

(TRANSLATION)

Opinions of the Company Regarding the Tender Offer

December 2, 2004

To Securities Holders:

On November 19, 2004, Yuasa Battery (Thailand) Company Limited (hereinafter called "YUASA" or "the Company") received a copy of the statement of a Tender Offer for YUASA's securities from GS Yuasa Corporation (GYC) and GS Yuasa International Ltd. (GYIN) (hereinafter called "the Tender Offeror") as follows:

Type of Securities	Amount of Securities		Percentage of Securities		Offering Price Per Unit (THB)	Offering Value (THB)
	Shares/Units	Shares with Voting Rights	To the Total Issued Securities ¹	To the Total Shares with Voting Rights		
Ordinary Shares	107,625,000	107,625,000	100.00	100.00	4.30	462,878,500.00
Preferred Shares						
Warrants						
Convertible Debentures						
Other Securities (If any)						
			Total	100.00	Total	462,878,500.00

The Tender Offer period will cover 25 business days from November 24, 2004 to December 30, 2004 during the working hours of 9:00 AM to 4:30 PM.

¹ In case of ordinary shares, total number of shares issued is calculated by deducting the shares repurchased (Treasury Stock) and not resold, as of the end of last month prior to the month of submission of this Company Opinion to The Office of the Securities and Exchange Commission.

After considering the Tender Offer with due regards for the benefit of the securities holders, the Company would like to express opinion for your consideration as follows:

1. **The status of the Company in respect of its past and future operating results together with assumptions**

Past Performance

Yuasa Battery (Thailand) Company Limited (“the Company”) was listed in Market for Alternative Investment (MAI) since August 9, 2002 under ” YUASA”. The Company was incorporated on August 6, 1963 by Manutham’s family and a joint venture company named Yuasa Corporation in Japan (YCJ) (The joint venture company) which has been into manufacturing of battery in Japan for a long time. The purpose of the joint venture company is to manufacture batteries for automobiles, motorcycles, trucks, and for agricultural and fishery equipment to be sold in both domestic and foreign markets. The Company has applied technology received from the joint venture company in its production process, for which the Company pays a royalty fee to the joint venture company. The royalty fee is mainly calculated based on charge per unit for every standard battery and trademarks, and charge as a percentage of sales for maintenance free batteries. Moreover, the Company also imports industrial batteries, which are applied as source of energy reserve in industrial sector that is highly dependent on technology from both the joint venture Company and Subsidiary Company. The Company directly services the Original Equipment Market, while distribution in Replacement Equipment Market is done through Yuasa Sales and Distribution Co., Ltd., which is 99.99% held Subsidiary Company. Currently, the Company has Baht 107.625 million in issued and paid up capital comprising of 107.625 million ordinary shares at par Baht 1.00.

	2000	2001	2002	2003
Full Capacity (Unit: piece per year)				
Automobile Battery	840,000	840,000	840,000	1,100,000
Motorcycle Battery	2,400,000	2,400,000	2,400,000	2,400,000
Total	3,240,000	3,240,000	3,240,000	3,240,000
Actual production (Unit: piece per year)				
Automobile Battery	687,788	743,083	711,834	787,005
Motorcycle Battery	2,072,517	2,137,830	2,117,729	2,023,099
Total	2,760,305	2,880,913	2,829,563	2,810,104
Production Capacity Utilization (%)				
Automobile Battery	81.88	88.82	84.74	71.55
Motorcycle Battery	86.35	89.08	88.24	84.30
Total	85.19	88.91	87.33	86.73

Source: Company 56-1, 2003

Consolidated Financial Statements 2001-2003 and First nine months of 2004

(Unit: Million Baht, except per share amount which is in Baht)

