

- Translation -

**Opinion of the Company
Regarding the Tender Offer
(Form 250-2)**

of

PROPERTY PERFECT

Property Perfect Public Company Limited

for

The Shareholders

of



We Retail Public Company Limited



Opinion of the Company Regarding the Tender Offer

January 13, 2012

To All Shareholders
We Retail Plc.

On December 28, 2011, Property Perfect Public Company Limited (“PF” or the “Tender Offeror”) sent a copy of a tender offer for all securities (Form 247-4) of We Retail Public Company Limited (“WR” or the “Company”) (formerly name is Daidomon Group Public Company Limited) to the Company comprising the information shown below.

Type of Securities	Number of Offered Securities		Percentage of Offered Securities		Offer Price Type of Securities (Baht/Share) ¹	Offering Value (Baht)
	Share / Unit	Voting Right	Of the Total Issued Securities	Of the Total Voting Right		
Ordinary Shares	49,336,728	49,336,728	11.94	11.94	1.14	56,243,869.92
Preferred Shares	-	-	-	-	-	-
Warrants	-	-	-	-	-	-
Convertible	-	-	-	-	-	-
Other Securities (if any)	-	-	-	-	-	-
			Total	11.94	Total	56,243,869.92

The tender offer period is from January 4, 2012 to February 7, 2012 on business day.

Having considered the tender offer with due regard to the benefit of the securities holders, the Company would like to express its opinion for your consideration as follows:

1. Status of the Company relating to the past and forecasted operating results, including assumptions used in its forecasting.

1.1 Background and Significant Development

We Retail Public Company Limited, former named “Daidomon Group Public Company Limited”, was incorporated on October 9, 1990 and transformed to a public company on April 27, 2001, with the objective to operate a Japanese-barbeque restaurant chain offering grilled sets and Yaki Shabu buffets.

However, on October 18, 2011, the Extra General Meeting of Shareholders (“EGM”) of the Company No. 1/2011 passed a resolution to approve the disposition of all assets relating to the restaurant business. On December 15, 2011, the Company already completed the disposition of assets, resulting the Company to have no business and become a cash company.

Later, on November 11, 2011, the EGM of the Company No. 2/2011 passed a resolution to approve the acquisition of ordinary shares of Centre Point Shopping Mall Company Limited (“CTP”), a commercial property developer focusing on developing shopping malls and rental office buildings, in order to replace the business, which will soon be disposed. The acquisition of CTP was completed on December 16, 2011. Additionally, the Company announced changing its name to We Retail Public Company Limited on November 29, 2011 and moved its head office to 100/1 Vorasombat Building, 17th floor, Rama IX Road, Huai Khwang, Bangkok on December 16, 2011. However, CTP has not yet launched any project. It has only vacant lands and leasehold rights and in a process of purchasing additional lands.

¹ The total number of securities sold excluding the treasury stock, non-sold or written off securities of the Company as of the end of last month prior to the month of submission of the Opinion of the Company to the Tender Offer to the Office of the Securities and Exchange Commission.



1.2 Type of Business and Business Activities

We Retail Public Company Limited has changed its core business by selling all assets related to the food business, including the brand, to Hot Pot Public Company Limited on December 15, 2011, then it made an investment in the commercial property development business by acquiring all ordinary shares of Centre Point Shopping Mall Company Limited (CTP) on December 16, 2011.

The Company has only one subsidiary, which is Centre Point Shopping Mall Company Limited

Centre Point Shopping Mall Company Limited (CTP) was established on December 25, 2008 to focus on commercial property development, such as shopping malls and office buildings for rent. However, CTP has not commenced any projects yet. It currently owns three plots of raw land located in Huai Khwang, with a total area of 270 square wah, and leasehold rights to three other pieces of raw land located in Huai Khwang, with a total area of 3,080 square wah. CTP also entered into a To-Purchase and To-Sell Land Agreement for a plot of 137 square wah raw land which deposits are made. In addition, CTP deposited a 30-year leasehold right for a piece of 252 square meter land. The Company has 100 percent ownership in CTP.

1.3 Capital Structure

The securities of the Company

As of December 28 2011, the company had a registered capital of Baht 4,131,549,100, divided into 826,309,820 ordinary shares at a par value of Baht 5.00 per share, and a paid-up capital of Baht 2,065,774,550, divided into 413,154,910 ordinary shares at a par value of Baht 5.00 per share.

Major shareholders

List of the top 10 shareholders as of October 18, 2011, the latest book closing date before the Tender Offeror acquired WR's shares.

