

1 February 2017

Subject Submission of the Company's Opinion and the Opinion of Independent Financial Advisory on the Tender Offer
(Form 250-2) of C.P.L Group Public Company Limited

Attention Secretary of the Office of Securities and Exchange Commission
President of the Stock Exchange of Thailand
Shareholders of C.P.L Group Public Company Limited

Enclosure: (1) A copy of The Company's Opinion on the Tender Offer (Form 250-2)
(2) A copy of the Opinion of Independent Financial Advisory on the Tender Offer of C.P.L Group Public
Company Limited

As C.P.L Group Public Company Limited ("CPL" or "the Business" or "the Company") has received a copy of the Tender Offer Proposal to purchase securities of the Company (Form 247-4) dated 11 January 2017 from Wongcharoensin Group, which include (1) Charoensin Holding Company Limited (2) Charoensin Asset Company Limited (3) Mr. Vivat Wongcharoensin (4) Mr. Manoch Wongcharoensin (5) Mrs. Thidaporn Wongcharoensin (6) Miss Nutnapa Wongcharoensin (7) Mr. Natthakit Wongcharoensin (8) Mr. Rattanachai Wongcharoensin (9) Mrs. Usa Wongcharoensin (10) Mr. Puvasith Wongcharoensin (11) Mr. Wuttichai Wongcharoensin (12) Mr. Natthajak Wongcharoensin (13) Mr. Theerawat Wongcharoensin (14) Mr. Thavatchai Wongcharoensin (15) Mrs. Somsuk Wongcharoensin (16) Mr. Suwatchai Wongcharoensin (17) Miss Ratchanee Wongcharoensin (18) Mr. Kitichai Wongcharoensin (19) Mr. Veerachai Wongcharoensin (20) Mr. Napattavat Wongcharoensin (21) Mr. Manit Wongcharoensin (22) Mrs. Payao Wongcharoensin (23) Mr. Issara Wongcharoensin. The Company has appointed S14 Advisory Company Limited as Independent Financial Advisor in providing the opinion on such Tender Offer.

In this regard, the Company would like to submit A copy of The Company's Opinion on the Tender Offer (Form 250-2) and copy of the Opinion of Independent Financial Advisory on the Tender Offer of C.P.L Group Public Company Limited to the Office of Securities and Exchange Commission, the Stock Exchange of Thailand and Shareholders of the Company

Please be informed accordingly.

Yours sincerely,

(Mr. Suwatchai Wongcharoensin)

(Mr. Lai Chi-Hsiang)

(Mr. Kuo Shih-Lun)

Directors

C.P.L. Group Public Company Limited

= Translations =

The Company's Opinion on the Tender Offer

(Form 250-2)

of

C.P.L. Group Public Company Limited



The Tender Offeror

Wongcharoensin Group

-Translation-

This English translation has been prepared solely for the convenience of foreign shareholders of C.P.L. Group Public Company Limited. The Thai language version is the definitive and official document to this Tender Offer and shall prevail in all respects in the event of any inconsistency with this English translation.

The Company's Opinion on the Tender Offer

17 January 2017

Dear Shareholders

With reference that on 11 January 2017, C.P.L Group Public Company Limited ("CPL" or "the Business" or "the Company") has received a copy of the Tender Offer Proposal to purchase securities of the Company (Form 247-4) dated 11 January 2017 from Wongcharoensin Group, which include

- | | |
|--|--------------------------------------|
| (1) Charoensin Holding Company Limited | (2) Charoensin Asset Company Limited |
| (3) Mr. Vivat Woncharoensin | (4) Mr. Manoch Wongcharoensin |
| (5) Mrs. Thidaporn Wongcharoensin | (6) Miss Nutnapa Wongcharoensin |
| (7) Mr. Natthakit Wongchaoroensin | (8) Mr. Rattanachai Wongcharoensin |
| (9) Mrs. Usa Wongcharoensin | (10) Mr. Puvassith Wongcharoensin |
| (11) Mr. Wuttichai Wongcharoensin | (12) Mr. Natthajak Wongcharoensin |
| (13) Mr. Theerawat Wongcharoensin | (14) Mr. Thavatchai Wongcharoensin |
| (15) Mrs. Somsuk Wongcharoensin | (16) Mr. Suwatchai Wongcharoensin |
| (17) Miss Ratchanee Wongcharoensin | (18) Mr. Kitichai Wongcharoensin |
| (19) Mr. Veerachai Wongcharoensin | (20) Mr. Napattavat Wongcharoensin |
| (21) Mr. Manit Wongcharoensin | (22) Mrs. Payao Wongcharoensin |
| (23) Mr. Issara Wongcharoensin | |

With the following details

Type of Securities	Number of offered shares		Percentage of securities to be offered		Expected offering price per unit	Offering amount
	(share/unit)	Voting Right	Total number of outstanding securities of that class/issue	Total voting rights of the business		
Common Shares	12,863,755	12,863,755	48.73	48.73	34.28	440,969,521.40
Preferred Shares	-	-	-	-	-	-
Warrants	-	-	-	-	-	-
Convertible debentures	-	-	-	-	-	-
Other securities (if any)	-	-	-	-	-	-
			Total	48.73	Total	440,969,521.40

Remark The number of shares in which the tender offer is made, include the number of shares held by shareholders who has shown an intention not to sell their holding in the amount of 613,060 shares

For this Tender Offer to purchase all securities of the Company, the Tender Offeror has appointed Mr. Vivat Wongcharoensin, as the sole representative in conducting matter as regard to this Tender Offer. All tendered shares shall be divided into four parts for (1) Mr. Vivat Wongcharoensin (2) Mr. Natthajak Wongcharoensin (3) Mr. Veerachai Wongcharoensin and (4) Mr. Manit Wongcharoensin (“the recipients of tender offer shares”) who are individuals of Wongcharoensin Group in an equal amount or closest as per the Tender Offer Agreement dated 10 January 2017.

The Tender Offer Price

The Offer Price by the Tender Offeror is THB 34.28 per share (Thirty-four point two eight baht) (the “Offer Price”) and will be paid in cash. Shareholders accepting this offer will incur a commission of 0.25% of the Offer Price plus 7% of value added tax of the commission rate. The net proceed to the Offeree is THB 34.1883 per share (Thirty-four point one eight eight three baht). This is the final offer and shall not be changed (final price)

Tender Offer Period

The Tender Offer Period is from 13 January 2017 to 17 March 2017 ("Tender Offer Period"), totaling 45 business days during working hours of 9.00 a.m. to 4.00 p.m. and this is the final offer period that shall not be extended (final period)

Tender offer period that the Offerees can revoke their acceptance of tender offer

The Offerees can revoke their acceptance of tender offer during the hours of 9.00 a.m. to 4.00 p.m. of business day from 10 February 2017 to 10 March 2017, totaling 20 business days from the start of Tender Offer period.

Conditions for Cancellation of the Tender Offer

The Tender Offeror may cancel the Tender Offer upon the occurrence of one or more of the following events;

- Any event or action occurring after the submission of the Tender Offer to the Securities and Exchange Commission (the "SEC") during the tender offer period, which have or shall have a material adverse effect on the Company's status or assets of the Company. Where such events or actions are not the results from the acts of the Tender Offeror or any acts for which the Tender Offeror are responsible, or
- Any action after the submission of the Tender Offer to the SEC but before the end of the Tender Offer Period, which causes a material decrease in the value of the Company's shares
- Any action that affects to the Tender Offer pursuant to the Notification of the Capital Market Supervisory Board No. Thor Jor 14/2554 re: Actions or Actions to refrain in the Notification that affects to the Tender Offer

In this regard, the Company has consider the Tender Offer base on the shareholders benefit and would like to express the opinion as part of the information for your consideration as follows

1. The Company's status on the past performances and expected performance in the futures together with the assumptions for such forecasts.

