

AUDITOR'S REPORT

To the Shareholders and the Board of Directors of Minor International Public Company Limited

I have audited the accompanying consolidated and company financial statements of Minor International Public Company Limited and its subsidiaries and of Minor International Public Company Limited, which comprise the consolidated and company statements of financial position as at 31 December 2013, and the related consolidated and company income statements, statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other notes.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the consolidated and company financial statements referred to above present fairly, in all material respects, the consolidated and company financial position of Minor International Public Company Limited and its subsidiaries and of Minor International Public Company Limited as at 31 December 2013, and consolidated and company results of operations and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Kajornkiet Aroonpirodkul
Certified Public Accountant (Thailand) No. 3445
PricewaterhouseCoopers ABAS Ltd.

Bangkok
20 February 2014

MINOR INTERNATIONAL PUBLIC COMPANY LIMITED

CONSOLIDATED AND COMPANY FINANCIAL STATEMENTS

31 DECEMBER 2013

Minor International Public Company Limited
Statement of Financial Position
As at 31 December 2013

	Notes	Consolidated			Company		
		31 December 2013	Restated		31 December 2013	Restated	
			31 December 2012	1 January 2012		31 December 2012	1 January 2012
	Baht	Baht	Baht	Baht	Baht	Baht	
Assets							
Current assets							
Cash and cash equivalents	7	3,370,478,752	3,702,393,557	1,145,782,127	867,052,027	2,214,930,902	160,384,206
Trade and other receivables	8	3,331,514,156	2,954,819,005	2,344,322,742	441,253,793	499,369,843	743,132,460
Inventories	9	1,675,064,279	1,616,110,908	1,465,953,495	6,001,366	6,340,290	6,420,370
Land and real estates project for sales	10	1,439,276,684	1,046,572,999	1,595,818,271	-	-	-
Other current assets	11	815,838,490	941,060,802	806,288,205	89,726,797	78,265,317	83,886,800
Total current assets		10,632,172,361	10,260,957,271	7,358,164,840	1,404,033,983	2,798,906,352	993,823,836
Non-current assets							
Trade receivables long-term contracts	8	2,605,382,150	1,063,904,577	248,520,120	-	-	-
Available-for-sale investments	12	860,370,184	355,418,423	159,987,700	203,786	160,604	121,849
Investments in subsidiaries	13	-	-	-	5,812,121,033	5,808,901,033	5,658,569,135
Investments in associates	13	4,302,599,637	4,013,919,808	3,829,126,710	2,150,195,880	2,150,195,880	2,150,195,880
Interests in joint ventures	13	696,099,932	197,120,062	96,003,822	24,284,460	24,284,460	24,284,460
Other long-term investments	12	100,026,543	100,014,176	13,224	100,000,000	100,000,000	-
Long-term loans to related parties	14	982,188,637	629,535,156	507,373,802	21,807,420,771	17,724,254,808	14,833,186,192
Land and projects under development	15	469,586,855	1,303,593,809	33,097,764	-	-	-
Investment properties	16	1,217,718,820	904,796,009	928,788,761	-	-	-
Property, plant and equipment	17	21,744,644,015	18,197,539,469	16,913,936,124	379,848,319	481,747,022	477,523,400
Intangible assets	18	11,803,675,766	10,540,841,007	9,119,851,735	6,484,711	20,187,510	11,691,572
Prepaid rents	19	2,028,812,255	2,150,808,717	1,840,833,908	3,114,920	3,737,937	4,360,956
Deferred tax assets	32	336,339,540	367,548,851	484,553,661	-	-	-
Other non-current assets	20	2,156,649,296	1,634,679,175	978,304,775	29,848,481	39,125,479	47,055,236
Total non-current assets		49,304,093,630	41,459,719,239	35,140,392,106	30,313,522,361	26,352,594,733	23,206,988,680
Total assets		59,936,265,991	51,720,676,510	42,498,556,946	31,717,556,344	29,151,501,085	24,200,812,516

Director _____

The notes to the consolidated and Company financial statements on pages 16 to 101 form an integral part of the financial statements.