No.	Name	Number of Shares	Portion of Shareholding (%)	
			Compared to Paid-up Capital	Compared to Paid-up Capital with Voting Rights
1.	Mr. Kampol Tantiyakavee	33,000,000	66.89	66.89
2.	Thongtang Group	6,376,289	12.92	12.92
	<i>Ms. Wiorn Thongtang</i>	4,122,184	8.36	8.36
	<i>Mr. Paween Chewaplaboon</i>	2,064,105	4.18	4.18
	<i>Mr. Amnaj Wongsuwan</i>	190,000	0.39	0.39
3.	Krung Thai Bank Plc.	3,689,600	7.48	7.48
4.	Thanachart Bank Plc.	2,247,200	4.55	4.55
5.	Fukuda Group	1,400,117	2.84	2.84
	<i>Mr. Chisiro Fukuda</i>	548,237	1.11	1.11
	<i>Mrs. Yusuko Fukuda</i>	238,860	0.48	0.48
	<i>Mr. Kasunasi Fukuda</i>	220,700	0.45	0.45
	<i>Mr. Munenari Fukuda</i>	220,000	0.45	0.45
	<i>Ms. Yuuki Fukuda</i>	124,700	0.25	0.25
	<i>Ms. Chieko Fukuda</i>	47,620	0.10	0.10
6.	Mrs. Kanokwan Pornsapanun	271,164	0.55	0.55
7.	Mr. Phuttipong Tewawitchulada	119,000	0.24	0.24
8.	Raffles Nominees (Pte) Limited	95,200	0.19	0.19
9.	Mr. Takechi Okawara	82,200	0.17	0.17
10.	Weera Law office Co., Ltd.	72,216	0.15	0.15
Total top 10 shareholders		47,352,986	95.98	95.98
Others		1,983,742	4.02	4.02
Total		49,336,728	100.00	100.00

Source: Thailand Securities Depository Company Limited

List of the top 10 shareholders as of December 16, 2011 after the Tender Offeror acquired WR's shares.



No.	Name	No. of shares (shares)	Portion of Shareholding (%)	
			Total paid-up shares	Total paid-up shares and Total voting rights
1.	Property Perfect Plc.	363,818,182	88.06	88.06
2.	Mr. Kampol Tantiyakavee	33,000,000	7.99	7.99
3.	Thongtang Group	6,376,289	1.54	1.54
	<i>Ms. Wiorn Thongtang</i>	4,122,184	1.00	1.00
	<i>Mr. Paween Chewaplagoon</i>	2,064,105	0.50	0.50
	<i>Mr. Amnaj Wongsuwan</i>	190,000	0.05	0.05
4.	Krung Thai Bank Plc.	3,689,600	0.89	0.89
5.	Thanachart Bank Plc.	2,247,200	0.54	0.54
6.	Fukuda Group	1,400,117	0.34	0.34
	<i>Mr. Chisiro Fukuda</i>	548,237	0.13	0.13
	<i>Mrs. Yusuko Fukuda</i>	238,860	0.06	0.06
	<i>Mr. Kasunasi Fukuda</i>	220,700	0.05	0.05
	<i>Mr. Munenari Fukuda</i>	220,700	0.05	0.05
	<i>Ms. Yuuki Fukuda</i>	124,700	0.03	0.03
	<i>Ms. Chieko Fukuda</i>	47,620	0.01	0.01
7.	Mrs. Kanokwan Pornsapanun	271,164	0.07	0.07
8.	Mr. Phuttipong Tewawitchulada	119,000	0.02	0.02
9.	Raffles Nominees (Pte) Limited	95,200	0.02	0.02
10.	Mr. Takechi Okawara	82,200	0.02	0.02
Total top 10 shareholders		411,059,952	99.50	99.50
Others		2,094,958	0.50	0.50
Total		413,154,910	100.00	100.00

Source: Thailand Securities Depository Company Limited

1.4 The Board of Directors of the Company

The Company's Board of Directors' meeting No. 12/2011 on December 16, 2011 and No. 13/2011 on December 19, 2011 passed the resolutions to appoint five new directors in replacement of the resigned ones. The list of the Company's Board of Directors is as follows:

Name	Position
1. Mr. Tawatchai Nakhata*	Chairman
2. Mr. Kampol Tatiyakavee	Director and Chief Executive Officer
3. Mr. Chainid Ngow-Sirimanee*	Director
4. Mr. Pramote Rermyindee*	Director
5. Mr. Chaikakorn Boonlop	Director, Independent Director and Audit Committee
6. Mr. Chirdsak Kukiattun	Director, Independent Director and Audit Committee

Source: The Company's Affidavit

Note: * Directors who are the representatives of the Tender Offeror

1.5 Summary of Financial Information

Table summarizing the Company's financial statements for the years ended December 31, 2008-2010 and the nine-month period ended September 30, 2011:

Unit: Baht Million

	2008	2009	2010	9-month 2011
Total assets	156.58	140.20	102.65	70.90
Total liabilities	1,262.84	1,363.46	98.16	63.38
Shareholders' equity	(1,106.26)	(1,223.25)	4.49	7.52
Registered capital	260.00	217.00	247.00	247.00
Issued and paid-up capital	260.00	26.00	246.68	246.68
Total revenues	280.23	287.57	1,487.12	198.31
Extraordinary items	20.53	1.33	1,200.54	11.70
Total expenses	55.14	71.25	59.59	33.32
Financial cost	116.53	97.48	43.24	1.64
Net profit (loss)	(112.65)	(117.00)	1,137.06	3.03
Earnings per share	(21.66)	(22.50)	(56.16)	0.06



Source: The Company's audited financial statements for the years ended December 31, 2008-2010 and reviewed financial statement for the nine-month period ended September 30, 2011

Note: Investors may view further details of the financial statements and other information via the website of the Securities and Exchange Commission (www.sec.or.th) or the Stock Exchange of Thailand (www.set.or.th).