1.1. Business Performance

C.P.L. Group Company Limited ("CPL" or "the Company" or "the Business") operates leather tanning business starting from raw hides to finished leather. Expertise and skills are needed in all procedure for high-quality finished leather to be used as raw materials for producing leather shoes, leather bags and other authentic leather products.

In 2001, the Company expanded the business by established a 3 parties joint venture with Chinese tanning industry and shoemaking counterparts in Guangzhou. C.P.L. International Company Limited was then established with an aim to receive order from Chinese clients. However the business was suspended due to local legal issue and management. At present, potential buyers have postponed their business acquisition plan due unaccommodating economic situation.

In 2015, the Company jointly invests with counterparts in Hong Kong to establish Integrated Leather Network Company Limited with an aim to import and export all types of leather products. The Company owns 40% of the total paid-up shares of the joint venture company. This move is expected to ease limitation in quality of raw materials used in production process.

At present, the Company produces and distributes finished cow leather. Production process begins with tanning raw hides, dyeing, and cutting into finished leather. Key raw materials include high-quality raw hides mostly imported from the United States, and chemicals for leather tanning imported from European countries and the United States. The Company has highly-skilled, experienced staff along with modern machines and equipments to efficiently run the factory and produce high quality products for customers within 23 days approximately.

Product of the Company is finished cow leather consisting of full grain leather and suede split leather, measured and sold in square foot units. The Company supplies leather products, including nubuck leather, oil & wax leather, pigment leather, sued leather and waterproof leather, for to domestic and international shoemaking factories in make-to-order basis. Up to 90% of the products are supplied to global brands which demand high-quality products, such as Adidas, Timberland, Mark & Spencer, Lacoste, etc. The Company has production capacity of 2,500,000 square feet per month, the level of which is relatively stable in order to maintain and further improve quality standard. The Company's key import markets are China, Vietnam, Indonesia, India, Cambodia and Bangladesh.

1.2. The Company's Shareholding Structure

(1) Top 10 shareholders of the Company as per the shareholders registration as of 30 November 2016

	Name	Number of shares	Percentage of total paid-up shares	Percentage of total voting rights
1.	Wongcharoensin Group	13,536,240	51.27	51.27
	1. Charoensin Holding Company Limited	10,032,000	38.00	38.00
	2. Charoensin Asset Company Limited	-	-	-
	3. Mr. Manoch Wongcharoensin	1,013,220	3.84	3.84
	4. Mrs. Thidaporn Wongcharoensin	-	-	-
	5. Mr. Vivat Wongcharoensin	600,000	2.27	2.27
	6. Miss Nutnapa Wongcharoensin	-	-	-
	7. Mr. Natthakit Wongcharoensin	-	-	-
	8. Mr. Rattanachai Wongcharoensin	-	-	-
	9. Mrs. Usa Wongcharoensin	226,000	0.86	0.86
	10. Mr. Puvasith Wongcharoensin	-	-	-
	11. Mr. Wuttichai Wongcharoensin	100,000	0.38	0.38

Name	Number of shares	Percentage of total paid-up shares	Percentage of total voting rights
12. Mr. Natthajak Wongcharoensin	104,600	0.40	0.40
13. Mr. Theerawat Wongcharoensin	100,000	0.38	0.38
14. Mr. Thavatchai Wongcharoensin	78,000	0.30	0.30
15. Mrs. Somsuk Wongcharoensin	77,500	0.29	0.29
16. Mr. Suwatchai Wongcharoensin	124,500	0.47	0.47
17. Miss Ratchanee Wongcharoensin	90,250	0.34	0.34
18. Mr. Kitichai Wongcharoensin	91,000	0.34	0.34
19. Mr. Veerachai Wongcharoensin	175,870	0.67	0.67
20. Mr. Napattavat Woncharoensin	-	-	-
21. Mr. Manit Wongcharoensin	439,500	1.66	1.66
22. Mrs. Payao Wongcharoensin	158,500	0.60	0.60
23. Mr. Issara Wongcharoensin	125,300	0.47	0.47
2. Mr. Chen Jui-Ying	2,834,700	10.74	10.74
3. Thai NVDR Company Limited	2,187,590	8.29	8.29
4. Mr. Chen Rui-Teng	939,782	3.56	3.56
5. Mr. Lai Chi-Hsiang	657,057	2.49	2.49
6. Mr. Kuo Shih-Lun	511,141	1.94	1.94
7. Miss Walairat Silpcheewakijja	464,990	1.76	1.76
8. Mr. Wichian Srimuninnimit	407,800	1.54	1.54
9. Mr. Worakan Wilaichon	227,500	0.86	0.86
10. Mr. Joopol Thamtanasukul	215,000	0.81	0.81
Other shareholders	4,418,195	16.74	16.74
Total	26,399,995	100.00	100.00

(2) Expected shareholding structure after the Tender Offer

In case all of the shares are tendered except for the shares owned by the eight shareholders who issued their statements not to sell their shares, the shareholding structure after the Tender Offer (prior to the capital increase for private placement to PSP's shareholders) can be displayed as follows:

Name	Number of shares	Percentage of total paid-up	Percentage of voting rights
1. Group of the Tender Offeror	25,786,935	97.68	97.68
2. Other shareholders	613,060	2.32	2.32
Total	26,399,995	100.00	100.00

The Board of Directors' Meeting No. 1/2017 of the Company held on 10 January 2017 has resolved to approve and propose to the Extraordinary General Meeting of Shareholders No. 1/2017 to consider and approve the acceptance of entire business transfer of Pangolin Safety Products Company Limited ("PSP"), under the entire under the Entire Business Transfer in order to restrict the Group of Business by merging business of PSP with that of the Company. The Company will issue 15,489,942 newly issued ordinary shares, with a par value of THB 10.00 per share, at the offering price of THB 34.28 per share, totaling of THB 531,000,000, as a consideration. Following an approval from the Extraordinary General Meeting of Shareholders and the registration of the capital increase with the Ministry of Commerce, PSP will become a shareholder holding 36.98% of the Company's total issue and paid-up capital. PSP shall then be dissolved such that the entire business transfer complies with the tax waiver condition of the Revenue Code. As a result, all of the 15,489,942 newly issued ordinary shares will be distributed to PSP's shareholders some of who also the Tender Offeror. As a result, the Tender Offeror will hold 69.29% of the Company's paid-up capital. The details of such allocation as per information in 3.2

1.3. Current Board of Directors and expected structure after the Tender Offer

After the Tender Offer, the Tender Offeror has no intention to change the composition of the Board of Directors except for the change resulted from the group restructuring whereby the Company will receive the entire business transfer from PSP, of which individuals in Wongcharoensin Family own 100% of the total shares as follows:

Position	Current	After the acceptance of entire business transfer
1. Chairman of the Board of Directors	Mr. Manoch Wongcharoensin	Mr. Suwatchai Wongcharoensin
2. Director	Mr. Suwatchai Wongcharoensin	Mr. Vivat Wongcharoensin
3. Director	Mr. Lai Chi-Hsiang	Mr. Chen Rui-Teng
4. Director	Mr. Kuo Shih-Lun	Mr. Kuo Shih-Lun
5. Director	Mr. Kitichai Wongcharoensin	Mr. Kitichai Wongcharoensin
6. Director	Mr. Puvasith Wongcharoensin	Mr. Puvasith Wongcharoensin
7. Chairman of the Audit Committee / Independent Director	Mr. Ruth Banomyong	Mr. Ruth Banomyong
8. Audit Committee / Independent Director	Mr. Mongkon Laoworapong	Mr. Mongkon Laoworapong
9. Audit Committee / Independent Director	Mr. Supapat Ongsangkoon	Mr. Supapat Ongsangkoon

1.4. Summary of financial statements of the Company

Summary of financial statements of the Company and its associate for the past 3 years, and for the latest quarter, along with the management discussion and analysis are shown below.