Minor International Public Company Limited
Statement of Financial Position
As at 31 December 2013

	Notes	Consolidated			Company		
		31 December 2013	Restated		31 December 2013	Restated	
			31 December 2012	1 January 2012		31 December 2012	1 January 2012
	Baht	Baht	Baht	Baht	Baht	Baht	
Liabilities and shareholders' equity							
Current liabilities							
Bank overdrafts and short-term borrowings							
from financial institutions	21	970,959,510	910,379,095	1,097,347,519	-	-	580,000,000
Trade and other payables	22	4,997,767,972	4,639,864,970	3,992,364,487	347,490,895	351,535,501	276,058,903
Short-term borrowings from related parties	14	-	-	-	1,827,251,831	1,448,554,317	1,549,601,374
Current portion of finance lease liabilities	21	24,439,180	64,867,334	141,235,490	-	-	-
Current portion of long-term borrowings	21	1,539,829,870	295,311,214	382,164,249	-	-	60,000,000
Current portion of debentures	21	2,060,000,000	2,000,000,000	1,840,000,000	2,060,000,000	2,000,000,000	1,840,000,000
Current portion of deferred income		72,112,819	68,798,178	42,673,862	-	-	-
Income tax payable		384,463,219	181,952,781	204,230,727	-	-	-
Other current liabilities	23	908,892,032	776,769,231	880,780,953	20,321,674	14,348,757	16,797,903
Total current liabilities		10,958,464,602	8,937,942,803	8,580,797,287	4,255,064,400	3,814,438,575	4,322,458,180
Non-current liabilities							
Finance lease liabilities	21	11,423,854	34,911,743	80,061,460	-	-	-
Long-term borrowings	21	6,290,980,720	6,497,324,691	5,923,300,380	-	-	-
Debentures	21	12,300,000,000	14,360,000,000	10,360,000,000	12,300,000,000	14,360,000,000	10,360,000,000
Employee benefits obligations	24	200,727,490	179,779,620	151,386,706	16,449,193	14,053,685	11,537,689
Deferred tax liabilities	32	2,100,137,959	1,831,543,470	1,756,913,977	164,145,737	148,659,805	182,535,491
Other non-current liabilities	25	1,199,862,599	817,209,323	834,825,324	106,349,272	6,565,630	2,387,347
Total non-current liabilities		22,103,132,622	23,720,768,847	19,106,487,847	12,586,944,202	14,529,279,120	10,556,460,527
Total liabilities		33,061,597,224	32,658,711,650	27,687,285,134	16,842,008,602	18,343,717,695	14,878,918,707

The notes to the consolidated and Company financial statements on pages 16 to 101 form an integral part of the financial statements.

Minor International Public Company Limited
Statement of Financial Position
As at 31 December 2013

	Notes	Consolidated			Company		
		31 December 2013 Baht	Restated		31 December 2013 Baht	Restated	
			31 December 2012 Baht	1 January 2012 Baht		31 December 2012 Baht	1 January 2012 Baht
Liabilities and shareholders' equity							
(Cont'd)							
Shareholders' equity							
Share capital	26						
Authorised share capital							
4,018,326,091 ordinary shares							
of Baht 1 each							
(2012: 4,063,046,327 ordinary shares							
of Baht 1 each)		4,018,326,091	4,063,046,327	3,666,519,673	4,018,326,091	4,063,046,327	3,666,519,673
Issued and paid-up share capital							
4,001,355,462 ordinary shares							
of Baht 1 each							
(2012: 3,686,766,688 ordinary shares							
of Baht 1 each)	26	4,001,355,462	3,686,766,688	3,275,224,580	4,001,355,462	3,686,766,688	3,275,224,580
Share premium							
Ordinary shares	26	7,331,862,886	3,995,897,997	3,215,325,916	7,306,210,510	3,970,245,621	3,189,673,540
Shares subscription received in advance		-	48,803,886	-	-	48,803,886	-
Expired warrants in a subsidiary		104,788,723	104,788,723	104,788,723	-	-	-
Retained earnings							
Appropriated - legal reserve	28	406,309,113	406,309,113	367,799,113	406,309,113	406,309,113	367,799,113
Unappropriated		13,557,910,874	10,641,187,118	8,258,503,357	3,748,987,953	3,283,011,860	3,076,581,358
Other components of equity	29	(311,820,523)	(1,020,149,484)	(958,778,612)	(587,315,296)	(587,353,778)	(587,384,782)
Equity attributable to owners of the parent		25,090,406,535	17,863,604,041	14,262,863,077	14,875,547,742	10,807,783,390	9,321,893,809
Non-controlling interests		1,784,262,232	1,198,360,819	548,408,735	-	-	-
Total shareholders' equity		26,874,668,767	19,061,964,860	14,811,271,812	14,875,547,742	10,807,783,390	9,321,893,809
Total liabilities and shareholders' equity		59,936,265,991	51,720,676,510	42,498,556,946	31,717,556,344	29,151,501,085	24,200,812,516

The notes to the consolidated and Company financial statements on pages 16 to 101 form an integral part of the financial statements.

