a.m., at The Surasak 1 room, 11th Floor, Eastin Grand Hotel Sathorn Bangkok, 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok, or such other date, time and place as the meeting may be held..

Any act performed by the proxy at said meeting except the proxy's voting that is not consistent with my/our voting intention as specified under this proxy, shall be deemed as having been performed by myself/ourselves in all respects.

Signed _____ Grantor
 (.....)

Signed _____ Proxy
 (.....)

Signed _____ Proxy
 (.....)

Signed _____ Proxy
 (.....)

Notes:

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

Proxy Form B

Duty stamp 20 Baht

Written at

Date Month B.E.

(1) I/We Nationality
 residing at No. Road Sub-District
 District Province Postal Code

(2) being a shareholder of TICON Industrial Connection Public Company Limited
 holding the total amount of shares and have the rights to vote equal to votes
 as follows: ordinary share shares and have the rights to vote equal to votes

(3) hereby appoint 1. age years
 residing at No. Road Sub-District
 District Province Postal Codeor

2. age years
 residing at No. Road Sub-District
 District Province Postal Codeor

3. age years
 residing at No. Road Sub-District
 District Province Postal Code

to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2016 on Friday, December 23, 2016, at 10.00 a.m., at The Surasak 1 room, 11th Floor, Eastin Grand Hotel Sathorn Bangkok, 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok, or such other date, time and place as the meeting may be held.

(4) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

Agenda 1 To certify the Minutes of the 2016 Annual Ordinary General Meeting of Shareholders, held on April 26, 2016

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

Agenda 2 To consider and approve the reduction of the Company's registered capital and the amendment of the Company's Memorandum of Association to reflect the capital reduction

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

Agenda 3 To consider and approve the increase in the Company's registered capital and the amendment of the Company's Memorandum of Association to reflect the capital increase

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve
 - Disapprove
 - Abstain

Agenda 4 To consider and approve the private placement offering and allotment of the newly issued ordinary shares and the entering into the connected transaction

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve
 - Disapprove
 - Abstain

Agenda 5 To consider and approve the waiver from making a tender offer for all the Company's shares and equity-linked securities by virtue of the resolution of the shareholders' meeting (Whitewash)

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve
 - Disapprove
 - Abstain

Agenda 6 To consider and approve the amendment to the Company's Articles of Association

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve
 - Disapprove
 - Abstain

Agenda 7 To consider and approve the authorization in relation to the item 2 to item 6 to the Board of Directors, the Managing Director and/or a person designated by the Board of Directors and/or the Managing Director

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve
 - Disapprove
 - Abstain

Agenda 8 Other business (if any)

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve
 - Disapprove
 - Abstain

- (5) The proxy's voting for any agenda item which is not consistent with the voting intention specified under this proxy shall be deemed invalid and shall not be considered as my/our voting as the Shareholder.
- (6) In case I/we have not specified my/our voting intention on any agenda item or not clearly specified or in case the Meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act performed by the proxy at said meeting except the proxy's voting that is not consistent with my/our voting intention as specified under this proxy, shall be deemed as having been performed by myself/ourselves in all respects.

Signed _____ Grantor
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Notes:

1. The shareholder appointing a proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. If there is any agenda item in any matters other than those specified above, grantor may make further statements in the attached allonge of proxy form B.

Attachment to Proxy Form (Form B.)

A proxy is granted by a shareholder of TICON Industrial Connection Public Company Limited

For the Extraordinary General Meeting of Shareholders No. 1/2016 on Friday, December 23, 2016, at 10.00 a.m., at The Surasak 1 room, 11th Floor, Eastin Grand Hotel Sathorn Bangkok, 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok or such other date, time and place as the meeting may be held.

- Agenda No. Re :.....
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

- Agenda No. Re :.....
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

- Agenda No. Re :.....
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

- Agenda No. Re :.....
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

- Agenda No. Re :.....
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

Agenda No. Re : The election of directors (Continued)

Name of Director.....

Approve

Disapprove

Abstain

Name of Director.....

Approve

Disapprove

Abstain

Name of Director.....

Approve

Disapprove

Abstain

Name of Director.....

Approve

Disapprove

Abstain

Name of Director.....

Approve

Disapprove

Abstain

Name of Director.....

Approve

Disapprove

Abstain

Name of Director.....

Approve

Disapprove

Abstain

Proxy Form C

Duty stamp 20 Baht

Written at
Date Month B.E.