**1.4.1. Summary of the Company's statement of financial position as at 31 December 2013 – 2015
and 30 September 2016**

Statement of Financial Position Unit : THB million	Separate Financial Statement				Financial Statement in which the Equity Method is Applied ¹			
	As at 31 December 2013		As at 31 December 2014		As at 31 December 2015		As at 30 September 2016	
	Audited		Audited		Audited		Reviewed	
	THB million	%	THB million	%	THB million	%	THB million	%
Assets								
Cash and cash equivalents	77.42	6.08	69.17	4.70	19.02	1.23	74.42	4.77
Temporary investments	10.00	0.78	-	-	-	-	-	-
Trade and other receivables	94.12	7.39	118.92	8.08	133.18	8.63	130.15	8.34
Short-term loans	-	-	-	-	-	-	20.00	1.28
Inventories	754.42	59.21	967.65	65.76	1,044.79	67.68	1,002.55	64.23
Other current assets	0.13	0.01	0.12	0.01	0.11	0.01	0.14	0.01
Total current assets	936.09	73.47	1,155.86	78.55	1,197.10	77.54	1,227.26	78.63
Investment in associate	-	-	-	-	14.58	0.94	5.33	0.34
Long-term investments	65.65	5.15	38.29	2.60	31.04	2.01	30.59	1.96
Investment properties	119.06	9.34	124.59	8.47	124.99	8.10	124.99	8.01
Property, plant and equipment	128.14	10.06	124.26	8.44	147.95	9.58	143.99	9.23
Other intangible assets	8.83	0.69	8.79	0.60	6.69	0.43	5.92	0.38
Deferred tax assets	16.39	1.29	19.63	1.33	21.39	1.39	22.64	1.45
Other non-current assets	0.01	0.00	0.07	0.01	0.08	0.00	0.07	0.00
Total non-current assets	338.09	26.53	315.63	21.45	346.72	22.46	333.53	21.37
Total assets	1,274.18	100.00	1,471.50	100.00	1,543.82	100.00	1,560.78	100.00
Liabilities and shareholders' equity								
Liabilities								
Bank overdrafts and short-term borrowings from financial institutions	98.21	7.71	169.94	11.55	376.63	24.40	420.42	26.94
Trade and other payables	146.09	11.47	226.51	15.39	129.26	8.37	163.62	10.48
Current portion of liabilities under finance lease agreements	1.66	0.13	2.49	0.17	2.18	0.14	1.51	0.10
Income tax payable	6.98	0.55	11.12	0.76	-	-	-	-
Total current liabilities	252.95	19.85	410.06	27.87	508.07	32.91	585.55	37.52
Liabilities under finance lease	1.00	0.08	1.03	0.07	3.38	0.22	2.68	0.17

Statement of Financial Position Unit : THB million	Separate Financial Statement				Financial Statement in which the Equity Method is Applied ¹			
	As at 31 December 2013 Audited		As at 31 December 2014 Audited		As at 31 December 2015 Audited		As at 30 September 2016 Reviewed	
	THB million	%	THB million	%	THB million	%	THB million	%
agreements								
Employee benefits obligation	26.46	2.08	35.17	2.39	37.96	2.46	35.17	2.25
Total non-current liabilities	27.46	2.16	36.20	2.46	41.34	2.68	37.86	2.43
Total liabilities	280.41	22.01	446.26	30.33	549.41	35.59	623.41	39.94
Shareholders' equity								
Share capital								
Registered share capital	264.00	20.72	264.00	17.94	264.00	17.10	264.00	16.91
Issued and paid-up share capital	264.00	20.72	264.00	17.94	264.00	17.10	264.00	16.91
Share premium	198.00	15.54	198.00	13.46	198.00	12.83	198.00	12.69
Retained earnings								
Legal reserve	28.94	2.27	28.94	1.97	28.94	1.87	28.94	1.85
Unappropriated	502.83	39.46	534.30	36.31	503.47	32.61	446.44	28.60
Total shareholders' equity	993.77	77.99	1,025.24	69.67	994.41	64.41	937.38	60.06
Total liabilities and shareholders' equity	1,274.18	100.00	1,471.50	100.00	1,543.82	100.00	1,560.78	100.00
Book value per share (baht/share)	37.64		38.83		37.67		35.51	

Remark: 1. CPL invested in 40.00% shares of Integrated Leather Network Company Limited on 27 July 2015.

1.4.2. Summary of the Company's statement of comprehensive income for the years ended on 31

December 2013 – 2015 and the 9-months period ended on 30 September 2016

Statement of Comprehensive Income Unit : THB million	Separate Financial Statement				Financial Statement in which the Equity Method is Applied ¹			
	For the year ended on 31 December 2013 Audited		For the year ended on 31 December 2014 Audited		For the year ended on 31 December 2015 Audited		For the 9-months period ended on 30 September 2016 Reviewed	
	THB million	%	THB million	%	THB million	%	THB million	%
Revenue from sales	1,836.08	99.42	2,289.37	99.09	2,315.50	99.68	1,477.22	99.44
Gain on exchange rate	4.97	0.27	15.98	0.69	-	-	4.77	0.32
Other income	5.74	0.31	5.07	0.22	7.52	0.32	3.58	0.24

Statement of Comprehensive Income Unit : THB million	Separate Financial Statement				Financial Statement in which the Equity Method is Applied ¹			
	For the year ended on 31 December 2013		For the year ended on 31 December 2014		For the year ended on 31 December 2015		For the 9-months period ended on 30 September 2016	
	Audited		Audited		Audited		Reviewed	
	THB million	%	THB million	%	THB million	%	THB million	%
Total revenue	1,846.79	100.00	2,310.43	100.00	2,323.02	100.00	1,485.57	100.00
Cost of sales	1,622.24	87.84	2,055.35	88.96	2,095.00	90.18	1,374.44	92.52
Selling & administrative expenses	130.74	7.08	126.66	5.48	147.57	6.35	116.21	7.82
Loss on exchange rate	-	-	-	-	15.02	0.65	-	-
Loss on impairment of long-term investments	3.67	0.20	9.37	0.41	7.25	0.31	0.00	0.00
Finance costs	4.24	0.23	7.29	0.32	11.50	0.50	9.15	0.62
Share of loss of associate	-	-	-	-	1.42	0.06	9.25	0.62
Income tax expense (revenue)	20.00	1.08	22.80	0.99	10.10	0.43	(2.21)	(0.15)
Total costs & expenses	1,780.88	96.43	2,221.47	96.15	2,287.86	98.49	1,506.84	101.43
Net profit	65.90	3.57	88.96	3.85	35.17	1.51	(21.27)	(1.43)
Actuarial gain (loss) for employee defined benefit plans - net of tax	-	-	(4.69)	(0.20)	-	-	3.84	0.26
Total comprehensive income	65.90	3.57	84.27	3.65	35.17	1.51	(17.43)	(1.17)
Earnings per share (baht/share)	2.50		3.37		1.33		(0.81)	

Remark: 1. CPL invested in 40.00% shares of Integrated Leather Network Company Limited on 27 July 2015.