Part of financial statement	2001 (Audited)		2002 (Audited)		2003 (Audited)		(Jan-Sep) 2003 (Reviewed)		(Jan-Sep) 2004 (Reviewed)	
	Consolidated	The Company Only	Consolidated	The Company Only	Consolidated	The Company Only	Consolidated	The Company Only	Consolidated	The Company Only
Total Assets	808.54	795.70	1,329.92	1,317.72	1,232.15	1,219.11	1,304.64	1,295.44	1,353.70	1,347.51
Total Liabilities	150.99	138.15	486.81	474.61	403.83	390.79	467.03	457.83	549.32	543.12
Equity attributable to Company's shareholders	657.55	657.55	843.11	843.11	828.32	828.32	837.61	837.61	804.38	804.38
Paid-Up capital	84.10	84.10	107.63	107.63	107.63	107.63	107.63	107.63	107.63	107.63
Sales	903.44	830.92	997.96	928.03	1,020.97	980.30	762.41	741.63	868.14	834.16
Total revenues	903.44	830.92	1,016.29	954.32	1,043.50	1,001.77	780.00	761.50	883.51	849.21
Cost of sale and services	630.01	624.30	734.56	732.22	813.51	835.84	602.15	629.39	710.87	722.15
Selling and administrative expenses	155.69	104.11	155.14	98.36	188.85	125.57	128.99	84.70	164.78	114.40
Total Expenses	785.70	757.76	890.70	831.58	1,003.26	962.31	730.37	714.02	875.65	841.35
Interest expenses and financial charges	381.00	381.00	2.68	2.68	14.78	14.78	11.83	11.83	7.66	7.66
Corporate income tax expenses	30.92	30.92	36.15	33.30	5.81	5.03	8.87	6.72	2.61	2.61
Profit before Extraordinary items	73.16	73.16	86.76	86.76	19.65	19.65	28.93	28.93	(2.41)	(2.41)
Net profit	73.16	73.16	86.76	86.76	19.65	19.65	28.93	28.93	(2.41)	(2.41)
Earnings per share (Baht)	4.49	4.49	4.62	4.62	0.91	0.91	1.34	1.34	(0.02)	(0.02)
Dividend per share (Baht)	4.50	4.50	1.60	1.60	1.00	1.00	NA	NA	NA	NA
Book value per share (Baht)	39.09	39.09	39.17	39.17	38.48	38.48	38.91	38.91	7.47	7.47

As of year ended 2003, the Company had Baht 1,232.15 million worth of Total Assets, which decreased by Baht 97.77 million from year 2002 or declined 7.35% due to the decrease in cash and cash equivalent by Baht 147.08 million and declined in short-term investment by approximately Baht 20 million including a decrease in account receivable by Baht 21.29 million, while there was an increase in inventory by Baht 62.00 million. The reasons for decline in cash was a dividend payment of Baht 34.44 million, repayment of long-term loan amounting to approximately Baht 38.10 million, and purchase of fixed assets amounting to approximately Baht 90.92 million.

As of year ended 2003 the Company had Total Liabilities of Baht 403.83 million, which decreased by Baht 82.98 million from the year 2002 or a decline of 17.05% due to decrease in long-term loans for investment in new plant as a result of repayment of long-term loans and the decline in overdraft and short-term loans by Baht 21.70 million.

Total Shareholders' Equity at year ended 2003 was Baht 843.11 million that decreased to Baht 828.32 million from year 2002 due to dividend payment by the Company for its performance for the year ended 2002. However, Total Liabilities to Shareholder Equity in 2003 remained relatively low at 0.49 times, which slightly decreased from the previous year at 0.58 times.

As of December 31, 2003, the Total Revenue of the Company was Baht 1,043.49 million, which comprised of sales of Baht 1,020.97 million and other income of Baht 22.53 million. The amount of sale in 2003 increased by 23.01 million from previous year as result of expansion in domestic market by 5.10%, in new automobile market by 21.82%, special product market by 28.75% and in the export market by 16.84%.

The Company recorded a cost of good sold of Baht 813.51 million, which was 77.96% of Total Revenue in 2003. The Cost of Goods Sold to Revenue proportion in 2003 was higher than the previous year, which recorded at 72.38% due to additional depreciation from the assets of the new plant and a rise in price of a key raw material Lead by more than 60.00%. Selling and Administrative expenses in 2003 recorded at Baht 188.85 million or 18.09 % of Total Revenue which increased by Baht 33.71 million or 21.73% as a result of increase in excise tax duties since August 2002 and sale promotion expenses for 40th anniversary celebration of the Company and its subsidiary.

Interest expense in 2003 was Baht 14.78 million, which increased Baht 12.10 million or grew by 81.87% due to new long-term loan draw down for the new plant.

The Company recorded an operation profit of Baht 40.24 million or 3.86% of total revenue, which declined from the previous year by Baht 85.35 million or 67.96%. The Company recorded a Net Profit per share of 0.91 Baht.

As of September 30, 2004, the Company's Total Asset was Baht 1,353.70 million, reflecting an increase of Baht 121.55 million or 9.86% in comparison to year ended 2003. This increase was mainly due to increase in inventory of Baht 103.89 million. Total Liabilities for the Company as of September 30, 2004 was Baht 549.32 million, which increased from Baht 403.83 million at the end of the year 2003. The major factor driving this increase was an increase in over draft by Baht 99.72 million. The ratio of Total Liabilities to Shareholder Equity as of September 30, 2004 was at 0.68 times which increased marginally when compared to 0.49 times at the end of the year 2003.