Minor International Public Company Limited

Income Statement

For the year ended 31 December 2013

	Notes	Consolidated		Company	
		2013	2012	2013	2012
		Baht	Restated Baht	Baht	Restated Baht
Revenues	14				
Revenues from hotel and related services operations		12,058,401,009	11,582,406,073	468,784,361	462,639,513
Sales of real estates		3,319,878,285	2,898,522,014	-	-
Rental income from property business		407,585,051	440,136,627	-	-
Revenues from entertainment operations		160,876,154	150,363,072	156,627,809	150,363,072
Revenues from spa services		300,185,129	323,086,238	-	-
Sales of food and beverage		13,798,573,742	11,841,097,010	-	-
Sales from distribution and manufacturing		3,592,857,852	3,294,206,700	-	-
Revenues from management services		519,669,986	355,214,609	260,346,856	191,846,153
Franchise fee income		510,694,268	425,125,328	-	-
Dividends income		8,778,938	320,846	1,591,288,311	1,207,142,179
Interest income		228,938,503	80,774,828	957,420,283	727,794,129
Other income	30	1,499,896,135	1,155,956,078	77,059,874	49,136,198
Total revenues		36,406,335,052	32,547,209,423	3,511,527,494	2,788,921,244
Expenses	14				
Direct cost of hotel and related services operations		6,497,775,670	6,128,789,242	198,758,883	200,081,139
Cost of sales of real estates	10	968,439,721	1,194,996,570	-	-
Direct cost of rental from property business		205,339,135	222,051,051	-	-
Direct cost of entertainment operations		57,166,685	49,052,662	92,646,989	88,670,261
Direct cost of providing spa services		181,191,421	199,802,535	-	-
Cost of sales of food and beverage		4,468,846,289	3,885,578,365	-	-
Cost of sales from distribution and manufacturing		2,169,894,526	2,109,959,627	-	-
Selling expenses		12,051,517,338	10,394,832,392	489,103,146	406,886,243
Administrative expenses		4,452,296,242	3,920,437,685	355,007,050	385,319,040
Total expenses		31,052,467,027	28,105,500,129	1,135,516,068	1,080,956,683
Operating profit		5,353,868,025	4,441,709,294	2,376,011,426	1,707,964,561
Share of profit of investments in associates and interests in joint ventures	13	529,902,794	446,296,266	-	-
Profit before financial costs and income tax	31	5,883,770,819	4,888,005,560	2,376,011,426	1,707,964,561
Financial costs		(1,027,098,362)	(1,085,377,361)	(709,895,584)	(674,843,431)
Profit before income tax		4,856,672,457	3,802,628,199	1,666,115,842	1,033,121,130
Income tax	32	(675,092,833)	(555,587,480)	(15,481,232)	33,883,437
Profit for the year		4,181,579,624	3,247,040,719	1,650,634,610	1,067,004,567

The notes to the consolidated and Company financial statements on pages 16 to 101 form an integral part of the financial statements.

Minor International Public Company Limited

Income Statement

For the year ended 31 December 2013

	Consolidated		Company	
	2013	2012	2013	2012
		Restated		Restated
Note	Baht	Baht	Baht	Baht
Profit attributable to:				
Owners of the parent	4,101,382,273	3,243,257,826	1,650,634,610	1,067,004,567
Non-controlling interests	80,197,351	3,782,893	-	-
	<u>4,181,579,624</u>	<u>3,247,040,719</u>	<u>1,650,634,610</u>	<u>1,067,004,567</u>
Earnings per share	33			
Basic earnings per share	1.0449	0.8921	0.4205	0.2935
Diluted earnings per share	1.0447	0.8708	0.4204	0.2865

The notes to the consolidated and Company financial statements on pages 16 to 101 form an integral part of the financial statements.