Analysis of financial status and performance of the Company

▪ **Notes to the financial statements**

According to the Company's financial statement as of September 30, 2011, the auditor had raised the going-concern issues since the financial statement as of September 30, 2011, the Company constituted deficits from operation by Baht 109.16 million and current liabilities were higher than current assets by Baht 20.19 million. Such situation indicated that there was a material uncertainty, which might cause substantial doubts in respect of ability in continued operation of the Company. As a result, the Company cannot call assets refund and repay liabilities under the normal course of business.

Moreover, as per mentioned in the note to the financial statement No. 3.6, the Company did not present the statements of comprehensive income for the three months and nine months period ended on September 30, 2010, the statements of changes in shareholders' equity and the statements of cash flow for the nine months period ended on September 30, 2010, in comparison with the statements of comprehensive income for the three months and nine months period ended on September 30, 2011, the statements of changes in shareholders' equity and the statements of cash flow for the nine months period ended on September 30, 2011. This does not comply with the Accounting Standard No. 34 (revised in 2009) "Interim Financial Reporting". This is because, in 2010, the Company is under the rehabilitation plan under the bankruptcy act which has been exempted to present the quarterly financial statements. Therefore, only financial statements for the six months period and for the year are available.

Operational Performance

▪ **Total Revenues**

The Company's major source of income is from selling foods (buffet) and beverages, and sales of membership cards. In 2009, the Company's total revenues were Baht 287.57 million, increased of Baht 7.34 million or 2.62% from total revenues in 2008, which had total revenues of Baht 280.23 million. In 2008, the Company had Baht 20.53 million revenue, which was not related to the restaurant business (most of the revenues came from the debt restructuring). In 2009, the revenue, which was not related to the restaurant business, decreased by 93.50% or Baht 19.19 million. In 2009, the Company had the revenue related to debt restructuring of Baht 1.33 million.

In 2010, the Company's total revenues were Baht 1,487.14 million, increased of Baht 1,199.57 million or 417.15% from 2009. Most of the revenues came from the profit of debt restructuring of Baht 1,200.54 million.

During the 6 months period of 2011, the Company's total revenues were Baht 136.30 million, decreased of Baht 13.39 million or 8.94% from the same period of 2010, which the Company had total revenues of Baht 149.69 million. In addition, the Company had profit from sales of long-term investment of Baht 6.07 million and revenues from gain from leasehold right transfer of Baht 3.76 million during the 6 months period of 2011, while the Company didn't have such revenue during the same period of 2010.

During 9 months period of 2011, the Company's total revenues were Baht 198.31 million. However, due to the Company did not prepare the 9 months period financial statement for 2010, CapAd could not compare the figures with the same period of 2010.

▪ **Revenues from Restaurant Business**

In 2009, the Company had revenues sales of foods and beverages of Baht 271.04 million, increased of Baht 23.63 million, or 9.55% from 2008, which had total revenues from sales of foods and beverages of Baht 247.41 million. This is due to the increase of branches from 26 branches in 2008 to 30 branches in 2009. However, the revenues from sales of membership cards in 2009 were Baht 2.60 million, decreased of Baht 0.13 million or 4.67% from revenues from sales of membership cards in 2008. This is due to the Company has entered into the rehabilitation plan, which resulted in the loss of



confidences of some customers. Other income of the Company in 2009 was Baht 12.60 million, increased of Baht 3.03 million, or 31.65% from 2008. This is due to the increase of the income from sub-leasing of some restaurants.

In 2010, the Company had revenues from sales of foods and beverages of Baht 274.15 million, increased of Baht 3.11 million or 1.15% from 2009 due to the increase of buffet price from Baht 199 per head to Baht 219 per head at the end of 2010 even though the Company closed some branches. The revenues from sales of membership cards in 2010 was Baht 2.97 million, increased Baht 0.37 million or 14.42% from 2009 and in line with the increase of revenues from sales of foods and beverages. In addition, the Company had other income of Baht 9.48 million, decreased of Baht 3.12 million or 24.76% from 2009 due to less sub-lease revenues.

During the 6 months period of 2011, the Company had revenues from sales of food and beverage of Baht 122.51 million, decreased of Baht 20.31 million or 14.22% from the same period of 2010 due to 2 branches were closed, resulting the number of operating branches in 2011 reduced to 26 branches. The revenues from sales of membership cards were Baht 0.72 million, decreased of Baht 1.01 million or 58.43% from the same period of 2010 due to the Company's policy to stop selling its membership cards since the end of 2010. However, the recognition of the revenues still existed in 2011. Moreover, the Company had other income of Baht 3.25 million, decreased of Baht 1.89 million or 36.79% from the same period of 2010, due to the Company has terminated some sub-lease contracts. Currently, the Company has only one sub-lease contract with Fuji Group Company Limited.

During the 9 months period of 2011, the Company had revenues from sales of foods and beverages of Baht 180.96 million and the revenues from sales of membership cards of Baht 0.87 million. This is due to the Company's policy to stop selling its membership cards since the end of 2010. Moreover, the Company had other income of Baht 4.78 million since the Company has terminated some sub-lease contracts. Currently, the Company has only one sub-lease contract with Fuji Group Company Limited.