1.4.3. Management discussion and analysis of the Company's financial position and operating results

Operating results for the year 2013 – 2015 and the first 9 months of 2016

Revenue

Key revenue of the Company is revenue from sales of finished cow leather which is accounted for more than 99% of total revenue. The Company's products can be divided into 2 categories – full grain leather and split leather. Leather products are measured and sold in square foot unit. Production process begins with tanning cow raw hides and splitting leather into two layers – the top outer layer called full grain leather and the bottom inner layer called split leather. Full grain leather can be then texture-compressed, dyed and cut into finished leather to be further used as key raw materials in the production of leather bags, shoes and other products. Full grain leather is therefore in higher demand by the market than split leather, and has higher price. Consequently, proportion of quantity sold in each product category significantly impacts the Company's

revenue from sales. In 2013 the Company's quantity sold ratio of full grain leather and split leather was 76:24. In the following years, the Company focused more on marketing full grain products causing the ratios to shift to 85:15 in 2014 and 86:14 in 2015, which helped support increases in revenue from sales from THB 1,836.08 million in 2013 to THB 2,289.37 million in 2014 equivalent to 24.69% growth, and to THB 2,315.50 million in 2015 equivalent to 1.14% growth. The total quantity sold in 2015, in fact, dropped by almost 7% from that of 2014, but revenue from sales did not decline because the Company was able to raise prices of finished products at the beginning of 2015 to match with raw material prices, coupled with Thai baht depreciation which positively affected the Company's revenue which exports majority of its products. Revenue from sales in the first 9 months of 2016 was THB 1,477.22 million.

In addition to revenue from sales, the Company had other sources of revenue includes interest income from investment in debentures, duty drawback under Section 19 bis, and gain (or loss) from exchange rate. As the Company imports raw materials and exports finished goods under credit term in US dollars, variation in exchange rate during credit periods inevitably causes gain (or loss) from exchange rate to the Company.

Cost of sales

The Company's cost of sales comprises of cost of raw hides, cost of chemicals, and other costs such as wages, depreciation expenses of factory, machines and equipments used in production process; proportion of which to total cost of sales are approximately 70:20:10, respectively. Cost of sales rose from THB 1,622.24 million in 2013 to THB 2,055.35 million in 2014, equivalent to 26.70% growth due to a continuous increase from 2012 in average price of raw hides, which is generally benchmarked to the world market price, together with Thai baht depreciation and higher wage rate. In 2015, cost of sales rose to THB 2,095.00 million, equivalent to 1.93% growth even though quantity of leather products sold decreased from the previous year by almost 7% and average price of raw hides dropped back to normal level in 2015 and slightly increased during the first 9 months of 2016. Due to the Company's inventory management policy to keep certain level of raw materials for next year's production and prevent raw material shortage, cost of sales in 2015 derived from averaging the beginning balance of inventory value which had been bought at much higher cost and the inventory purchase value during 2015 which were bought at lower cost, was not much affected. However, the first 9 months of 2016 saw a drop in cost of sales to THB 1,374.44 million.

Gross profit

From the aforementioned reasons, the Company's gross profit margin to revenue from sales decreased from 11.65% in 2013 to 10.22%, 9.52% and 6.96% in 2014, 2015 and the first 9 months of 2016, respectively. During the 4th quarter of 2015 to the 3rd quarter of 2016, the Company sold large quantity of wet blue products which had remained in its stock for many years, at deep discount, causing gross profit margin in 2015 and the first 9 months of 2016 to drop below normal level. If revenue from deep discount sales and related cost of sales were excluded from calculation, the Company's gross profit margin in 2015 and the first 9 months of 2016 would be 9.81% and 10.36%, respectively.

Expenses

Selling and administrative expenses of the Company include 1) freight expenses which the Company negotiated with trade partners to eliminate double counting issue as well as logistically optimized number of shipping trips and minimized freight expenses by avoiding air freight as much as possible due to higher cost, while upholding on-time delivery policy; 2) commission expense; 3) travelling expense for business trips abroad to meet customers and seek new customers as well as learn new technology to be adapted for the Company's improvement of efficiency, precision and speed; 4) employee and management compensation and human resource related expense; and other expenses such as depreciation and amortization expenses, maintenance expense, etc. In 2013, 2014, 2015 and the first 9 months of 2016, selling and administrative expenses were equal to THB 130.74 million, THB 126.66 million, THB 147.57 million and THB 116.21 million, accounting for 7.08%, 5.48%, 6.35% and 7.82% of total revenue, respectively.

The Company had loss on impairment of long-term investment in C.P.L. International Company Limited, a company in China in which the Company has total investment of THB 51.48 million and holds 15.00% shares. C.P.L. International faced management and local legal issues, and was unable to operate. At present, a potential buyer interested in the company has delayed the acquisition due to economic situation. As this long-term investment abroad was transacted in US dollars, amount of loss on impairment on investment was varied by exchange rate in each year.

In 2015 the Company together with its alliance in Hong Kong invested in Integrated Leather Network Company Limited whose business will be importing and trading all types of leathers, in which the Company holds 40.00% shares. The investment in the joint venture company would help the Company loosen quality limitation of leather used in production process. The joint venture company had been in the process of installing machinery system, and was expected to operate at full capacity by 2016. In 2015 and the first 9 months of 2016, the Company had share of loss of associate totaling THB 1.42 million and THB 9.25 million, respectively.

The Company's finance costs include interest expense from trust receipt which is a form of short-term loan from financial institutions with specific repayment period arisen from purchase of raw materials imported from foreign countries, letter of credit issuance fee, and bank transfer fees. Finance costs increased during the past few years as a direct result of an increase in purchase of imported raw materials. In 2013, 2014, 2015 and the first 9 months of 2016, the Company's finance costs were THB 4.24 million, THB 7.29 million, THB 11.50 million and THB 9.15 million, respectively.

Earnings before interest and tax (EBIT) and net profit

The Company's net profits for the year 2013, 2014, 2015 and the first 9 months of 2016 were THB 65.90 million, THB 88.96 million, THB 35.17 million and THB -21.27 million (net loss), respectively; equivalent to net profit margin to total revenue of 3.57%, 3.65%, 1.51% and -1.43% (net loss). If revenue from deep discount sales and relate cost of sales were excluded from calculation, the Company's operating profit

margin or proportion of earnings before interest and tax (EBIT) to revenue from sales would be 4.52%, 4.70%, 3.22% and 1.83%, respectively.

