

# ดับบลิวเอชเอ คอร์ปอเรชั่น

**26 ธันวาคม 2557**
**WHA.TB / WHA.BK**

## ของขวัญวันคริสต์มาสจาก WHA

### มีอะไรใหม่?

ที่ประชุมคณะกรรมการของ WHA มีมติอนุมัติการเข้าซื้อกิจการ HEMRAJ ซึ่งเป็นการเสนอซื้อหลักทรัพย์ทั้งหมดของ HEMRAJ โดยสมัครใจแบบมีเงื่อนไข อีกทั้งยังมีมติอนุมัติการเพิ่มทุนผ่านกระบวนการจัดสรรหุ้นเพิ่มทุนของบริษัทให้แก่ผู้ถือหุ้นเดิมของบริษัท (Right Offering ไม่เกิน 351 ล้านหุ้นด้วยราคาเสนอขาย 25- 27 บาท) และการกู้จากสถาบันการเงิน (วงเงินกู้ยืม 35,500 ล้านบาท) นอกจากนี้ ที่ประชุมยังมีมติอนุมัติการออกออร์แกนดของ WHA (WHA-W1) ซึ่งจะจัดสรรให้แก่ผู้ถือหุ้นเดิมของบริษัทที่ต้องการใช้สิทธิ RO (ที่อัตราส่วนราวๆ 3 หุ้น RO ต่อ 1 ใบสำคัญแสดงสิทธิ จำนวนไม่เกิน 117 ล้านหน่วย และมีอัตราการแปลงสภาพเป็นหุ้นสามัญของบริษัทที่ 1 ใบสำคัญแสดงสิทธิ ต่อ 1 หุ้น) ด้วยราคาใช้สิทธิที่ 35 บาท และมีอายุการใช้สิทธิ 5 ปี

### Pleasant surprise

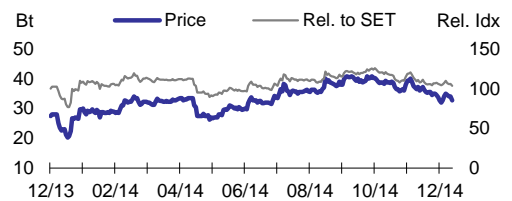
แม้จะเป็นไปตามคาดของเรา แต่แผนการ Right Offering ของ WHA นั้นค่อนข้างน่าสนใจ ผลกระทบจาก Dilution คาดจะอยู่ที่ราวๆ 25-27% แต่รายได้เพิ่มเติมจาก HEMRAJ อาจช่วยบรรเทาผลกระทบดังกล่าวได้ การอนุมัติเงินกู้มูลค่า 35,500 ล้านบาทจากสถาบันการเงินจะส่งผลให้ WHA สามารถทำค่าเสนอซื้อหลักทรัพย์ของ HEMRAJ ได้ถึง 100% (มูลค่าตลาดของ HEMRAJ ที่ราคา 4.50 บาทต่อหุ้นคือ 43,700 ล้านบาท โดย RO มูลค่า 8.8 พันล้านบาท + เงินกู้มูลค่า 35,500 ล้านบาท = 44,300 ล้านบาท) ซึ่งจะช่วยลดต้นทุนทางการเงินของ WHA ได้ และด้วยการออกใบสำคัญแสดงสิทธิ WHA-W1 เราเชื่อว่าการดำเนินการดังกล่าวจะช่วยหนุนการสนับสนุนจากผู้ถือหุ้นของบริษัทให้แข็งแกร่งขึ้น และจะไม่ก่อให้เกิดภาระต่อ WHA ที่ราคาใช้สิทธิ 35 บาทมากนัก (PER ราวๆ 20.2 เท่า) ต้นทุนส่วนของผู้ถือหุ้นจะสูงกว่าต้นทุนของหนี้สินเพียงเล็กน้อย (4.5% ในช่วง 9 เดือนแรกของปี 2557)