▪ **Cost of Sales**

In 2009, the Company had cost of sales of Baht 235.84 million, increased of Baht 14.63 million or 6.61% from 2008, which had total cost of sales of Baht 221.21 million due to higher sales. In 2009, cost of sales was accounted for 86.19% of revenues from sales (not include other income and income from debt restructuring), which reduced from 88.44% in 2008. The main reason of lower cost of sales proportion was due to lower depreciation and the increase of the revenues in 2009.

In 2010, the Company had cost of sales of Baht 247.24 million, increased of Baht 11.40 million or 4.84% from 2009. This is due to higher sales, resulting in higher production costs. However, the cost of sales growth in 2010 was higher than the revenues growth because of higher raw material and energy costs. The cost of sales in 2010 was accounted for 89.22% of revenues from sales.

During the first 6 months period of 2011, the Company had cost of sales of Baht 108.12 million, decreased of Baht 24.45 million or 18.45% from the same period of 2010. This is due to lower sales from closing of two branches. However, the cost of sales was improved to 87.75% of revenues from sales, increased of 3.98% due to closing of non performing branches and lower number of staffs.

During the 9 months period of 2011, the Company had cost of sales of Baht 160.32 million, which decreased following the revenues as a result of closing of branches. The cost of sales was 88.17% of revenues from sales.

▪ **Selling and Administration Expenses**

In 2009, the Company had selling and administration expenses of Baht 71.25 million, increased of Baht 16.10 million or 29.20% from 2008, which had selling and administration expenses of Baht 55.14 million. The selling and administration expenses can be divided into 1) selling expenses of Baht 15.74 million, consisted of marketing expenses, equipment expenses, tax, logistic expenses, etc., 2) administrative expenses of Baht 45.07 million, consists of employees' salary, compensation, and benefits, etc. and 3) management remuneration of Baht 9.08 million. The increase of the Company's selling and administration expenses was due to the increase of selling expenses of Baht 5.32 million, the increase in administrative expenses of Baht 5.61 million, and the increase in management remuneration of Baht 5.17 million. This is mainly due to the increase of branches and the Company's



entering into the rehabilitation plan, resulting in higher administrative expenses related to the rehabilitation plan.

In 2010, the Company had selling and administration expenses of Baht 59.59 million, decreased of Baht 11.66 million or 16.36% from 2009. The selling expenses in 2010 decreased of Baht 5.19 million due to the closing of 2 branches. The administrative expenses decreased of Baht 4.38 million since the preparation of rehabilitation plan was almost completed, resulting in the lower administrative expenses related to the rehabilitation plan. In addition, the management remuneration decreased of Baht 2.09 million due to the resignation of high level managements in the middle and end of 2010.

During the 6 months period of 2011, the Company had selling and administration expenses of Baht 21.37 million, decreased of Baht 10.01 million or 31.90% from the same period of 2010 due to lower staff from the closing of 2 branches. In addition, the Company's exit from the rehabilitation plan resulted in no further expenses regarding the rehabilitation plan.

During the 9 months period of 2011, the Company had selling and administration expenses of Baht 33.32 million, increase of Baht 11.95 million from 6 months period of 2011.

▪ **Net Profit (Loss) from Restaurant Business**

In 2009, the Company had net operating loss from the restaurant business of Baht 20.85 million, increased loss of Baht 4.20 million or 25.22% from 2008, which had net operating loss of Baht 16.65 million due to the increase of administrative expenses and management remuneration expenses. In 2010, the Company had net operating loss from the restaurant business of Baht 20.23 million, decreased of Baht 0.62 million or 2.97% from 2009 due to the decrease of selling expenses and management remuneration expenses.

During the 6 months period of 2011, the Company had net operating loss from restaurant business of Baht 3.02 million, decreased of Baht 11.26 million from the same period of 2010 due to the reduction of cost of sales, selling and administrative expenses and management remuneration expenses.

During the 9 months period of 2011, the Company had net loss from the restaurant business of Baht 7.03 million, which is the increase loss of Baht 4.01 million from 6 months period of 2011.

▪ **Net Profit (Loss)**

In 2009, the Company had net loss of Baht 117.00 million, increased loss of Baht 4.34 million or 3.86% from 2008, which had net loss of Baht 112.65 million.

In 2010, the Company had net profit of Baht 1,137.06 million, increased of Baht 1,254.06 million or 1,071.88% from 2009 due to Baht 1,200.54 million profit from the rehabilitation plan.

During the 6 months period of 2011, the Company had net profit of Baht 5.68 million, increased of Baht 51.70 million or 112.35% from the same period of 2010 due to the Company had lower financial costs from the successful implementation of rehabilitation plan in 2010. In addition, the Company had the revenues of Baht 6.07 million from sales of long-term investment and revenues of Baht 3.76 million from gain from leasehold right transfer, respectively.

During the 9 months period of 2011, the Company had net profit of Baht 3.03 million, decreased of Baht 1.92 million from the 6 months period of 2011.

Financial Status

▪ **Assets**

At end of 2009, the Company had total assets of Baht 140.20 million, divided into Baht 13.21 million current assets and Baht 126.99 million non-current assets. The Company's total assets decreased for Baht 16.38 million or 10.46% decreased from 2008, which had total assets of Baht 156.58 million. The decrease of total assets in 2009 was due to the decrease of non-current assets of Baht 6.12 million as a result of lower cash and cash equivalent from higher expenses from entering into the rehabilitation plan. The Company's non-current assets in 2009 decreased of Baht 10.26 million from 2008 due to the lower leasehold right and building improvement, resulted from lower depreciation expenses.