Financial position as at 31 December 2013 – 2015 and 30 September 2016

The Company's total assets as at end of 2013, 2014, 2015 and the 3rd quarter of 2016 were THB 1,274.18 million, THB 1,471.50 million, THB 1,543.82 million and THB 1,560.78 million, respectively. Increases in total assets were mostly due to increases in inventories, which were accounted for 59.21%, 65.76%, 67.68% and 64.23% of total assets. As the Company imported raw material for current production and reserved certain amount for the future, inventories rose from raw material purchase value which significantly increased in recent years compared to the value in 2013 as order quantity of raw materials increased and Thai baht depreciated. The Company's current ratios continued to drop from 3.70 in 2013 to 2.10 in the 3rd quarter of 2016. Nevertheless, the Company had sufficient cash circulation in the business from cash collected from sales to customers, and also successfully requested for overdraft and short-term loan credit line from financial institutions during the past few years to mitigate cash shortage at any moment, if necessary.

The Company's total liabilities as at end of 2013, 2014, 2015 and the 3rd quarter of 2016 were THB 280.41 million, THB 446.26 million, THB 549.41 million and THB 623.41 million, respectively. Majority of total liabilities were trust receipt, a form of short-term loan from financial institutions with specific repayment period, arisen from purchase of raw materials imported from foreign countries. Generally the Company opted to repay the trust receipt ahead of the schedule once it collected cash from customers in order to reduce interest burden. The Company's debt to equity ratios increased from 0.28 in 2013 to 0.67 in the 3rd quarter of 2016, due to financing of raw material purchase which were considered as normal course of business.

Key Financial Ratios	2013	2014	2015	First 9 months of 2016
Gross profit margin to revenue from sales	11.65%	10.22%	9.52%	6.96%
Net profit margin to total revenue	3.57%	3.85%	1.51%	-1.43%
Return on asset (ROA)	5.17%	6.05%	2.28%	N/A
Return on equity (ROE)	6.63%	8.68%	3.54%	N/A
Current ratio	3.70	2.82	2.36	2.10
Debt to equity ratio (D/E)	0.28	0.44	0.55	0.67

2. Opinions on the accuracy of the Company's information in the Tender Offer

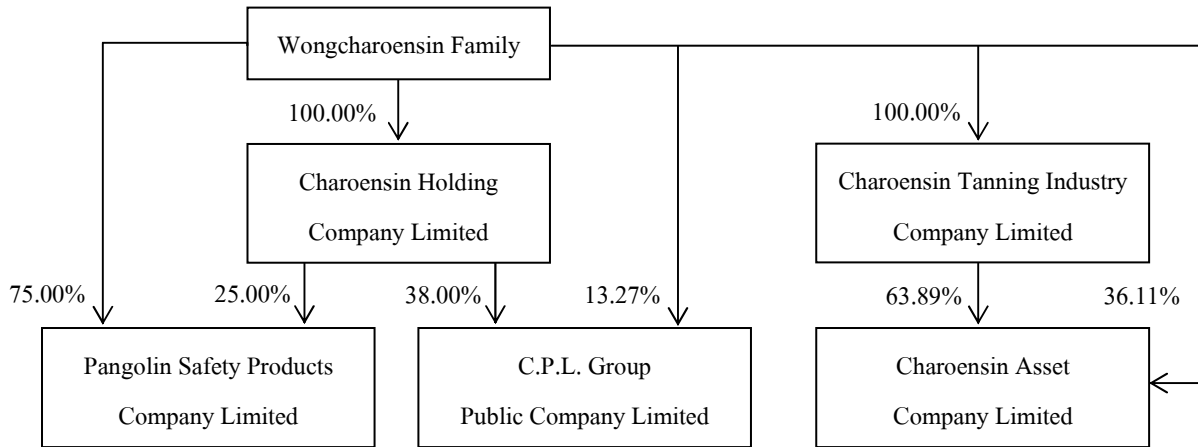
The Company's Board of Directors is of the opinion that the Company's information in the Tender Offer (Form 247-4) date 11 January 2017 is materially accurate.

3. Any Relationship or Agreement between the Company's Directors and The Tender Offeror as personal transactions, as the Company's Directors or on behalf of the Tender Offeror

including Directors' shareholding in Tender Offeror who is a juristic person and any contracts or agreements in the future.

3.1 Relationship between the Company's Directors and the Tender Offeror

Four of the Company's directors namely, Mr. Manoch Wongcharoensin, Mr. Suwathai Wongcharoensin, Mr. Kitichai Wongcharoensin and Mr. Puvasith Wongcharoensin are the Tender Offeror and/or shareholders and/or Directors in juristic persons that are the Tender Offeror as follows



- Remarks:
- 1/ Information from the list of shareholders' names of the Company as at 30 November 2016
 - 2/ Information from the list of shareholders' names of PSP as at 30 April 2016
 - 3/ Information from the list of shareholders' names of Charoensin Holding Company Limited as at 30 April 2016
 - 4/ Information from the list of shareholders' names of Charoensin Asset Company Limited as at 28 April 2016
 - 5/ Information from the list of shareholders' names of Charoensin Tanning Industry Company Limited as at 30 April 2016

Connected Persons	The Company ^{1/}		PSP ^{2/}		Charoensin Holding Company Limited ^{3/}		Charoensin Asset Company Limited ^{4/}		Charoensin Tanning Industry Company Limited ^{5/}	
	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship
Charoensin Holding Company Limited	38.00		25.00		n/a		-		-	
Charoensin Asset Company Limited	-		-		-		n/a		-	
Charoensin Tanning Industry Company Limited	-		-		-		63.89		n/a	
Mr. Manoch Wongcharoensin	3.84	- Director and authorized director - Chairman of the Board of Directors	-		-		-	- Director		- Director
Mrs. Thidaporn Wongcharoensin	-		-		-		-		-	
Mr. Vivat Wongcharoensin	2.27	- Person to be nominated as director of the Company	14.38	- Director and authorized director	12.50	- Director and authorized director	6.87	- Director and authorized director	12.50	- Director and authorized director
Miss Nutnapa Wongcharoensin	-		0.88		2.50		2.15	- Director and authorized	5.00	

Connected Persons	The Company ^{1/}		PSP ^{2/}		Charoensin Holding Company Limited ^{3/}		Charoensin Asset Company Limited ^{4/}		Charoensin Tanning Industry Company Limited ^{5/}	
	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship
								director		
Mr. Natthakit Wongcharoensin	-		3.50		10.00	- Director	-		7.5	
Mr. Rattanachai Wongcharoensin	-		-		5.00		6.87		5.00	- Director and authorized director
Mrs. Usa Wongcharoensin	0.86		-		5.00		-		5.00	- Director
Mr. Puvasith Wongcharoensin	-	- Director	12.19	- Director and authorized director - Managing Director	3.75	- Director and authorized director	2.15		3.75	
Mr. Wuttichai Wongcharoensin	0.38		2.19		3.75	- Director	-		3.75	
Mr. Natthajak Wongcharoensin	0.40		2.19		3.75		-		3.75	
Mr. Theerawat Wongcharoensin	0.38	- Director of Production - Chemical Purchasing Manager, Planning & Production Manager	2.19		3.75		-		3.75	