In the first nine months of 2004, the Company recorded a Total Revenue of Baht 883.51 million which comprised of Sale at Baht 868.14 million and other income of Baht 15.37 million which grew 103.52 million or 13.27% compared to year end 2003. This was due to expansion of domestic market by 0.67%, new automobile market by 27.82%, special product market by 7.04% and export market by 7.04%.

The Company recorded a cost of good sold of Baht 710.87 million, which was 80.46% of total revenue in 2004, which was higher when compared to the previous year at 79.51%. This was due to a double price rise in the price of the key raw material Lead, when compared to the previous year. Selling and Administrative expenses of nine months 2004 recorded at Baht 164.78 million or 18.65% of Total Revenue which increased by Baht 35.79 million or 27.75% as a result of expenses for sales promotion and compensation for deceased director.

Interest expense for the first nine months 2004 was Baht 7.66 million, which decreased by Baht 4.17 million or dropped 35.28% due to repayment of long-term debt quarterly basis.

As a consequence of substantial increment in cost of good sold, the Company recorded a net loss at Baht 2.41 million or a loss of Baht 0.02 per share for a period of 9 months performance in 2004, which was a decline from the previous year by Baht 26.52 million.

Projected Performance

The future growth prospects for the Automobile and Motorcycle battery are driven by three key drivers: the strong domestic demand for batteries, which is in trend with the GDP growth, the up trend cycle for the Vehicle and Parts industry and the most critical driver being the government support and policies to further develop the automobile industry in Thailand and positioning Thailand as the 'Detroit of Asia'.

In the year 2005, the Company has plans to further invest keeping in perspective the strong demand for Battery. In term of pricing policy, Battery price setting is highly dependent on pricing

policy of big market players, therefore on a conservative basis the Company expects that there will be significant change in the price of battery in the near future. It is expected that cost of good sold will remain stable given the fact that the prices of the key raw material Lead have increased substantially in early 2004 (from 400 dollars per ton to 900 dollars per ton, Source: London Metal Exchange), hence any further significant price increase is not expected to come through soon.

2. Opinion on the Accuracy of the Company's Information Stated in the Tender Offer Statement

YUASA's board of director's view that all information relevant to the Company as shown in the Tender Offer statement (Form 247-4) is accurate.

3. Relationship or any Agreements between the Company's Director/s and the Tender Offeror, either on his/their own behalf or on behalf of the Company or as the Tender Offer Agent, including the Shareholding by the Director/s in the Tender Offeror's juristic person and any contracts or agreements made or to be made between them (in such matters as administration, etc.)

The Tender Offeror and the group of Tender Offeror has directly and indirectly acquired the Company's shares as of November 19, 2004, 42,564,850 shares and its shareholding in the Company has reached 39.55% of the total outstanding shares of the Company. The direct and indirect Company's shares acquired derive from Yuasa Corporation ("YCJ") and Japan Storage Battery Co., Ltd. ("JSB") agreement in principle to merge under a jointly incorporated holding company, GS Yuasa Corporation ("GYC") effectively established on April 1, 2004. According to the merger, the ratio of share swap was 1:1. Post merger, the old group of shareholders in those two companies shall be a shareholder of GYC instead. As of April 1, 2004, the old group of shareholders of YCJ will hold shares in GYC at 49.84% while the old group of shareholders of JSB will hold shares in GYC at 50.16%.

As a result of the merger, GYC, by acquiring 42,564,850 YUASA's shares which is approximately 39.55% of YUASA's paid-up capital, is subject to the tender offer of YUASA's securities by the Chain Principle (through YCJ) according to Notification of the Securities and Exchange Commission No. Kor. Jor. 53/2545. Post merger, GYC has established a new wholly owned subsidiary called GS Yuasa International Ltd. ("GYIN") to handle international business activities outside Japan, including YUASA.

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

Common Directorship

At present the Company has 10 directors, of which 1 of them also serves as director of the Tender Offeror and the group of Tender Offeror

	Name	Position	Position in the Tender Offeror	Position in the Tender Offeror Group ^{1/}
1	Mr. Kan Akiyama*	Director	Director	✓

^{1/} Details of the position of the above directors in the Tender Offeror and the subsidiaries and/or its affiliates can be referred in attachment 1. The joint directors of GS Yuasa Corporation and GS Yuasa International Ltd. held more than 30% by GS Yuasa Corporation and GS Yuasa International Ltd. are counted based on section 258 of The Securities and Exchange Act B.E. 2535.