### คำแนะนำ

เราปรับเพิ่มคำแนะนำ WHA เป็น **ซื้อ** ด้วยราคาเป้าหมายที่ 37.75 บาท อ้างอิงจากอัตราการเข้าซื้อ HEMRAJ ที่ 51% และราคาเสนอขาย Right Offering ที่ 25.07 บาท (ไม่รวมผลกระทบ Dilution จากการใช้สิทธิ ใบสำคัญแสดงสิทธิ) ทั้งนี้ หาก WHA เข้าซื้อกิจการของ HAMRAJ ในสัดส่วน 100% มูลค่าที่เหมาะสมของ WHA จะเป็น 40.50 บาท เราเชื่อว่าราคาตลาด ณ ปัจจุบันที่ 32.75 บาทนั้นยังมีเพียงแค่อัปเดต ซึ่งแผนการเข้าซื้อกิจการที่สัดส่วน 51-100% ของ HEMRAJ จะส่งผลบวกต่อ WHA ในแง่ของการประเมินมูลค่า (ยังไม่รวมผลประโยชน์ทางธุรกิจใดๆที่ WHA จะได้รับ) ภายใต้พื้นฐานของการดำเนินการธุรกิจอย่างต่อเนื่อง ค่าไรต่อหุ้นของ WHA ที่ 1.73 และค่า PER เฉลี่ยระยะยาวที่ 21.7 เท่าซึ่งราคาเหมาะสมที่ 37.70 บาท

**Sector: Property (Industrial) Neutral**
**คำแนะนำพื้นฐาน: ซื้อ**
**เป้าหมายพื้นฐาน: 37.75**
**ราคา (25/12/57): 32.75 บาท**

### Price chart

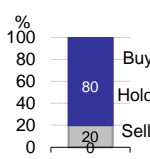


Share price perf. (%)	1M	3M	12M
Relative to SET	(8.1)	(10.6)	(14.4)
Absolute	(13.8)	(16.0)	(1.5)

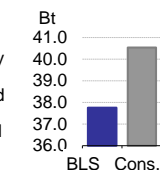
### Key Statistics

Market cap	Bt31.6bn	USD1.0bn
12-mth price range	Bt19.9/Bt43.3	
12-mth avg daily volume	Bt125m	USD3.8m
# of shares (m)	964	
Est. free float (%)	24.5	
Foreign limit (%)	49.0	

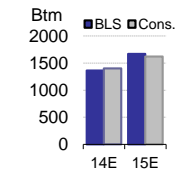
### Consensus rating



### BLS Target price vs. Consensus



### BLS earnings vs. Consensus



### Financial Summary

FY Ended 31 Dec	2013	2014E	2015E	2016E
Revenues (Btm)	7,085	5,013	5,538	5,658
Net profit (Btm)	1,465	1,362	1,670	1,828
EPS (Bt)	1.60	1.41	1.73	1.90
EPS growth (%)	+283%	-11.4%	+22.6%	+9.5%
Core profit (Btm)	1,465	1,362	1,670	1,828
Core EPS (Bt)	1.60	1.41	1.73	1.90
Core EPS growth (%)	+283%	-11.4%	+22.6%	+9.5%
PER (x)	30.4	23.2	18.9	17.3
PBV (x)	10.7	6.3	5.2	4.4
Dividend (Bt)	0.8	0.6	0.7	0.8
Dividend yield (%)	1.7	1.7	2.1	2.3
ROE (%)	41.6	29.7	30.3	27.8