Connected Persons	The Company ^{1/}		PSP ^{2/}		Charoensin Holding Company Limited ^{3/}		Charoensin Asset Company Limited ^{4/}		Charoensin Tanning Industry Company Limited ^{5/}	
	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship
Mr. Thavatchai Wongcharoensin	0.30	- Advisor	-		-		6.87		2.50	- Director and authorized director
Mrs. Somsuk Wongcharoensin	0.29		-		-		-			
Mr. Suwatchai Wongcharoensin	0.47	- Director and authorized director - Vice Managing Director - Director of Operating Officer, Director of Investment - Other Purchasing Manager, Maintenance Manager, Human Resource Manager	12.45		7.00		2.15		5.00	- Director
Miss Ratchanee Wongcharoensin	0.34		0.70		2.00		-		3.75	
Mr. Kitichai Wongcharoensin	0.34	- Director - Director of Sales &	2.45	- Director and authorized	7.00	- Director and authorized	-		5.00	

Connected Persons	The Company ^{1/}		PSP ^{2/}		Charoensin Holding Company Limited ^{3/}		Charoensin Asset Company Limited ^{4/}		Charoensin Tanning Industry Company Limited ^{5/}	
	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship	Proportion of Shareholding (%)	Relationship
		Marketing - Rawhides Purchasing Manager		director		director				
Mr. Veerachai Wongcharoensin	0.67		2.45		7.00	- Director	-		5.00	
Mr. Napattavat Wongcharoensin	-		0.70		2.00		-		3.75	
Mr. Manit Wongcharoensin	1.66		0.00002	- Director and authorized director	-	- Director and authorized director	6.87	- Director and authorized director	12.50	- Director and authorized director
Mrs. Payao Wongcharoensin	0.60		3.50		12.00		2.15		7.50	
Mr. Issara Wongcharoensin	0.47		15.25		13.00	- Director	-		5.00	- Director
Total	51.27		100.00		100.00		100.00		100.00	

Remarks: ^{1/} Information from the list of shareholders' names of the Company as at 30 November 2016

^{2/} Information from the list of shareholders' names of PSP as at 30 April 2016

^{3/} Information from the list of shareholders' names of Charoensin Holding Company Limited as at 30 April 2016

^{4/} Information from the list of shareholders' names of Charoensin Asset Company Limited as at 28 April 2016

^{5/} Information from the list of shareholders' names of Charoensin Tanning Industry Company Limited as at 30 April 2016

3.2 Contracts or Agreements between the Company and the Tender Offeror

The Board of Directors' Meeting No. 1/2017 held on 10 January 2017 has approved a resolution to propose to the Shareholders' Meeting to consider and approve the acceptance of entire business transfer of PSP, which the Tender Offeror holds 100% of its shares and the signing of related agreement for the restructure of the group of companies. After such transaction, the Tender Offeror acquires the Company's newly issued shares as shareholders of PSP following CPL issuance of the newly issued shares to PSP as a consideration for the acceptance of the business transfer of PSP in the amount of 15,489,942 shares with par value of THB 10.00 at the offering price of 34.28 Baht per shares with the allotment details as follows

Number	List of the Company's Shareholders	Before the acceptance of Entire Business Transfer as at 30 November 2016		Increase in the Company's Shares Allocated to PSP Shareholders Proportionately		After the acceptance of the Entire Business Transfer	
		Number of shares	Percentage	Number of shares	Percentage	Number of shares	Percentage
1.	Charoensin Holding Company Limited	10,032,000	38.00	3,872,486	25.00	13,904,486	33.19
2.	Charoensin Asset Company Limited	-	-	-	-	-	-
3.	Mr. Manoch Wongcharoensin	1,013,220	3.84	-	-	1,013,220	2.42
4.	Mrs. Thidaporn Wongcharoensin	-	-	-	-	-	-
5.	Mr. Vivat Wongcharoensin	600,000	2.27	2,226,679	14.38	2,826,679	6.75
6.	Miss Nutnapa Wongcharoensin	-	-	135,537	0.88	135,537	0.32
7.	Mr. Natthakit Wongcharoensin	-	-	542,148	3.50	542,148	1.29
8.	Mr. Rattanachai Wongcharoensin	-	-	-	-	-	-
9.	Mrs. Usa Wongcharoensin	226,000	0.86	-	-	226,000	0.54
10.	Mr. Puvasith Woncharoensin	-	-	1,887,837	12.19	1,887,837	4.51
11.	Mr. Wutthichai Wongcharoensin	100,000	0.38	338,842	2.19	438,842	1.05
12.	Mr. Natthajak Wongcharoensin	104,600	0.40	338,842	2.19	443,442	1.06
13.	Mr. Theerawat Wongcharoensin	100,000	0.38	338,842	2.19	438,842	1.05
14.	Mr. Thavatchai Wongcharoensin	78,000	0.30	-	-	78,000	0.19
15.	Mrs. Somsuk Wongcharoensin	77,500	0.29	-	-	77,500	0.19
16.	Mr. Suwatchai Wongcharoensin	124,500	0.47	1,928,496	12.45	2,052,996	4.90
17.	Miss Ratchanee Wongcharoensin	90,250	0.34	108,430	0.70	198,680	0.47
18.	Mr. Kitichai Wongcharoensin	91,000	0.34	379,505	2.45	470,505	1.12
19.	Mr. Veerachai Wongcharoensin	175,870	0.67	379,504	2.45	555,374	1.33
20.	Mr. Napattavat Wongcharoensin	-	-	108,430	0.70	108,430	0.26
21.	Mr. Manit Wongcharoensin	439,500	1.66	3	0.00	439,503	1.05

Number	List of the Company's Shareholders	Before the acceptance of Entire Business Transfer as at 30 November 2016		Increase in the Company's Shares Allocated to PSP Shareholders Proportionately		After the acceptance of the Entire Business Transfer	
		Number of shares	Percentage	Number of shares	Percentage	Number of shares	Percentage
22.	Mrs. Payao Wongcharoensin	158,500	0.60	542,146	3.50	700,646	1.67
23.	Mr. Issara Wongcharoensin	125,300	0.47	2,362,215	15.25	2,487,515	5.94
Total		13,536,240	51.27	15,489,942	100.00	29,026,182	69.29

Remarks : ^{1/} The 15,489,942 shares of increase capital are proportionately allotted to PSP's shareholders under the entire business transfer process.

^{2/} Shareholding structuring after the receipt of entire business transfer is based on the information from the list of shareholders' names of PSP as at 30 April 2016

^{3/} Shareholders of PSP are individuals of Wongcharoensin Group which comprises of Charoensin Holding Company Limited, Charoensin Asset Company Limited and individuals of Wongcharoensin Family who are shareholders of PSP and/or the Company. As at 30 November 2016 individuals of Wongcharoensin Group held 51.27% of the Company's shares and will be allotted the newly issue ordinary shares from the liquidation after the dissolution and asset distribution of PSP (including the Company's newly issue ordinary shares in the amount of 15,489,942 shares, representing 36.98 of the Company's paid-up capital after the capital increase). As a result, individuals of Wongcharoensin Group will hold the Company's shares in the total amount of 69.29% of the Company's paid-up capital.

Since an individual of Wongcharoensin Group has acquired shares of the Company in excess of the 50% of the Company's total voting right in 2013, individuals of Wongcharoensin had the duty to make tender offer to purchases all securities of the Company (excluding 15,489,942 newly issued shares issued to PSP as a consideration for the acceptance of entire business of PSP). After the acceptance of entire business transfer of PSP and the issuance of the Company's newly issued shares to PSP as the consideration, individuals of Wongcharoensin Group (as an individual or as a group) shall have no duty to make another tender offer to purchase all securities of the Company again.