3.2 Joint or Related Business Transaction

Currently the Company has 1 joint director and/or joint shareholder with the Tender Offeror.

3.3 The Shareholding by the Director/s in the Tender Offeror's Juristic Person

-None-

3.4 Other Existing or Future Related Contracts or Agreements

The Company has two types of related transaction with YCJ, which is described as follows;

1. Agreement to use the brand "YUASA" for which the company must pay a royalty fee to YCJ based on a contract extendable on yearly basis.
2. YCJ provides support for developing the Company's export market, by either directly buying from the Company or by matching the sales order for which it is paid a sales commission.

4. Opinion of the Company's Board of Directors to the Securities Holders

YUASA convened a Board of Directors meeting on December 2, 2004 to consider the Tender Offer of the Tender Offeror. There were total 9 directors, which had no conflict of interest relating to this transaction but the meeting was attended by 8 directors as follows:

	Name	Position
1	Pol. Lt. Chan Manutham	Chairman of the Board
2	Mr. Koichi Ueda	Vice Chairman
3	Col. Pornchak Manutham	Director
4	Mr. Pramote Manutham	Director
5	Mr. Nobuo Nakayama	Director
6	Mr. Subhavas Bandhuvadh	Director
7	Ass. Prof. Gasinee Witoonchart	Independent Director
8	Dr. Somchai Phagaphasvivat	Independent Director

Note: There is one director, the director, who has no conflict of interest, but unable to attend the meeting, which is Mr. Iso Sakaguchi

The above directors who have no conflict of interest and unanimously passed a resolution to give the following recommendations to the securities holders:

4.1 Reasons to Accept and/or Reasons to Reject the Tender Offer

The Tender Offeror has set the offering price at Baht 4.30 per share. The Offerees are subjected to the brokerage fee of 0.125 % of the offering prices and the value added tax (VAT) of 7% of the brokerage fee. Hence the net offering price received by the Offerees will be equal to Baht 4.2942 per share.

YUASA's Board of Directors, excluding directors who have conflict of interest, has considered the share price valuation by various valuation approaches prepared by the Independent Financial Advisor to the securities holders who recommended that the suitable valuation approaches for the YUASA's shares valuation are Book Value Approach and Discounted Cash Flow Approach. The share price range derived from the aforementioned valuation approaches is between Baht 7.47-10.81 per share, which is higher than the Tender Offer price by Baht 3.17-6.51 per share or 73.72-151.40%. The Independent Financial Advisor recommended in its report that the offering price for the ordinary shares is unreasonable.

Therefore the Company's Board of Directors, excluding directors who have conflict of interest, unanimously resolved that the Tender Offer and the offering price of the ordinary shares is unreasonable. Securities Holders should decline the Tender Offer, however, the final decision whether to

accept or reject the Tender Offer should be primarily made at the Securities Holders' own discretion based on the opinion of the Independent Financial Advisor. Hence, the final decision whether to accept or reject the Tender Offer is subject to their discretion.

4.2 Opinions and Reasons of Individual Directors and Number of Shares Held by each Director (Only in case that the Directors Opinion in 4.1 are not unanimously given)

- None -

4.3 Benefits or Impacts from the Plans and Policies Indicated by the Tender Offeror in the Tender Offer Statement and Viability of those Plans and Policies

The Board of Directors, excluding directors who have conflict of interest, agreed with the Tender Offeror as indicated in the Tender Offer statement describe as following;

1. The Tender Offeror has no intension to delist YUASA from the SET and make no significant changes to the business plans or policies in the next 12 months period from the end of the Tender Offer period except the case that the Company could not sustain the performance of the Company according to criteria of SET and MAI then the Company will be delist.

The main reason due to which the Company's Board of Directors, excluding directors who have conflict of interest, agreed with the Tender Offeror as indicated in the Tender Offer statement that no intension to delist YUASA from the SET because the Company listed in MAI since August 9, 2002 and received benefit from listed in MAI such as have additional channel of funding with higher bargaining power for lower cost of capital, have a good image, etc., therefore the aforementioned policy of the Tender Offeror will not have any impact on the objective of the Company.

2. In term of management, Post merger between YCJ and JBS, it will have no influence on the management structure of YUASA. The authorized power of directors and management directors will still the same. Also GYC will not change any policy in terms of management policy, operational policy, restructuring management structure, plan for sale of property, restructuring financial structure and dividend policy.