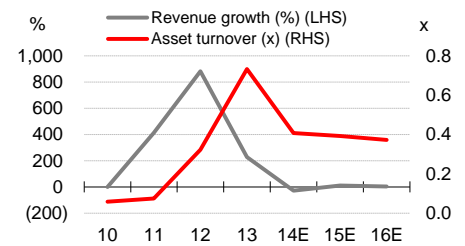
### CG Rating


**ธนัทเทพ จันทรวงศ์**
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**ผู้ช่วยนักวิเคราะห์**

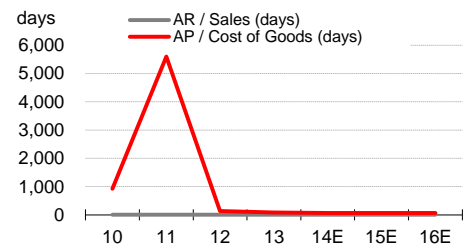
## WHA : Financial Tables – Year

PROFIT & LOSS (Btm)	2012	2013	2014E	2015E	2016E
Revenue	2,169	7,085	5,013	5,538	5,658
Cost of sales and services	(1,743)	(5,141)	(3,177)	(3,246)	(3,282)
<b>Gross profit</b>	<b>426</b>	<b>1,945</b>	<b>1,836</b>	<b>2,292</b>	<b>2,376</b>
SG&A	(68)	(132)	(140)	(163)	(173)
<b>EBIT</b>	<b>358</b>	<b>1,813</b>	<b>1,695</b>	<b>2,129</b>	<b>2,203</b>
Interest expense	(149)	(183)	(256)	(352)	(306)
Other income/exp.	45	84	150	169	214
<b>EBT</b>	<b>253</b>	<b>1,714</b>	<b>1,590</b>	<b>1,946</b>	<b>2,110</b>
Corporate tax	(41)	(249)	(227)	(276)	(283)
<b>After-tax net profit (loss)</b>	<b>212</b>	<b>1,465</b>	<b>1,362</b>	<b>1,670</b>	<b>1,828</b>
Minority interest	0	0	0	0	0
Equity earnings from affiliates	0	0	0	0	0
Extra items	0	0	0	0	0
<b>Net profit (loss)</b>	<b>212</b>	<b>1,465</b>	<b>1,362</b>	<b>1,670</b>	<b>1,828</b>
Reported EPS	0.42	1.60	1.41	1.73	1.90
<b>Fully diluted EPS</b>	<b>0.42</b>	<b>1.60</b>	<b>1.41</b>	<b>1.73</b>	<b>1.90</b>
<b>Core net profit</b>	<b>212</b>	<b>1,465</b>	<b>1,362</b>	<b>1,670</b>	<b>1,828</b>
Core EPS	0.42	1.60	1.41	1.73	1.90
<b>EBITDA</b>	<b>462</b>	<b>1,950</b>	<b>1,887</b>	<b>2,337</b>	<b>2,419</b>
<b>KEY RATIOS</b>					
Revenue growth (%)	881.7	226.7	(29.2)	10.5	2.2
Gross margin (%)	19.6	27.4	36.6	41.4	42.0
EBITDA margin (%)	21.3	27.5	37.6	42.2	42.8
Operating margin (%)	16.5	25.6	33.8	38.4	38.9
Net margin (%)	9.8	20.7	27.2	30.2	32.3
Core profit margin (%)	9.8	20.7	27.2	30.2	32.3
ROA (%)	3.2	15.1	11.1	11.8	12.0
ROCE (%)	3.7	18.1	13.3	13.5	13.6
Asset turnover (x)	0.3	0.7	0.4	0.4	0.4
Current ratio (x)	1.4	1.3	2.5	2.8	3.0
Gearing ratio (x)	1.6	1.1	1.4	1.1	1.0
Interest coverage (x)	2.4	9.9	6.6	6.0	7.2
<b>BALANCE SHEET (Btm)</b>					
Cash & Equivalent	1,095	983	1,354	1,884	2,354
Accounts receivable	21	48	24	27	28
Inventory	0	0	0	0	0
PP&E-net	4,128	6,275	7,685	8,254	8,816