(1) I/We Nationality
residing at No. Road Sub-District
District Province Postal Code
being a custodian of shareholders of TICON Industrial Connection Public Company Limited
holding the total amount of shares and have the rights to vote equal to votes
as follows: ordinary share shares and have the rights to vote equal to votes

(2) hereby appoint 1. age years
residing at No. Road Sub-District
District Province Postal Codeor

 2. age years
residing at No. Road Sub-District
District Province Postal Codeor

 3. age years
residing at No. Road Sub-District
District Province Postal Code

to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2016 on Friday, December 23, 2016, at 10.00 a.m., at The Surasak 1 room, 11th Floor, Eastin Grand Hotel Sathorn Bangkok, 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok, or such other date, time and place as the meeting may be held.

(3) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

- (a) To grant my/our proxy for the total shares held and entitled to vote
- (b) To grant my/our only for a part of the shares held as follows:
 ordinary share shares and have the rights to vote equal to votes
The total rights to vote equal to votes

(4) In this Meeting, I/we grant my/our rights to vote on my/our behalf as follows:

Agenda 1 To certify the Minutes of the 2016 Annual Ordinary General Meeting of Shareholders, held on April 26, 2016

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
 Approve votes Disapprove votes Abstain votes

Agenda 2 To consider and approve the reduction of the Company's registered capital and the amendment of the Company's Memorandum of Association to reflect the capital reduction

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda 3 To consider and approve the increase in the Company's registered capital and the amendment of the Company's Memorandum of Association to reflect the capital increase

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda 4 To consider and approve the private placement offering and allotment of the newly issued ordinary shares and the entering into the connected transaction

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda 5 To consider and approve the waiver from making a tender offer for all the Company's shares and equity-linked securities by virtue of the resolution of the shareholders' meeting (Whitewash)

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda 6 To consider and approve the amendment to the Company's Articles of Association

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda 7 To consider and approve the authorization in relation to the item 2 to item 6 to the Board of Directors, the Managing Director and/or a person designated by the Board of Directors and/or the Managing Director

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
 - Approve votes Disapprove votes Abstain votes

Agenda 8 Other business (if any)

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote in accordance with my/our desire as follows:
 - Approvevotes Disapprove votes Abstain votes

- (5) The proxy's voting for any agenda item when is not consistent with the voting intention specified under this proxy shall be deemed invalid and shall not be considered as the shareholder's voting.
- (6) In case I/we have not specified my/our voting intention on any agenda item or not clearly specified or in case the Meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act performed by the proxy at said meeting except the proxy's voting that is not consistent with my/our voting intention as specified under this proxy, shall be deemed as having been performed by myself/ourselves in all respects.

Signed _____ Grantor
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Notes:

1. This Proxy Form C is used only for a shareholder whose name appears in the registration book who is a foreign investor and who has appointed a Custodian in Thailand to act as his/her Depository and Trustee.
2. Documents required to be attached with this proxy form are as follows:
 - (1) The shareholder's Power of Attorney authorizing the Custodian to sign the proxy on his/her behalf
 - (2) Letter of certification confirming that the person who signed the proxy has been authorized to engage in a custodian business.
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
4. The Shareholder may grant all of shares specified in Clause (1) or grant only a portion of the shares less than those specified in Clause (1) to the proxy.
5. If there is any agenda item in any matters other than those specified above, the grantor may make further statements in the attached allonge of proxy form C.

Attachment to Proxy Form (Form C.)

A proxy is granted by a shareholder of TICON Industrial Connection Public Company Limited

For the Extraordinary General Meeting of Shareholders No. 1/2016 on Friday, December 23, 2016, at 10.00 a.m., at The Surasak 1 room, 11th Floor, Eastin Grand Hotel Sathorn Bangkok, 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok or such other date, time and place as the meeting may be held.

- Agenda No. Re :.....
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

- Agenda No. Re :.....
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

- Agenda No. Re :.....
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

- Agenda No. Re :.....
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

- Agenda No. Re :.....
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
- (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

Agenda No. Re : The election of directors (Continued)

Name of Director.....

- Approve Disapprove Abstain

Name of Director.....

- Approve Disapprove Abstain

Name of Director.....

- Approve Disapprove Abstain

Name of Director.....

- Approve Disapprove Abstain

Name of Director.....

- Approve Disapprove Abstain

Name of Director.....

- Approve Disapprove Abstain

Name of Director.....

- Approve Disapprove Abstain