At end of 2010, Company had total assets of Baht 102.65 million, divided into Baht 19.21 million current assets and Baht 83.44 million non-current assets. The Company's assets decreased of Baht 37.55 million or 26.78% from 2009, mainly due to the lower non-current assets of Baht 37.55 million as a result of the lower leasehold right of Baht 45.96 million. This is due to the Company had transferred the assets to settle off the debt according to the rehabilitation plan. In addition, the Company has leased back some of these assets from the creditors for operations. However, in 2010 the Company's current asset increased of Baht 6 million from 2009 due to the increase of cash and cash equivalent.

As of September 30, 2011, the Company had total assets of Baht 70.90 million, decreased of Baht 31.75 million or 30.93% from at the end of 2010. The assets comprised of Baht 20.75 million current assets, increased of Baht 1.53 million or 7.98% from at the end of 2010 and Baht 50.16 million non-current assets, decreased of Baht 33.28 million or 39.89% from at the end of 2010, mainly due to the disposition of long-term investment of Baht 26.12 million.

▪ **Liabilities**

At the end of 2009, the Company had total liabilities of Baht 1,363.46 million, increased of Baht 100.62 million or 7.97% from at the end of 2008, which had total liabilities of Baht 1,262.84 million. The major increase of the liabilities in 2009 was from the increase of debt according to rehabilitation plan from Baht 1,193.10 million to 1,286.19 million, the increase of accounts payable from Baht 20.32 million to Baht 29.36 million, the increase of loan from related person of Baht 5.00 million and the increase of accrued expenses from Baht 15.30 to Baht 17.49 million.

At the end of 2010, the Company had total liabilities of Baht 98.16 million, decreased of Baht 1,265.29 million or 92.80% from at the end of 2009 due to the decrease of Baht 1,277.69 million of liabilities from the rehabilitation plan and the decrease of Baht 7.81 million of accounts and notes payable. However, the increase of accrued expenses of Baht 11.32 million from 2009 was the payment from the debt restructuring plan, which the Company already completed in 2010. Thus, some expenses of the debts from restructuring plan were transferred to the accrued expenses.

As of September 30, 2011, the Company had total liabilities of Baht 63.38 million, decreased of Baht 34.78 million or 35.43% from at the end of 2010. Major decrease of total liabilities was from accounts and notes payable, accrued expenses, and gains from deferred leasehold right transfer of Baht 4.12 million, Baht 8.07 million, and Baht 5.63 million, respectively.

▪ **Shareholders' equity**

At the end of 2009, the Company had total shareholders' equity of Baht (1,223.25) million, increased loss of Baht 117.00 million or 10.58% from at the end of 2008, which had total shareholders' equity of Baht (1,106.26) million, mainly due to net operating loss in 2009. However, in 2009, the Company had operated following the rehabilitation plan by decreasing and increasing its registered capital according to the central bankruptcy court's order on January 15, 2009. The procedures were summarized below:

- 1) Reduction of the registered capital, which was not yet paid-up by the amount of Baht 3,605, divided into 721 shares at the par value of Baht 5.00 per share and maintained the registered capital of Baht 259,996,395, divided into 51,999,279 shares at the par value of Baht 5.00 per share at the same level of total paid-up registered capital. The capital reduction had been registered at the Ministry of Commerce on April 21, 2009.
- 2) Reduction of the registered capital and paid-up capital by the amount of Baht 233,996,755, divided into 46,799,351 shares at the par value of Baht 5.00 per share in order to compensate accumulated losses. Therefore, it resulted in remaining the registered capital and paid-up capital in the amount of Baht 25,999,640, divided into 5,199,928 shares at the par value of Baht 5.00 per share. The capital reduction had been registered at the Ministry of Commerce on April 22, 2009.
- 3) Increasing the registered capital by the amount of Baht 216,999,640 from the previous registered capital of Baht 25,999,640 by issuing ordinary shares of not lower than 38,200,000



shares at the par value of Baht 5.00 per share and allocate to various persons. The capital increase had been registered at the Ministry of Commerce on April 23, 2009.

- 4) Reduction of legal reserve in full amount of Baht 17,553,134 in order to compensate accumulated loss.
- 5) Reduction of premium on capital in full amount of Baht 172,411,974 in order to compensate accumulated loss.

At end of 2010, the Company had total shareholders' equity of Baht 4.49 million, increased of Baht 1,227.74 million from at the end of 2009 due to the Company successfully implemented the debt restructuring plan in 2010, resulted in profits of Baht 1,200.54 million from debt restructuring.

As of September 30, 2011, the Company total shareholders' equity of Baht 7.52 million, increased of Baht 3.03 million or 67.53% from at the end of 2010, mainly due to the net profit during the period as a result of the sales of the long-term investment in Daiso Sungyo (Thailand) Co., Ltd.

Liquidity

▪ Cash Flow

In 2009, the Company had net cash flow decreased of Baht 6.51 million, comprised of the increase of Baht 15.39 million of cash flow from operating activities mainly from to the increase of accounts payable, the decrease of Baht 15.24 million of cash flow from investing activities mainly from fixed asset purchase, and the decrease of Baht 6.65 million of cash flow from financing activities mainly from debt repayment according to rehabilitation plan.