Other assets	3,054	3,743	4,494	4,523	4,524
<b>Total assets</b>	<b>8,298</b>	<b>11,049</b>	<b>13,557</b>	<b>14,689</b>	<b>15,722</b>
Accounts payable	645	1,123	545	555	559
ST debts & current portion	1,972	377	162	175	241
Long-term debt	2,605	4,202	6,621	6,731	6,628
Other liabilities	188	1,193	1,212	1,210	1,179
<b>Total liabilities</b>	<b>5,410</b>	<b>6,895</b>	<b>8,540</b>	<b>8,670</b>	<b>8,607</b>
Paid-up capital	510	918	964	964	964
Share premium	1,549	1,549	1,549	1,549	1,549
Retained earnings	561	1,520	2,338	3,340	4,436
<b>Shareholders equity</b>	<b>2,887</b>	<b>4,154</b>	<b>5,017</b>	<b>6,019</b>	<b>7,116</b>
Minority interests	0	0	0	0	0
<b>Total Liab.&amp;Shareholders' equity</b>	<b>8,298</b>	<b>11,049</b>	<b>13,557</b>	<b>14,689</b>	<b>15,722</b>
<b>CASH FLOW (Btm)</b>					
Net income	212	1,465	1,362	1,670	1,828
Depreciation and amortization	105	137	192	208	216
Change in working capital	(345)	(123)	(533)	2	2
FX, non-cash adjustment & others	(61)	(1,265)	0	(0)	(0)
<b>Cash flows from operating activities:</b>	<b>(90)</b>	<b>214</b>	<b>1,021</b>	<b>1,880</b>	<b>2,047</b>
Capex (Invest)/Divest	(1,398)	(603)	(2,375)	(801)	(778)
Others	(480)	(1,150)	0	0	0
<b>Cash flows from investing activities</b>	<b>(1,878)</b>	<b>(1,753)</b>	<b>(2,375)</b>	<b>(801)</b>	<b>(778)</b>
Debt financing (repayment)	1,242	981	2,223	121	(68)
Equity financing	1,678	0	46	0	0
Dividend payment	0	(96)	(545)	(668)	(731)
Others	(480)	(1,150)	0	0	0
<b>Cash flows from financing activities</b>	<b>2,920</b>	<b>884</b>	<b>1,724</b>	<b>(547)</b>	<b>(799)</b>
Net change in cash	952	(655)	370	531	470
<b>Free cash flow (Btm)</b>	<b>(1,488)</b>	<b>(389)</b>	<b>(1,354)</b>	<b>1,078</b>	<b>1,269</b>
<b>FCF per share (Bt)</b>	<b>(2.9)</b>	<b>(0.4)</b>	<b>(1.4)</b>	<b>1.1</b>	<b>1.3</b>
<b>Key Assumptions</b>	<b>2012</b>	<b>2013</b>	<b>2014E</b>	<b>2015E</b>	<b>2016E</b>
Leased area (sq.m)	206,912	294,261	286,348	306,348	366,348
New lease area (sq.m)	n.a.	n.a.	150,000	200,000	240,000
Spin-off space (sq.m)	n.a.	n.a.	157,913	180,000	180,000
Stake in WHAPF	16.0%	15.0%	15.0%	15.0%	15.0%