Minor International Public Company Limited
Statement of Comprehensive Income
For the year ended 31 December 2013

	Consolidated		Company	
	2013	2012	2013	2012
		Restated		Restated
	Baht	Baht	Baht	Baht
Profit for the year	4,181,579,624	3,247,040,719	1,650,634,610	1,067,004,567
Other comprehensive income:				
Gain (loss) on remeasuring of available-for-sale investments	116,301,744	(5,140,436)	38,482	31,004
Exchange differences on translating financial statements	612,749,229	(59,473,635)	-	-
Other comprehensive income (expense) for the year, net of tax	729,050,973	(64,614,071)	38,482	31,004
Total comprehensive income (expense) for the year	4,910,630,597	3,182,426,648	1,650,673,092	1,067,035,571
Total comprehensive income (expense) attributable to:				
Owners of the parent	4,809,642,073	3,187,823,316	1,650,673,092	1,067,035,571
Non-controlling interests	100,988,524	(5,396,668)	-	-
	4,910,630,597	3,182,426,648	1,650,673,092	1,067,035,571

The notes to the consolidated and Company financial statements on pages 16 to 101 form an integral part of the financial statements.

Minor International Public Company Limited
Statement of Changes in Shareholders' Equity
For the year ended 31 December 2013

Consolidated (Baht)																
Attributable to owners of the parent																
Other components of equity																
Other comprehensive income																
Notes	Issued and paid-up share capital	Share premium	Shares subscription received in advance	Expired warrants in a subsidiary	Legal reserve	Retained earnings	Discount on business combination under common control	Unrealised gain on dilution of investment	Discount on additional investment in subsidiary	Remeasuring of available-for-sale investments	Translation adjustment	Total other component of equity	Total owners of the parent	Non-controlling interests	Total shareholders' equity	
Beginning balance as at 1 January 2012																
	- as previously reported	3,275,224,580	3,215,325,916	-	104,788,723	367,799,113	8,362,985,685	(755,412,590)	4,992,405	(32,750,744)	88,219,036	(263,820,946)	(958,772,839)	14,367,351,178	567,155,888	14,934,507,066
5	Retrospective adjustments	-	-	-	-	-	(104,482,328)	-	-	-	(5,773)	-	(5,773)	(104,488,101)	(18,747,153)	(123,235,254)
Beginning balance as at 1 January 2012																
	- restated	3,275,224,580	3,215,325,916	-	104,788,723	367,799,113	8,258,503,357	(755,412,590)	4,992,405	(32,750,744)	88,213,263	(263,820,946)	(958,778,612)	14,262,863,077	548,408,735	14,811,271,812
Changes in equity for the year																
26	Additional ordinary shares	82,716,994	780,572,081	-	-	-	-	-	-	-	-	-	-	863,289,075	-	863,289,075
	Shares subscription received in advance	-	-	48,803,886	-	-	-	-	-	-	-	-	-	48,803,886	-	48,803,886
28	Legal reserve	-	-	-	-	38,510,000	(38,510,000)	-	-	-	-	-	-	-	-	-
	Sales of investment in subsidiary	-	-	-	-	-	-	-	(4,992,405)	-	-	-	(4,992,405)	(4,992,405)	467,906	(4,524,499)
	Business acquisition	-	-	-	-	-	-	-	-	-	-	-	-	-	656,976,110	656,976,110
	Decrease in non-controlling interests as a result of investment in subsidiary	-	-	-	-	-	-	-	-	(943,957)	-	-	(943,957)	(943,957)	(36,939)	(980,896)
	Investment in subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	-	3,570,000	3,570,000
34	Cash dividend paid	-	-	-	-	-	(822,064,065)	-	-	-	-	-	-	(822,064,065)	(5,628,325)	(827,692,390)
34	Stock dividend paid	328,825,114	-	-	-	-	-	-	-	-	-	-	-	328,825,114	-	328,825,114
	Total comprehensive income (expense) for the year	-	-	-	-	-	3,243,257,826	-	-	-	(5,140,436)	(50,294,074)	(55,434,510)	3,187,823,316	(5,396,668)	3,182,426,648
Ending balance as at 31 December 2012																
		3,686,766,688	3,995,897,997	48,803,886	104,788,723	406,309,113	10,641,187,118	(755,412,590)	-	(33,694,701)	83,072,827	(314,115,020)	(1,020,149,484)	17,863,604,041	1,198,360,819	19,061,964,860

The notes to the consolidated and Company financial statements on pages 16 to 101 form an integral part of the financial statements.