In 2010, the Company had net cash flow increased of Baht 6.49 million, comprised of the decrease of Baht 3.96 million of cash flow from operating activities mainly from the decrease of accounts and notes payable, the decrease of Baht 12.02 from cash flow from investing activities mainly from fixed asset purchase, and the increase of Baht 22.47 million of cash flow from financing activities mainly from fund raising activities and short-term loan from outside parties.

After the Company has completed its rehabilitation plan, resulting in the Company to have less liquidity problems due to much lower financial cost. As of September 30, 2011, the Company had net cash increased of Bath 3.00 million, comprised of the increase of Baht 29.90 million of cash flow from investing activities as a result of the sales of Baht 32.18 million long-term investments. However, the Company had the decrease of Baht 8.39 million from cash flow from operating activities mainly from lower accounts and notes payable, and the decrease of Baht 18.50 million from cash flow from financing activities used for the debt payment under financial lease agreement.

Forecasts of future operating results

Due to currently the Company has no business. However, the Company has invested in CTP, a subsidiary, which focuses on commercial property development including shopping malls and rental office buildings. Therefore, the industry outlook and competition shall be relating to the information of CTP's business.

The Company has a plan or policy (*which is only an initial plan or policy and is subject to change as deemed appropriate in the future*) for CTP to embark on shopping mall, office building and commercial area development projects, divided into two phases. Phase 1 (first 1-2 years) will feature the development of open shopping complex projects in form of a community mall, each involving a moderate amount of investment, followed by closed shopping complex projects and office buildings for rent. Phase 2 (next 3-5 years) will be the development of 3 to 5 additional property projects in form of community malls and commercial areas in residential community zones and/or on the mass transit system routes.

The Company expects to generate revenues from operation starting from 2013 at the earliest. Since each project is still in the design and budget preparation phase, the Company therefore cannot forecast the operating results from each project at this point in time.

Shopping Mall

Shopping center development and management business directly relates to retail business, i.e. upon expansion of retail business, demand for business premise will increase accordingly.

Retail business in Thailand has a tendency to continue to grow, thereby encouraging growth of the shopping center development and management business in the same direction.

The year 2011 outlook for retail business is likely to continue to increase from the end of the previous year as a result of a raise in salary in all sectors by the government. Soaring price of agricultural products also boosts purchasing power and it is thus predicted retail sector is likely to expand from the previous year by as much as 10% within this year. Additionally, tourism industry is recovering coupled with an expected election this year which should raise the level of money circulated within the system, all of the above factors indicated positive signs that growth rate of retail sector this year should be greater than that in the past. However, there are several remaining negative factors, which may have an impact on the industry, e.g. the increase in inflation due to the increase in raw material price, wages and interest rate as well as the adverse impact during the last quarter such as European economic crisis and flooding crisis in several regions of Thailand.

From the above factors, it is anticipated the retail business will continue to grow this year according to economic expansion as aforementioned. It is expected this year a proportion of modern trade will increase from 40% last year to 45% of total while traditional trade will account for 55% of total compared with 60% last year. This year's investment for branch expansion of retail sector is expected to increase, especially in big cities, tourist destination or urban area in which expansion of mini mart or mini supermarket is expected as people's shopping lifestyle has moved towards their neighboring area. Property development sector also continues to grow whereby developers want to build their own community mall. Therefore, this year's expected expansion of retail sector is attributable to various positive factors which have already been incurred or are expected to take place in the future.

Competition is intense in 4 major sectors of retail business, i.e. discount store, department store, convenience store and supermarket. Sector with the most intense competition and influence over retail business is the discount store. Approximately 90% of Thai people visit the discount stores at least once a month. However, convenient store is the most popular category with average visit of 2 - 3 times per week, 7-11 in particular attributable to its convenience, numerous branches and proximity to community areas.

In Summary, the company believed that the retail business in Thailand has a tendency to continue to grow, thereby, the existing retailers in the country plan to continue their business expansion. Moreover, some of the discount store retailers, such as Tesco Lotus and Big-C, have a definite plan to expand their branches in form of supermarket, smaller size that conforming to the retail law, in the open shopping centers which are the business that the Company operates and has expertise. Villa Market and Jusco, expert supermarket developers, are planning to expand more centers as well. Other retailers who have no presence in the country, e.g. drugstore, furniture store also plan to enter Thailand market.

Source: Form 56-1 for the year 2010 of Siam Future Development Plc. ("SF")

Office Building

The Bangkok office market, which showed positive signs since the first quarter of 2011, slowed down during the second quarter of 2011 in anticipation of the general election. However, according to the latest Bangkok Office Market Report from Colliers International Thailand and recent elections results, there could be a resumption of activity in the near future that has been somewhat lacking for the past few years.

The Associate Director of research at Colliers International Thailand disclosed that on the supply side, no new office space was supplied for the first half of the year and this helped to underpin occupancy and rentals with only limited movement in demand and he also believed that the market has remained sluggish with a wait-and-see approach in regards to business expansion.

Indications that the market could be turning the corner can be found in Park Ventures "The Ecoplex on Witthayu", which has already pre-booked of 30% of leasehold office space prior to its opening in September of this year with rental rates in the region of Baht 800 per square metre, pointing out that new, modern, eco-friendly designed building in the CBD can command a premium in the market.