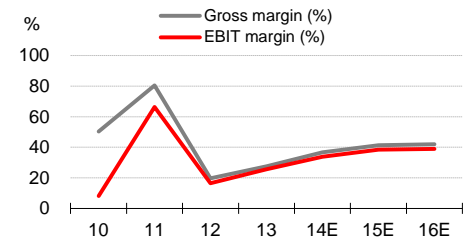
### Revenue growth and asset turnover



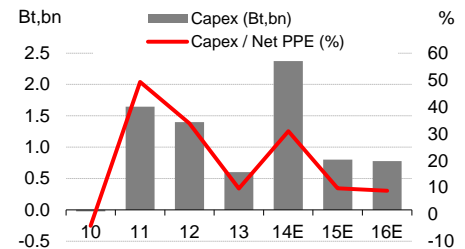
### A/C receivable & A/C payable days



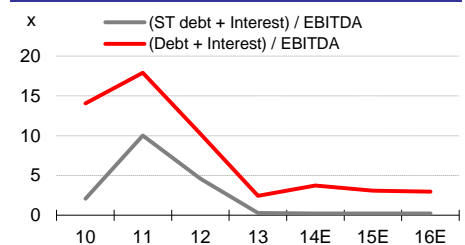
### Profit margins



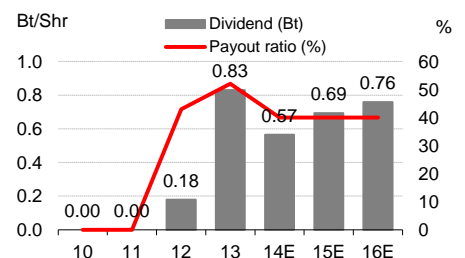
### Capital expenditure



### Debt serviceability



### Dividend payout



## WHA : Financial Tables – Quarter

QUARTERLY PROFIT & LOSS (Btm)	3Q13	4Q13	1Q14	2Q14	3Q14
Revenue	140	4,696	116	121	145
Cost of sales and services	(45)	(3,099)	(37)	(37)	(59)
Gross profit	95	1,597	79	85	86
SG&A	(34)	(47)	(28)	(34)	(35)
<b>EBIT</b>	<b>61</b>	<b>1,550</b>	<b>51</b>	<b>51</b>	<b>51</b>
Interest expense	(47)	(63)	48	50	79
Other income/exp.	21	31	35	33	35
<b>EBT</b>	<b>35</b>	<b>1,518</b>	<b>134</b>	<b>134</b>	<b>166</b>
Corporate tax	(2)	(221)	1	1	1
After-tax net profit (loss)	33	1,297	136	135	167
Minority interest	0	0	0	0	0
Equity earnings from affiliates	0	0	(3)	(2)	(1)
Extra items	0	0	0	0	0
<b>Net profit (loss)</b>	<b>33</b>	<b>1,297</b>	<b>133</b>	<b>133</b>	<b>166</b>
Reported EPS	0.04	1.41	0.15	0.14	0.18
<b>Fully diluted EPS</b>	<b>0.03</b>	<b>1.35</b>	<b>0.14</b>	<b>0.14</b>	<b>0.17</b>
<b>Core net profit</b>	<b>33</b>	<b>1,297</b>	<b>133</b>	<b>133</b>	<b>166</b>
Core EPS	0.03	1.35	0.14	0.14	0.17
<b>EBITDA</b>	<b>116</b>	<b>1,628</b>	<b>86</b>	<b>84</b>	<b>87</b>

### KEY RATIOS

Gross margin (%)	68.0	34.0	67.9	69.8	59.4
EBITDA margin (%)	82.8	34.7	74.5	68.9	60.0
Operating margin (%)	43.9	33.0	43.9	41.6	35.6
Net margin (%)	23.4	27.6	114.6	109.4	114.9
Core profit margin (%)	23.4	27.6	114.6	109.4	114.9
BV (Bt)	3.2	4.5	4.6	3.7	3.9
ROE (%)	4.5	146.6	12.8	13.8	18.6
ROA (%)	1.3	45.0	4.7	4.3	4.4
Current ratio (x)	0.9	1.3	1.2	1.3	1.0
Gearing ratio (x)	2.0	1.1	1.2	2.2	3.4
Interest coverage (x)	1.3	24.6	(1.1)	(1.0)	(0.7)

### QUARTERLY BALANCE SHEET (Btm)

Cash & Equivalent	1,645	983	176	591	695
Accounts receivable	60	48	33	37	94
Inventory	0	0	0	0	0
PP&E-net	7,231	6,275	6,600	7,625	10,907
Other assets	3,070	3,743	4,772	5,003	4,932
<b>Total assets</b>	<b>12,006</b>	<b>11,049</b>	<b>11,580</b>	<b>13,255</b>	<b>16,628</b>
Accounts payable	1,424	1,123	1,211	1,016	630
ST debts & current portion	952	377	549	1,042	2,949
Long-term debt	4,796	4,202	4,603	6,746	9,087
Other liabilities	1,913	1,193	1,044	907	378
<b>Total liabilities</b>	<b>9,084</b>	<b>6,895</b>	<b>7,406</b>	<b>9,711</b>	<b>13,044</b>
Paid-up capital	918	918	918	964	964
Share premium	1,549	1,549	1,549	1,549	1,549
Retained earnings	231	1,520	1,552	882	888
<b>Shareholders equity</b>	<b>2,922</b>	<b>4,154</b>	<b>4,174</b>	<b>3,544</b>	<b>3,584</b>
Minority interests	0	0	0	0	0
<b>Total Liab.&amp;Shareholders' equity</b>	<b>12,006</b>	<b>11,049</b>	<b>11,580</b>	<b>13,255</b>	<b>16,628</b>