The main reason due to which the Company's Board of Directors, excluding directors who have conflict of interest, agreed with the Tender Offeror as indicated in the Tender Offer statement that the Tender Offeror has minimal opportunity to gain more management control in the Company, in addition to what it has in the present, as there is still other major shareholders, which is Manutham's family including Metropolitan Motorservice Co., Ltd., Fuji Mercantile Co., Ltd, Central Agency Co., Ltd. who are holding

36.94% of the Company and have shown a clear intension not to sell their stake. Thus, balancing out the power and the management control in the Company.

3. Currently, the Company has two types of related transaction with YCJ, which are 1. Agreement to used brand "YUASA" which the Company must pay royalty fee to YCJ with year-on-year contract. 2. Sale and Commission which YCJ usually supports an export market for the Company. YCJ may either buy the whole amount of product or charge a commission fee on sale. Post merger and restructuring structure of the group according to the policy to transfer of all businesses outside Japan to be operated under GYIN, the related transaction between the Company and YCJ, will transfer all transactions from YCJ to GYIN, which have no change in policy for such related transaction. However, if there is a change in policy of related transaction in the future, any such change should not contradict with the rule and regulations of SET which are clear in terms of related transaction between the Company and person that might have conflict of interest.

The main reason due to which the Company's Board of Directors, excluding directors who have conflict of interest, agreed with the Tender Offeror as indicated in the Tender Offer statement with respect to the related transaction given the fact these are normal business transaction with respect to normal business operations of the Company. Moreover, the transaction both present and in the future will not contradict with the rules and regulations of SET, which are clear in terms of related transaction between the Company, and person that might have conflict of interest.

4.4 Additional Opinion of the Board of Directors (Only in case of a Delisting Tender Offer)

- None -

4.5 Other Information

Shareholder who reject this tender offer may be affected as follows:

- Liquidity of securities: The current trading volume of YUASA's shares on the stock market is reasonably liquid, but still remain at a low level when compared with total outstanding registered shares of the Company on the SET. Thus the liquidity of the securities will be reduced if a large number of shareholders sell their shares to the Tender Offeror. Minority shareholders who have no intention to sell will also be affected, as they are unable to sell their shares at the desired price and period.

- Plan to sell shares of the Company: According to the Articles of Association of the Company, foreigners cannot not hold more than 49% shares of the total paid up capital of the Company. In case the Company wants to amend the Articles of Association of the Company, the Company must get not less than 3/4 votes of the total votes of the shareholders of the Company. The Offeror will face difficulty in amending the Articles of Association of the Company since there are still other major shareholders, which is

Manutham's family including Metropolitan Motorservice Co., Ltd., Fuji Mercantile Co., Ltd, Central Agency Co., Ltd. who are holding 36.94% of the Company (more than 1/4 of total votes of the Company) and have shown a clear intension not to sell their stake, thus, balancing out the power and the management control in the Company.

We hereby certify that the above statements are true and complete and contain no information that might lead other parties to misunderstanding in material aspects and that no concealment has been made on any material information.

Signed by

(Pol. Lt. Chan Manutham)

Signed by

(Mr. Koichi Ueda)

On behalf of Yuasa Battery (Thailand) Plc.

Attachment 1: Company's Directors Holding Directorship in Subsidiaries or Other Companies or
Related Companies

Name	YUASA	GS Yuasa Corporation (GYC) As of April 1, 2004	GS Yuasa International Ltd. (GYIN) As of June 1, 2004
Pol.Lt. Chan Manutham	x		
Mr. Koichi Ueda	//		
Col. Pornchak Manutham	/		
Mr.Kan Akiyama	/	/	
Mr.Nobuo Nakayama	/		
Mr. Pramote Manutham	/		
Mr. Subhavas Bandhuvadh	/		
Mr. Iso Sakaguchi	/		
Ass. Prof.Gasinee Witoonchart	///		
Dr. Somchai Phagaphasvivat	///		
Shinichiro Murakami		/	
Naruo Otsubo		/	
Hitoshi Tamura		/	
Yukio Kimura		/	
Tsuyoshi Noto		/	
Haruyuki Ueda		/	
Makoto Yoda		/	/
Masaaki Nakamura		/	/
Hideyuki Maeno		/	
Hiroshi Kishimoto			/
Toru Bomoto			/
Toshio Ohara			/
Osamu Hamada			/

Note

X=Chairman of the Board

//= Vice Chairman

/=Director

///= Independent Director