The expected introduction in the second half of 2011 of around 100,000 square meters of space in the CBD will mean that increasing occupancy rates are more likely to manifest themselves in 2012 according to the report. The managing director of Colliers guided that the limited new supply after 2011 is likely to lead to the strengthening of occupancy and rental rates.

However, the several concerns are still existed while the fiscal situation in many western economies remained precarious, Thailand is still not out of the woods even with the domestic situation settling down. However according to Colliers, future stability in Thailand will be the main factor to propel demand, while the worst case scenario for the global economy is unlikely to be seriously factored in.

Offices located close to mass transit stations command a premium although many are newer buildings that would usually command higher rentals. The sharpest difference occurs in grade C buildings with around a 40% difference being registered. Mass transit only explains part of an office building's appeal. Access to expressways may be equally or even more important for tenants.

The effect of the expected introduction of Sathorn Square in the second half of 2011 is likely to have a short term detrimental effect on occupancy after a recovery in the first quarter of 2011. However with modest growth predicted for the following two years and a limit on new supply, Colliers International Thailand predicts a gradual but sustained rise in occupancy rates in 2012. This will in turn lead to a certain hardening of rental rates. This analysis assumes that both domestic political concerns and the global financial situation do not take a turn for the worse.

Source:<http://www.thaipr.net/nc/readnews.aspx?newsid=3875BFE4C7A5EA58A49759CD9A5215CD&query=pM3FxdTgzc3D7Mo=>

2. Opinions concerning the accuracy of the information of the Company disclosed in the tender offer

The Company's Board of Directors is of the opinion that all material information relevant to the Company as disclosed in the tender offer statement (Form 247-4) is accurate.

3. Any relationship or agreement between the directors of the Company and the Tender Offeror, whether done personally or in accordance with the status of directors or the Tender Offeror, which includes the holding of shares in the Tender Offeror and any contract or understanding or agreement between each other in such transaction (such as management etc.)

3.1. Relationship between the directors of the Company and the Tender Offeror

The meeting of the Company's Board of Directors No. 12/2011 on December 16, 2011 resolved to appoint three new directors, who were the representatives of the Tender Offeror. This resulted in the Company and the Tender Offeror sharing 3 common directors, shown in the table below.

Name	Position in the Company	Relationship to the Offeror
1. Mr. Tawatchai Nakhata	Chairman	Chairman
2. Mr. Chainid Ngow-Sirimanee	Director	Director and Chief Executive Officer
3. Mr. Pramote Rermyindee	Director	Secretary

3.2. Shareholding of the directors of the Company in the Tender Offeror

On December 16, 2011 and December 19, 2011, the company resolved to appoint three new directors replacing those who had resigned. The Company's directors who are also on the Tender Offeror's Board of Directors and management are as follows.

No.	Name	% of total paid-up	% of total voting right
1	Mr. Tawatchai Nakhata	0.00095	0.00095
2	Mr. Chainid Ngow-Sirimanee	0.84	0.84
3	Mr. Pramote Rermyindee	1.45	1.45

3.3. Existing or perspective mutual contracts or agreements

The Tender Offeror and the Company have never entered into any related party transactions between them since they have engaged in a different type of business and have had no mutual relationship. However, there are related party transactions between the Tender Offeror and CTP, which is now a



100 percent owned subsidiary of the Company after the completion of the acquisition of the entire shares in CTP by the Company. The outstanding transactions are in the forms of loans and accrued interests, based on normal commercial terms and market interest rates.

Nevertheless, after completion of this Tender Offer, the Tender Offeror and/or related parties under section 258 of the Tender Offeror will likely enter into additional related party transactions such as land acquisition or land lease for project development, etc. The Company will ensure that the related party transactions are executed on an arm's length basis under the usual business norms and at a market price that is comparable with the price of transaction made with a third party, with due regards for the maximum benefit to the Company and its shareholders. Moreover, an Audit Committee meeting will be held to scrutinize and render opinion regarding the necessity and appropriateness of any such transactions. The Company shall abide by the rules, conditions and procedures set forth in the notifications of the SEC, the Capital Market Supervisory Board and the SET, as well as uphold the good corporate governance principles so as to enhance the transparency and efficiency in the operation of the Company.

4. Opinion of the Board of Directors of the Company, given to the securities holders

The Company's Board of Director's meeting No. 1/2555 was held on January 11, 2012 to consider the tender offer by the Tender Offeror and the opinion of Capital Advantage Co., Ltd., the Independent Financial Advisor ("IFA") to the Company's shareholders. The names of the 6 of the board members attending the meeting are as follows:

Name	Position
1. Mr. Tawatchai Nakhata	Chairman of the Board of Directors
2. Mr. Kampol Tatiyakavee	Director and Chief Executive Officer
3. Mr. Chainid Ngow-Sirimanee	Director
4. Mr. Pramote Rermyindee	Director
5. Mr. Chaiyakorn Boonlop	Independent Director and Audit Committee
6. Mr. Chirdsak Kukiattun	Independent Director and Audit Committee

Three directors of the Company (namely, Mr. Tawatchai Nakhata, Mr. Chainid Ngow-Sirimanee and Mr. Pramote Rermyindee) are excused and abstained from voting on the opinion on the tender offer prepared by CapAd, an independent financial advisor, to avoid any conflict of interests as they were representatives from PF and have the conflict of interest in this agenda.