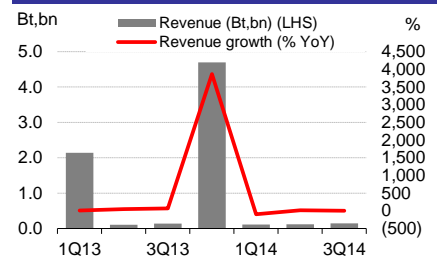
### Key Statistics

	3Q13	4Q13	1Q14	2Q14	3Q14
Leased area (sq.m)	420,096	294,261	305,447	312,295	359,746
New lease area (sq.m)	149,926	47,531	11,186	6,848	47,451
Spin-off space (sq.m)	0	173,366	0	0	0
Stake in WHAPF	15.0%	15.0%	15.0%	15.0%	15.0%

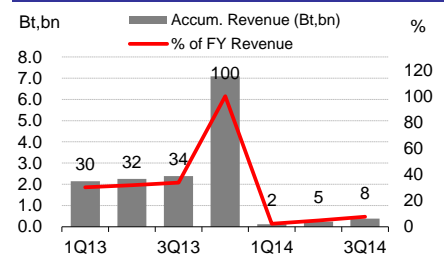
### Company profile

The Company develops and rents out warehouses, distribution centers and factories, these projects consist of the customized requirements project (Built-to-Suit) and high standard project (General Warehouse). Furthermore, WHA has a policy to sell assets to WHA Premium Factory and Warehouse Freehold and Leasehold Property Fund (WHAPF) continuously and WHA has been appointed to be the property manager for WHAPF.

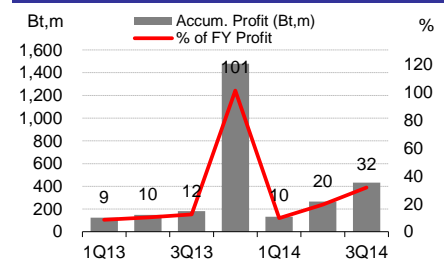
### Revenue trend



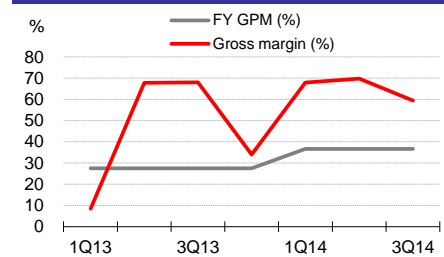
### Revenue trend (accumulated)



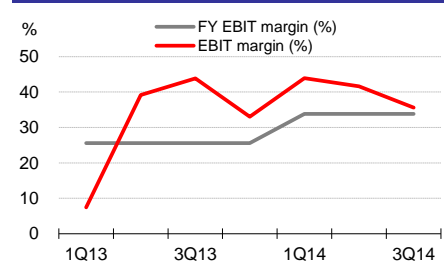
### Net profit trend (accumulated)



### Gross profit margin



### EBIT margin



**Figure 1: Analysis should WHA acquire 51% of HEMRAJ**
**51% shares acquisition**
**Assumptions**

<b>WHA:</b> Price	32.75	<b>HEMRAJ:</b> Price	4.32
PER FY15	21.7	PER FY15	15.0
EPS FY15	1.6	Income FY15 (Bt m)	3,422
Current shares (m)	963.9	WHA stake	51.0%
Capital - RO (Bt m)		Purchase price (Bt/Share)	4.50
Capital - Lending (Bt m)	8,800	Income to WHA (Bt m)	1,745
Average cost of debt	13,080		
	4.50%		

WHA EPS FY15	RO Price (Bt)	Additional shares (m)	Dilution effect to EPS	HEMRAJ contribution to EPS	WHA new EPS FY15	Weighted PER FY15	New implied WHA price
1.73	25.07	351	(0.91)	1.33	2.15	17.55	37.73
	27.00	326	(0.89)	1.35	2.19	17.55	38.47