On this matter; Weerawong, Chinnavat and Peangpanor Ltd. acts as legal consultant concerning the entire business transfer between the Company and PSP with key conditions and terms of the entire business transfer agreement follows:

- (1) The Company will accept the transfer of the entire business, which include all assets and liabilities of PSP as well as rights, duty, obligations and responsibilities as per all contracts that PSP has with contractual parties ("the Acquisition Transaction"). PSP will dissolve its company following the business transfer such that the entire

business transfer shall comply with the tax wavier condition of the Revenue Code. The Acquisition Transaction is value at THB 531,000,000.

- (2) The Company will issue 15,489,942 ordinary shares with a par value of THB 10.00 at the offer price of THB 34.28 per share approximately with total value of THB 531,000,000 to PSP as a consideration of the entire business transfer.
- (3) The Acquisition Transaction under the EBT Agreement is subject to the following conditions precedents:
 - a) The acceptance of the entire business transfer, the capital increase and the issuance and offering to specific investors (Private Placement) and related matters shall be approved by an affirmative vote of not less than three-fourths of the total votes of the shareholders attending the shareholders meeting of the Company and having the right to vote excluding the votes cast by the shareholders having an interest in the matter. The entire business transfer and dissolution shall also be approved by the shareholder of PSP so as to comply with the tax wavier condition of the Revenue Code.
 - b) The issuance and offering to specific investors (Private Placement) shall be approved by the SEC and the SET.
 - c) No changes of event or legal matter or related regulations that would prevent the legitimate acceptance transfer of the entire business or any legal changes of legal matter or related regulations that would significantly affect tax benefits of the transferer or its shareholders.

Following the approval by Extraordinary General Meeting of Shareholders No. 1/2017 and related regulatory agents for the Company to increase its registered capital and register such the capital increase with the Ministry of Commerce, PSP will become a shareholder holding 36.98% of the Company's total issue and paid-up capital and will register the dissolution of the Company. Shareholders of PSP (some of whom are Tender Offeror) will receive asset from the liquidation of PSP including capital increase shares of the Company in the amount of 15,489,942 shares or 36.98% of the paid-up capital and the Company's voting right after the capital increase. Consequentially, Wongcharoensin Group will hold the Company's share in the amount of 69.29 of the Company's paid-up capital.

3.3 Details of Related Transactions between the Tender Offeror and the Company, Associated Companies and/or Related Companies of the Company

During the past year ended 31 December 2015 and 9 months period ended 30 September 2016, the Tender Offeror and the Company, Associate Companies and/or Related Companies of the Company has related transactions. The aforementioned transactions are in ordinary course of business concluded on commercial terms and/or at normal business prices which are comparable with outside parties, in the best interest of the Company and its shareholders as if the transactions were conducted at arm's length basis. The transactions can be summarized as follows

Related Party	Relationship	Nature of Related Party Transaction	Transaction Value in 2015 (THB million)	Transaction Value in Jan – Sep 2016 (THB million)
Integrated Leather Network Company Limited	Associate of the Company, founded on 27 July 2015. The Company owns 40.00% shares. Individuals in Wongcharoensin Family are its directors and/or management.	Rental income Service revenue Other account receivables Short-term loan in form of loan agreement whereby the borrower agrees to gradually pay back after fully operate, with the interest rate at 9.00% per annum Guarantee of credit line for the associate with the financial institutions in proportion to the Company's investment in the associate Interest income Accrued interest income Purchase of raw materials for production	0.29 0.25 0.08 - - - -	0.86 2.17 0.23 20.00 49.80 1.22 0.15 14.37
Eagle Chemical Industrial Company Limited	The Tender Offeror and the Tender Offeror's Acting in Concert own 30.00% shares in the company and/or are its directors and/or management.	Sales of raw material (chemicals) Purchase of raw material (chemicals) for production Trade account payables	0.79 101.02 31.95	0.27 69.03 26.57
Mimi Industrial Company Limited	The Tender Offeror and the Tender Offeror's Acting in Concert own 100.00% shares in the company and/or are its directors and/or management.	Sales of by-process product (residues of adhesive substances)	0.15	-

Related Party	Relationship	Nature of Related Party Transaction	Transaction Value in 2015 (THB million)	Transaction Value in Jan – Sep 2016 (THB million)
Manwood Intertrade Company Limited	The Tender Offeror and the Tender Offeror's Acting in Concert own 85.50% shares in the company and/or are its directors and/or management.	Sales Trade account receivables	6.14 -	1.70 0.54
Applied DB Industrial Company Limited	The Tender Offeror and the Tender Offeror's Acting in Concert own 35.00% shares in the company and/or are its directors and/or management.	Purchase of raw materials for production (adhesive substances and liquid color) Trade account payables	- 0.10	0.0024 0.0026
Safety Shoes Company Limited (undergone business combination via amalgamation with Pangolin Safety Products Company Limited on 28 December 2015 and arisen as Pangolin Safety Products Company Limited)	The Tender Offeror and the Tender Offeror's Acting in Concert own 100.00% shares in the company and/or are its directors and/or management.	Sales Sales of raw materials (chemicals) Trade account receivables	40.59 0.03 2.33	- - -
Pangolin Safety Product Company Limited	The Tender Offeror and the Tender Offeror's Acting in Concert own 100.00% shares in the company and/or are its directors and/or management.	Sales Software service revenue Trade account receivables Advance receipt for goods Purchase of supplies (safety equipment) Trade account payables	- - - - - -	14.22 0.39 6.37 0.35 0.05 0.02

Source: 247-4

4. Opinion of the Company's Board of Directors to the Shareholders

4.1 Reasons to accept and/or reject the Tender Offer

The Company held the Board of Directors Meeting of the Company No. 2/2017 on 17 January 2017, in this matter the Board of Directors excluding directors with conflict of interest has considered the Tender Offer and the Opinion of the Independent Financial Advisory ("IFA") of shareholders to the Tender Offer, who has study the appropriateness of the tender offer price by consider several factors and utilize different acceptable valuation methods. The Board of Directors is agree with the Opinion of IFA on the appropriateness of the Tender Offer price as follows;

- With reference to the fair value of CPL without the acceptance of entire business transfer from PSP, IFA has utilized market price approach with the business value of 30.90-33.48 Bath per share and Discounted Cash Flow Approach (DCF) base case with the business value of 33.84 Baht per share. These are lower than the Tender Offer price at 34.28 Baht per Share, hence the Tender Offer price of 34.28 Baht per share is appropriated.

Therefore, in case the Extraordinary General Meeting of Shareholders No. 1/2017 that will be held on 23 February 2017 has the resolution to not approve the acceptance of entire business transfer from PSP, the fair value of CPL base on the valuation of IFA is 30.90-33.48 Baht. In this case, shareholders should **accept** the Tender Offer.

- With reference to valuation of CPL and PSP based on the Discounted Cash Flow Approach (DCF) and the valuation of CPL after the acceptance of entire business transfer from PSP using Sum of the part method with the business value of 36.87 Baht per shares, which is higher than the Tender Offer price at 34.28 Baht per Share, hence the Tender Offer price of 34.28 Baht per share is not appropriated when compare with the value after the acceptance of entire business transfer.

Therefore, in case the Extraordinary General Meeting of Shareholders No. 1/2017 that will be held on 23 February 2017 has the resolution to approve the acceptance of entire business transfer from PSP, the value of CPL after the acceptance of entire business transfer from PSP base on the valuation of IFA is 36.87 Baht. In this case, shareholders should **reject** the Tender Offer.