Minor International Public Company Limited
Statement of Changes in Shareholders' Equity
For the year ended 31 December 2013

Consolidated (Baht)															
Attributable to owners of the parent															
Other components of equity															
Other comprehensive income															
Notes	Issued and paid-up share capital	Share premium	Shares subscription received in advance	Expired warrants in a subsidiary	Legal reserve	Retained earnings	Discount on business combination under common control	Discount on additional investment in subsidiary	Remeasuring of available-for-sale investments	Translation adjustment	Total other component of equity	Total owners of the parent	Non-controlling interests	Total shareholders' equity	
Beginning balance as at 1 January 2013															
	- as previously reported	3,686,766,688	3,995,897,997	48,803,886	104,788,723	406,309,113	10,910,963,286	(755,412,590)	(33,694,701)	83,087,461	(314,115,020)	(1,020,134,850)	18,133,394,843	1,214,828,400	19,348,223,243
5	Retrospective adjustments	-	-	-	-	(269,776,168)	-	-	(14,634)	-	(14,634)	(269,790,802)	(16,467,581)	(286,258,383)	
Beginning balance as at 1 January 2013															
	- restated	3,686,766,688	3,995,897,997	48,803,886	104,788,723	406,309,113	10,641,187,118	(755,412,590)	(33,694,701)	83,072,827	(314,115,020)	(1,020,149,484)	17,863,604,041	1,198,360,819	19,061,964,860
Changes in equity for the year															
26	Additional ordinary shares	314,588,774	3,335,964,889	-	-	-	-	-	-	-	-	3,650,553,663	-	3,650,553,663	
	Shares subscription received in advance	-	(48,803,886)	-	-	-	-	-	-	-	-	(48,803,886)	-	(48,803,886)	
13	Additional investment in subsidiary	-	-	-	-	-	-	69,161	-	-	69,161	69,161	-	69,161	
	Business acquisition	-	-	-	-	-	-	-	-	-	-	-	492,235,840	492,235,840	
34	Dividend paid	-	-	-	-	(1,184,658,517)	-	-	-	-	-	(1,184,658,517)	(7,322,951)	(1,191,981,468)	
	Total comprehensive income for the year	-	-	-	-	4,101,382,273	-	-	116,301,744	591,958,056	708,259,800	4,809,642,073	100,988,524	4,910,630,597	
Ending balance as at 31 December 2013															
		4,001,355,462	7,331,862,886	-	104,788,723	406,309,113	13,557,910,874	(755,412,590)	(33,625,540)	199,374,571	277,843,036	(311,820,523)	25,090,406,535	1,784,262,232	26,874,668,767

The notes to the consolidated and Company financial statements on pages 16 to 101 form an integral part of the financial statements.

Minor International Public Company Limited
Statement of Changes in Shareholders' Equity
For the year ended 31 December 2013

Company (Baht)										
Notes							Other component of equity			Total shareholders' equity
	Issued and paid-up share capital	Share premium	Shares subscription received in advance	Legal reserve	Retained earnings	Discount on business combination under common control	Other comprehensive income		Total other component of equity	
							Remeasuring of available-for-sale investments			
Beginning balance as at 1 January 2012										
- as previously reported										
	3,275,224,580	3,189,673,540	-	367,799,113	3,259,113,666	(587,397,515)	15,916	(587,381,599)	9,504,429,300	
Retrospective adjustments	5	-	-	-	(182,532,308)	-	(3,183)	(3,183)	(182,535,491)	
Beginning balance as at 1 January 2012										
- restated										
	3,275,224,580	3,189,673,540	-	367,799,113	3,076,581,358	(587,397,515)	12,733	(587,384,782)	9,321,893,809	
Changes in equity for the year										
Additional ordinary shares	26	82,716,994	780,572,081	-	-	-	-	-	863,289,075	
Shares subscription received in advance		-	48,803,886	-	-	-	-	-	48,803,886	
Legal reserve	28	-	-	38,510,000	(38,510,000)	-	-	-	-	
Cash dividend paid	34	-	-	-	(822,064,065)	-	-	-	(822,064,065)	
Stock dividend paid	34	328,825,114	-	-	-	-	-	-	328,825,114	
Total comprehensive income for the year		-	-	-	1,067,004,567	-	31,004	31,004	1,067,035,571	
Ending balance as at 31 December 2012										
		<u>3,686,766,688</u>	<u>3,970,245,621</u>	<u>48,803,886</u>	<u>406,309,113</u>	<u>3,283,011,860</u>	<u>(587,397,515)</u>	<u>43,737</u>	<u>(587,353,778)</u>	<u>10,807,783,390</u>

The notes to the consolidated and Company financial statements on pages 16 to 101 form an integral part of the financial statements.