**Warrant exercise @ Bt35:**

WHA EPS after RO	Additional shares (m)	Capital received (Bt m)	Remaining debt (Bt m)	Net effect to EPS	EPS	Weighted PER FY15	New implied WHA price
2.15	117	4,095	8,985	(0.05)	2.10	17.55	36.91

Sources: Bualuang Research estimates

**Figure 2: Analysis should WHA acquire 100% of HEMRAJ**
**100% share acquisition**
**Assumptions**

<b>WHA:</b> Price	32.75	<b>HEMRAJ:</b> Price	4.32
PER FY15	21.7	PER FY15	15.0
EPS FY15	1.6	Income FY15 (Bt m)	3,422
Current shares (m)	963.9	WHA stake	100.0%
Capital - RO (Bt m)		Purchase price (Bt/Share)	4.50
Capital - Lending (Bt m)	8,800	Income to WHA (Bt m)	3,422
Average cost of debt	34,873		
	4.50%		

WHA EPS FY15	RO Price (Bt)	Additional shares (m)	Dilution effect to EPS	HEMRAJ contribution to EPS	WHA new EPS FY15	Weighted PER FY15	New implied WHA price
1.73	25.07	351	(1.66)	2.60	2.68	15.16	40.60
	27.00	326	(1.65)	2.65	2.73	15.16	41.39

**Warrant exercise @ Bt35:**

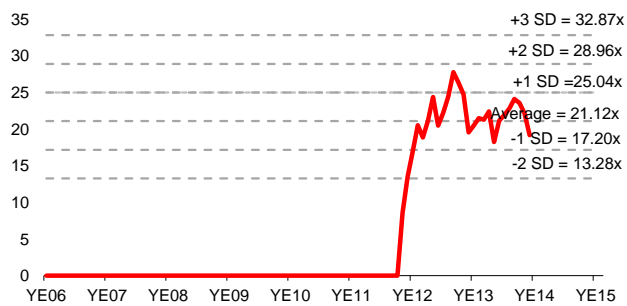
WHA EPS after RO	Additional shares (m)	Capital received (Bt m)	Remaining debt (Bt m)	Net effect to EPS	EPS	Weighted PER FY15	New implied WHA price
2.68	117	4,095	30,778	(0.09)	2.59	15.16	39.24

Sources: Bualuang Research estimates

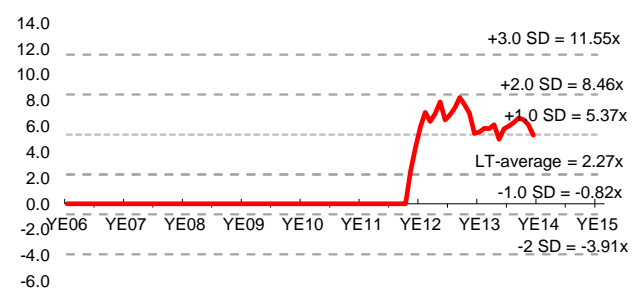
## Regional Comparisons

	Bloomberg Code	Price (local curr.)	Market Cap (US\$ equivalent)	PER (x)		EPS Growth (%)		PBV (x)		ROE (%)		Div Yield (%)	
				2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E
Amata Corporation	AMATA TB	THB16.00	519	14.0	14.5	-20.6	-3.5	1.6	1.5	14.4	13.4	2.9	2.8
Hemaraj Land and Developer	HEMRAJ TB	THB4.32	1,275	12.1	12.3	-20.1	-1.3	2.6	2.3	24.3	21.7	4.1	4.1
Ticon Industrial Connection	TICON TB	THB18.70	625	13.0	11.7	2.6	11.9	1.7	1.4	15.3	13.4	5.8	6.4
Thai Factory Development	TFD TB	THB3.68	144	15351	11.8	-99.8	130236	1.9	1.3	0.0	20.6	0.0	7.0
Wha Corporation	WHA TB	THB32.75	960	23.2	18.9	-11.4	22.6	6.3	5.2	29.7	30.3	1.7	2.1
<b>Simple average</b>				<b>3082.6</b>	<b>13.8</b>	<b>-29.9</b>	<b>26053.2</b>	<b>2.8</b>	<b>2.4</b>	<b>16.7</b>	<b>19.9</b>	<b>2.9</b>	<b>4.5</b>