The opinion of the Company's Board of Directors excluding directors with conflict of interest should only be one of the factors for the decision making of the Company's shareholder to accept or reject the Tender Offer. Shareholders should analyze related information and consider the opinion of the IFA as well as information

from relevant sources together with investment period, investment objectives, risks, performance variation and prices of the Company's share. The decision to accept or reject the Tender Offer is essentially depend on the judgment of shareholder.

4.2 Opinions and Reasons of the Individual Directors and the Number of Shares held by each of them

(only in case where the opinion in 4.1 is not unanimous)

None because the opinion is unanimous.

4.3 Benefits or Impacts from the Plans and Policies Indicated in the Tender Offer and Viability of Such Plans and Policies

4.3.1 Status of the Business

The Tender Offeror has no intention to delist the Company's securities from the SET within 12 months after the end of the tender offer period, except in the case where the Company is unable to maintain the listing status accordingly to the relevant SET regulations and is required to delist the Company's securities from the SET under relevant laws, rules and regulations that are effective at the time.

Opinion of the Company's Board of Directors

The Company's Board of Directors excluding directors with conflict of interest is of the opinion that the Company's listing status regarding free float may be affected subject to the numbers of retail shareholders who accept the Tender Offer since the SET's requirement of the listing status require the Company to have a number of retail of shareholders of not less than of 150 shareholders holding the total of not less than 15% of the paid-up capital.

4.3.2 Policies and Plan on Business Operation

The Tender Offeror has no plan or policy to materially change the business' policy and objectives within the next 12 months after the end of the tender offer period and has every intention to continue the business operation of the Company, except for any change resulted from the group restructuring whereby the Company will receive the entire business transfer from PSP, of which individuals in Wongcharoensin Family own 100% of the total shares as per the resolution of the Board of Directors' Meeting No. 1/2017 approve to propose to the Extraordinary General Meeting of Shareholders to consider and approve the acceptance of the entire business transfer of PSP under the Entire Business Transfer in order to restrict the Group of Business by merging business of PSP with that of the Company. Following the approval by Extraordinary General Meeting of Shareholders No. 1/2017 and related regulatory agents for the Company to increase its registered capital and register such the capital increase with the Ministry of Commerce, PSP will become a shareholder holding 36.98% of the Company's total issue and paid-up capital and will register the dissolution of the Company. Shareholders of PSP (some of whom are Tender Offeror) will receive asset from the liquidation of PSP including capital increase shares of the Company in the amount of 15,489,942 shares or 36.98% of the paid-up capital and the Company's voting right after the capital increase. Consequentially, Wongcharoensin Group will hold the

Company's share in the amount of 69.29 of the Company's paid-up capital. After the acceptance of the business transfer, the Company will continue to operate the leather tanning business as well as expand the business to cover PSP business of safety shoes production under PSP brand and agents for the distribution of personal protective equipment for various global brands.

However, if the Tender Offeror' plan to significantly diverse from the business plan specified in the Tender Offer, the Tender Offeror shall have to obtain approvals from the Company's Board of Directors and/or shareholders' meeting, and other necessary approvals to comply with applicable rules and regulations that are effective at the time.

Opinion of The Company's Board of Directors

The Company's Board of Directors excluding directors with conflict of interest is of the opinion that the Company will not be significantly affect from the policies and plans on business operation as stipulated by Tender Offeror in the Tender Offer Proposal since the Tender Offeror has no policy on merging of business or materially change the business' policy and objectives within the next 12 months after the end of the tender offer period. However, the Comapy may makes amendments to its business plan subject to industry's competitiveness, business, financial status, business performance and business opportunities.

4.3.3 The Company's Board of Directors Structure

Tender Offeror has no intention to materially change the Company's Board of Directors Structure except for any change resulted from the group restructuring whereby the Company will receive the entire business transfer from PSP (as per details in 1.3)

Opinion of the Company's Board of Directors

The Company's Board of Directors excluding directors with conflict of interest is of the opinion that the Company will not be materially affect from the structure of the Board of Directors' structure as the Tender Offeror no intention to materially change the Company's Board of Directors Structure. Any changes in the Board of Directors' structure are resulted from the group restructuring whereby the Company will receive the entire business transfer from PSP

4.4.4 Related Transactions

Tender Offeror and the acting in concert of the Tender Offeror is a major shareholder of the Company with related transactions with the Company since before the Tender Offer. For the details of connected transactions between the Tender Offeror and the Company, its associate companies and/or related companies during the year ended on 31 December 2015 and the 9-months period ended on 30 September 2016 (as per details in 3.3) such that the aforementioned transactions are in ordinary course of business concluded on commercial terms and/or at normal business prices which are comparable with outside parties, in the best interest of the Company and its shareholders as if the transactions were done at arm's length basis. The aforementioned transactions also comply to the policies, rules and approval procedures in

place for connected transactions accordingly to the SEC and SET rules and regulations in order to prevent conflicts of interest between the Company, its associate companies, related companies, and/or individuals with conflict of interest.

In addition, the Tender Offeror has stated in the Tender Offer proposa that the Tender Offeror has no plan to materially change type and size criterion in the Company's current connected transaction policy within the next 12 months after the end of the tender offer period. The connected transactions are expected to continue in the future, of which transaction values may vary by transaction volume. Any additional connected transactions between the Company and its associate companies, and individuals with conflict of interest or individuals who might have conflict of interest in the future, shall be proceeded by the Tender Offeror accordingly to conflict of interest preventive measures. The Tender Offeror shall arrange the Audit Committee of the Company to opine the necessity and appropriateness of the connected transactions. If the Audit Committee does not have expertise in considering the connected transactions, the Audit Committee shall use the specialist or the auditor of the Company to opine such opinion on the connected transaction for the decision making of the Board of Directors or shareholders as the case may be. In addition, the Tender Offeror shall procure the Company to disclose such connected transactions in the note of the financial statements and to disclose information complying with relevant rules and regulations of the SEC, the Capital Market Supervisory Board and the SET

Opinion of the Company's Board of Directors

The Company's Board of Directors excluding directors with conflict of interest is of the opinion that the Company has guidelines on conducting related transaction between the Company and the Tender Offeror and/or person(s) as per section 258 of the Tender Offeror both before the Tender Offer. After the Tender Offer, there will be no materially within the near future. However, all related transaction must be conduct under normal commercial terms and/or at normal business prices in compliance with relevant rules and regulations of the SEC, and the SET.

4.4 Additional Opinion of the Board of Directors of the Business (only in Case of a Tender Offer for Delisting of Securities in Accordance with the Stock Exchange of Thailand's Requirements)

None, since this Tender Offer is not a tender offer for the delisting of securities in accordance with the requirement of the Stock Exchange of Thailand.

5. Opinion of Advisor to Shareholders, who is on the Financial Advisor List of the SEC

Please consider the report on the opinion of the independent financial advisor on the tender offer of C.P.L. Group Public Company Limited by S14 Advisory Company Limited as per attachment.

The Company hereby certifies that all above information is true, complete, and correct, and there has been neither any information that may lead other parties to misunderstanding in material aspect nor any concealment of material information that must be explicitly revealed.

(Mr. Suwatchai Wongcharoensin)

(Mr. Lai Chi-Hsiang)

(Mr.Kuo Shih-Lun)

Authorized Directors

For C.P.L. Group Public Company Limited