Minor International Public Company Limited
Statement of Changes in Shareholders' Equity
For the year ended 31 December 2013

		Company (Baht)								
								Other component of equity		
								Other comprehensive income		
								Remeasuring of		Total
								available-		other
								for-sale		component
								investments		of equity
Notes	Issued and paid-up share capital	Share premium	Shares subscription received in advance	Legal reserve	Retained earnings	Discount on business combination under common control			Total shareholders' equity	
Beginning balance as at 1 January 2013										
	- as previously reported	3,686,766,688	3,970,245,621	48,803,886	406,309,113	3,431,660,731	(587,397,515)	54,671	(587,342,844)	10,956,443,195
5	Retrospective adjustments	-	-	-	-	(148,648,871)	-	(10,934)	(10,934)	(148,659,805)
Beginning balance as at 1 January 2013										
	- restated	3,686,766,688	3,970,245,621	48,803,886	406,309,113	3,283,011,860	(587,397,515)	43,737	(587,353,778)	10,807,783,390
Changes in equity for the year										
26	Additional ordinary shares	314,588,774	3,335,964,889	-	-	-	-	-	-	3,650,553,663
	Shares subscription received in advance	-	-	(48,803,886)	-	-	-	-	-	(48,803,886)
34	Dividend paid	-	-	-	-	(1,184,658,517)	-	-	-	(1,184,658,517)
	Total comprehensive income for the year	-	-	-	-	1,650,634,610	-	38,482	38,482	1,650,673,092
Ending balance as at 31 December 2013										
		4,001,355,462	7,306,210,510	-	406,309,113	3,748,987,953	(587,397,515)	82,219	(587,315,296)	14,875,547,742

The notes to the consolidated and Company financial statements on pages 16 to 101 form an integral part of the financial statements.

Minor International Public Company Limited
Statement of Cash Flows
For the year ended 31 December 2013

	Notes	Consolidated		Company	
		2013	2012	2013	2012
		Baht	Restated Baht	Baht	Restated Baht
Cash flows from operating activities					
Profit before income tax		4,856,672,457	3,802,628,199	1,666,115,842	1,033,121,130
Adjustments for:					
Depreciation and amortisation	16 - 19	2,465,083,908	2,201,092,428	85,577,007	89,590,071
Amortisation of other assets		25,243,819	29,996,837	9,270,499	13,015,193
Amortisation of borrowing cost	21	7,957,650	9,670,708	-	-
Doubtful accounts		24,017,615	12,425,424	24,471	12,306
Reversal of inventory obsolescence		(1,376,987)	(69,967,704)	-	-
Realisation of deferred income		(37,965,157)	(32,598,944)	-	-
Unwind of onerous contracts		(61,368,277)	(94,657,243)	-	-
Share of profit of investments in associates and interests in joint ventures	13	(529,902,794)	(446,296,266)	-	-
Interest expenses		1,027,098,362	1,085,377,361	709,895,584	674,843,431
Interest income		(228,938,503)	(80,774,828)	(957,420,283)	(727,794,129)
Dividends income		(8,778,938)	(320,846)	(1,591,288,311)	(1,207,142,179)
Translation adjustment for equity loan		(139,703,200)	48,905,581	-	-
Unrealised (gain) loss on exchange rate		(37,178,232)	(3,631,726)	(71,211,801)	-
Gain on capital returned from subsidiary	30	-	(15,572,662)	-	-
Loss from change of investment	13	4,255,126	-	-	-
Impairment charge and loss (gain) on disposals and write-off of property, plant and equipment and investment properties		(33,083,356)	59,418,636	1,623,345	(1,556,318)
Impairment charge and loss on disposals of intangible assets and prepaid rents		79,054,321	24,443,901	-	-
Employee benefit obligations	24	26,470,170	33,325,906	2,745,308	2,612,029
Changes in operating assets and liabilities:					
Trade and other receivables		(165,199,778)	(573,863,748)	69,158,870	(337,617,707)
Inventories		(73,011,395)	(91,033,969)	338,924	80,079
Land and real estates project for sales		273,708,587	737,894,565	-	-
Other current assets		(153,488,005)	(179,439,610)	(93,388,464)	2,714,081
Other non-current assets		(1,728,708,984)	(1,241,341,105)	6,498	(5,085,435)
Trade and other payables		444,134,926	476,846,764	8,586,423	78,471,090
Other current liabilities		198,056,615	(105,906,736)	5,972,920	(2,449,143)
Other non-current liabilities		258,686,018	46,366,238	99,433,847	4,082,248
Cash generated from operating activities		6,491,735,968	5,632,987,161	(54,559,321)	(383,103,253)
Interest paid		(1,030,057,365)	(1,077,374,560)	(722,327,575)	(674,905,446)
Income tax paid		(384,782,218)	(509,780,736)	(19,636,467)	(15,494,976)
Income tax refund received		104,052,135	-	-	-
Net cash generated from (used in) operating activities		5,180,948,520	4,045,831,865	(796,523,363)	(1,073,503,675)

The notes to the consolidated and Company financial statements on pages 16 to 101 form an integral part of the financial statements.