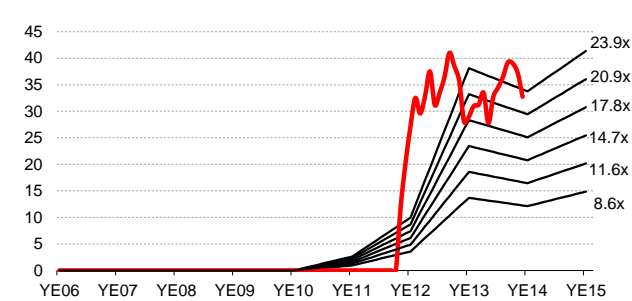
PER band versus SD (next 12 months)



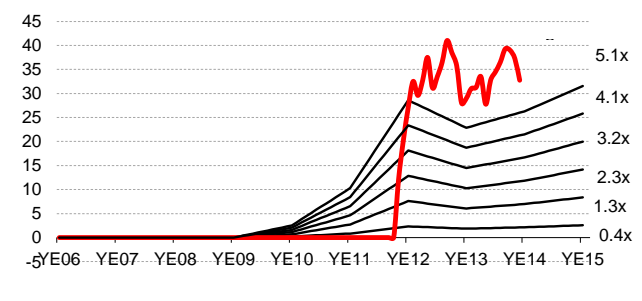
PBV band versus SD (next 12 months)



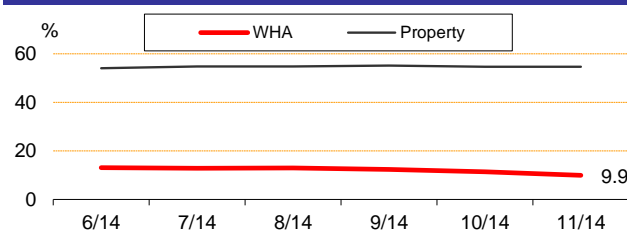
PER band and share price



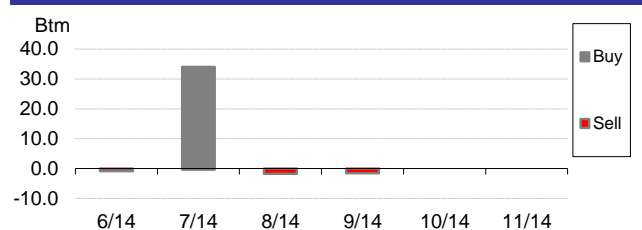
PBV band and share price



Foreign holding



Management trading activities during past six months








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Financial Advisor	Lead underwriter/ Underwriter/ Co-underwriter
	EPG

Score Range	Score Range	Description
90 – 100		Excellent
80 – 89		Very Good
70 – 79		Good
60 – 69		Satisfactory
50 – 59		Pass
Below 50	No logo given	N/A

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##### STOCK RECOMMENDATIONS

**BUY:** Expected positive total returns of 15% or more over the next 12 months.

**HOLD:** Expected total returns of between -15% and +15% over the next 12 months.

**SELL:** Expected negative total returns of 15% or more over the next 12 months.

**TRADING BUY:** Expected positive total returns of 15% or more over the next 3 months.

##### SECTOR RECOMMENDATIONS

**OVERWEIGHT:** The industry, as defined by the analyst's coverage universe, is expected to outperform the relevant primary market index over the next 12 months.

**NEUTRAL:** The industry, as defined by the analyst's coverage universe, is expected to perform in line with the relevant primary market index over the next 12 months.

**UNDERWEIGHT:** The industry, as defined by the analyst's coverage universe, is expected to underperform the relevant primary market index over the next 12 months.