4.1. Reasons to accept and/reject the tender offer

The Board of Directors, exclusive of the directors with a conflict of interest, considered the tender offer and the opinion of IFA to the Company's shareholders on the tender offer, a reputable and recognized firm with knowledge and expertise in share valuation. The IFA to the Company's shareholders studied the appropriateness of the offer price in details by comparing the offer price with the share prices of the Company via various valuation methods. The Board of Directors agrees with the opinion of the IFA to the Company's shareholders on the appropriateness of the offer price based on the reason provided below:

- The offer price of Baht 1.14 per share is appropriate price because the Company's fair price valued by IFA based on the Adjusted Book Value approach after adjusted the investment in the subsidiary, which is Baht 1.00 per share.
- Lack of Liquidity of the Company's securities. The Company's ordinary shares have been suspended from trading on SET and moved to Non-performing Group (NPG) since 2004. After the disposal of the food business and changed to property development business, with a plan to develop a shopping mall and commercial property under CTP, which is a subsidiary. However, projects under this plan have not commenced and probably generate meaningful revenues starting from 2013 at the earliest. Therefore, the Company's share may resume normal trading on SET in 2014 or 2015 at the earliest. Shareholders may be stuck with the lack of trading liquidity of the Company's shares at least 3 – 4 years from now.
- The risk of balance of control of the company by retail shareholders as before the tender offer, the Tender Offeror holds 88.06 percent of the Company's paid-up capital and voting rights, which is higher than 3/4 of total capital of the Company. Thus, the Tender Offeror can control the resolution of the shareholder meeting which is required more than three-fourth of vote of shareholders who attend and eligible to vote such as capital increase or decrease, merger and acquisition, acquisition or disposal of assets, and bond issuance, etc. In the case that the Tender



Offeror holds more than 90 percent of paid-up capital after the tender offer, the remaining shareholders will lose their right of objection implicitly such as delisting, offering new shares at low price, and other objection right by law

The Board of Directors, exclusive of the directors with a conflict of interest, unanimously agreed that the shareholders should **ACCEPT** the tender offer.

However, consideration for accepting or rejecting the tender offer is depended on the discretion of the shareholders. The shareholders should consider other related information in making their decision.

4.2. The opinion and reasoning of each director and the number of share held by each director (only if the opinion of the Board of Directors in 4.1 is not unanimous)

- None -

4.3. Benefit or impact from the plans and policies indicated in the tender offer and the viability of such plan and policies

The Board of Directors, exclusive of the directors with a conflict of interest, considered business plan and policies of the Tender Offeror in the tender offer document and has the opinion that the Tender Offeror has a clear policy on the overall future business direction, but has no detailed plan. The effect to the Company's operation will be as follows:

- The Tender Offeror intends to maintain the listing status of the Company on SET. It has no plan to delist the Company unless SET issues an order to have the Company's share delisted on the ground that the Company's qualification fail to meet SET's regulations.
- Over the next 12 months from the end of the tender offer period, The Company will continue to conduct property development business, developing shopping mall, office building, and commercial property under CTP and the Company's own operation. The Tender Offeror has a policy to let CTP develop shopping mall, office building, and commercial property projects. In the early stage (1 – 2 years), it plans to develop a community mall project and then a closed shopping complex and an office building for rent. In the next stage (3 – 5 years), the plan is to expand the business to include 3 – 5 community malls and commercial property projects closed to residential community and/or large public transportation system. Sources of fund will come from an issuance of the Company's new ordinary shares to existing shareholders and loans from financial institutions. Therefore, this tender offer provides an opportunity for shareholders who have no confidence with the Company's current business operating structure, or business plan or projects, to sell their shares in this tender offer.
- As stipulated in the tender offer document, the Tender Offeror has no plan to dispose the Company's and subsidiaries' main assets within 12 months after the end of the tender offer period.
Main assets of the Company and CTP, a 100 percent owned subsidiary, consist mainly of several plots of land and leasehold rights for future development projects. These assets have been acquired by the Tender Offeror and/or CTP for quite a while (some of leasehold rights have been extended). In the case that the Tender Offeror would like to dispose main assets of the Company and its subsidiary in the future, it has to comply with the regulation regarding the disposal of asset, as well as other related laws.
- The Tender Offeror has a plan to change the Company's dividend policy from "not more than 50 percent of net income after tax and legal reserve" to "not less than 50 percent of net income after tax and legal reserve", base on the company-only financial statements. However, the dividend payment must take into consideration the Company's financial status, liquidity, business expansion, and other relevant factors. Therefore, the Tender Offeror may propose to the next ordinary shareholders' meeting to change the Company's dividend policy in order to be inline the Tender Offeror's policy.

4.4. Additional opinions of the Board of Directors of the Company (only in case of a delisting tender offer)

- None, as this is not a delisting tender offer -



We hereby certifies that the above information is correct and without misleading information, and no concealment is made on any material information which should be disclosed.

We Retail Public Company Limited

Mr. Kampol Tatiyakavee
Director

Mr. Chirdsak Kukiatnun
Director