Minor International Public Company Limited
Statements of Cash Flows
For the year ended 31 December 2013

	Notes	Consolidated		Company	
		2013	2012	2013	2012
		Baht	Restated Baht	Baht	Restated Baht
Cash flows from investing activities					
Cash paid from loans to related parties	14	(649,673,568)	(175,377,884)	(3,912,438,033)	(2,891,068,616)
Cash received from settlement loans to related parties	14	323,792,900	36,584,645	-	-
Increase in loan to other companies		6,937,306	(489,844,450)	-	-
Payments for additional investments in subsidiaries, associates and joint ventures	13	(727,800,328)	(123,485,935)	(3,220,000)	(205,955,288)
Acquisition of subsidiaries, net cash acquired	35	(980,480,077)	(1,279,130,411)	-	-
Cash received from capital returned from subsidiary	13	-	15,486,920	-	52,053,390
Interest received		203,253,176	83,107,813	957,420,283	727,794,129
Dividends received	13	319,147,311	274,917,575	1,591,288,311	1,792,080,197
Cash invested in long-term investments	12	(342,288,792)	(300,562,297)	-	(100,000,000)
Payments for land and project under development		(507,323,642)	(986,993,625)	-	-
Payments for investment properties	16	(405,636,252)	(115,059,776)	-	-
Purchases of property, plant and equipment		(4,348,960,319)	(3,224,756,312)	(49,738,194)	(74,755,222)
Proceeds from disposals of property, plant and equipment		238,780,361	156,323,395	70,169,161	3,141,140
Purchases of intangible assets		(103,361,747)	(244,223,366)	(625,814)	(13,046,312)
Proceeds from disposals of intangible assets and prepaid rents		16,416	43,963,613	-	-
Net cash used in investing activities		<u>(6,973,597,255)</u>	<u>(6,329,050,095)</u>	<u>(1,347,144,286)</u>	<u>(709,756,582)</u>
Cash flows from financing activities					
(Decrease) increase in short-term borrowings from related parties	14	-	-	378,697,514	(101,047,057)
Receipts from borrowings	21	2,394,941,222	10,116,111,696	-	5,960,000,000
Repayments of borrowings	21	(1,342,465,760)	(9,744,022,804)	-	(6,600,000,000)
Repayments of financial lease liabilities		(52,851,159)	(120,870,234)	-	-
Receipts of debentures	21	-	6,000,000,000	-	6,000,000,000
Redemptions of debentures	21	(2,000,000,000)	(1,840,000,000)	(2,000,000,000)	(1,840,000,000)
Issue of additional ordinary shares	26	3,601,749,777	863,289,075	3,601,749,777	863,289,075
Advance for shares subscription		-	48,803,886	-	48,803,886
Receipts from other shareholders for additional share capital in a subsidiary		35,443,377	9,667,464	-	-
Dividends paid to non-controlling interests		(7,245,256)	(5,627,830)	-	-
Dividends paid	34	<u>(1,184,658,517)</u>	<u>(493,239,440)</u>	<u>(1,184,658,517)</u>	<u>(493,238,951)</u>
Net cash receipts from financing activities		<u>1,444,913,684</u>	<u>4,834,111,813</u>	<u>795,788,774</u>	<u>3,837,806,953</u>

The notes to the consolidated and Company financial statements on pages 16 to 101 form an integral part of the financial statements.

Minor International Public Company Limited
Statements of Cash Flows
For the year ended 31 December 2013

	Consolidated		Company	
	2013	2012	2013	2012
		Restated		Restated
Notes	Baht	Baht	Baht	Baht
Net increase (decrease) in cash and cash equivalents	(347,735,051)	2,550,893,583	(1,347,878,875)	2,054,546,696
Cash and cash equivalents, opening balance	3,690,758,222	1,138,648,208	2,214,930,902	160,384,206
Gain on exchange rate	18,374,671	1,216,431	-	-
Cash and cash equivalents, closing balance	3,361,397,842	3,690,758,222	867,052,027	2,214,930,902

Cash and cash equivalents as at 31 December

	Consolidated		Company		
	2013	2012	2013	2012	
	Baht	Baht	Baht	Baht	
Cash and deposits with banks	7	2,870,478,752	3,702,393,557	367,052,027	2,214,930,902
Bank overdrafts	21	(9,080,910)	(11,635,335)	-	-
Bills of exchange	7	500,000,000	-	500,000,000	-
		3,361,397,842	3,690,758,222	867,052,027	2,214,930,902

Supplementary information for cash flows

Non-cash transaction

Significant non-cash activities for the years ended 31 December 2013 and 2012 are as follows:

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Acquisition of property, plant and equipment, and land and projects under development by payable	176,237,369	271,149,751	-	199,045
Payable arisen from purchase of investment in a subsidiary	30,689,313	31,775,700	-	-
Payable arisen from purchase of investment in joint venture	3,452,977	-	-	-
Stock dividend (Note 34)	-	328,825,114	-	328,825,114
Receivable arisen from disposal of investment in a subsidiary	-	3,570,000	-	3,570,000

The notes to the consolidated and Company financial statements on pages 16 to 101 form an integral part of the financial statements.

1 General information

Minor International Public Company Limited (“the Company”) is a public limited company incorporated and resident in Thailand. The addresses of the Company’s registered offices are as follows:

Bangkok: 16th Floor, Berli Jucker House, 99 Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Thailand.

Pattaya: 218/2-4 Moo 10 Beach Road, Nongprue, Banglamung, Chonburi, Thailand.

The Company is listed on the Stock Exchange of Thailand in October 1988. For reporting purposes, the Company and its subsidiaries are referred to as the Group.

The Group engages in investment activities, hotel, restaurant operations, and distribution and manufacturing. The Group mainly operates in Thailand and also has operations in other countries such as Singapore, People’s Republic of China, Republic of Maldives, The United Arab Emirates, Sri Lanka, and Australia, etc.

These consolidated and Company financial statements were authorised for issue by the Board of Directors on 20 February 2014.

2 Accounting policies

The principal accounting policies applied in the preparation of these consolidated and Company financial statements are set out below:

2.1 Basis for preparation

The consolidated and Company financial statements have been prepared in accordance with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai Financial Reporting Standards issued under the Accounting Profession Act B.E. 2547, and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act.

The consolidated and Company financial statements have been prepared under the cost convention except some investments which are carried at fair value as disclosed in the accounting policies below.

The preparation of financial statements in conformity with Thai generally accepted accounting principles requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated and Company financial statements are disclosed in Note 4.

Comparative figures have been adjusted to conform with adjustments from the adoption of TAS 12 Income taxes as mentioned in Note 5 - Restatement.

An English version of the consolidated and Company financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

2 Accounting policies (Cont'd)

2.2 Revised accounting standards, revised financial reporting standards, and new related interpretations

- 1 New/revised accounting standards which are effective on 1 January 2013 and are relevant and have an impact to the Group are:

TAS 12	Income Taxes
TAS 21 (Revised 2009)	The Effects of Changes in Foreign Exchange Rates
TFRS 8	Operating Segments

TAS 12 requires tax expenses to be recognised for current and deferred tax. New accounting policy of income taxes is provided in Note 2.19 and the significant impact to the consolidated and the Company are described in Note 5.

TAS 21 (Revised 2009) requires the entity to determine the functional currency which is the currency of the primary economic environment in which the entity operates. The entity assessed and concluded that Thai Baht is the Company's functional currency. As a consequence, applying TAS 21 (Revised 2009) has no impact to assets, liabilities and retained earnings of the Group. New accounting policy is described in Note 2.4.

TFRS 8 requires the operating segment to be described in the same manner as internal reporting used by the chief operating decision-maker. New accounting policy is described in Note 2.5. The impact to the Group in applying TFRS 8 is only on a disclosure.

- 2 Revised accounting standards, revised financial reporting standards, and related interpretations that are not yet effective and have not been early adopted by the Group:

- a) Revised accounting standards effective for the periods beginning on or after 1 January 2014

TAS 1 (Revised 2012)	Presentation of Financial Statements
TAS 7 (Revised 2012)	Statement of Cash Flows
TAS 12 (Revised 2012)	Income Taxes
TAS 17 (Revised 2012)	Leases
TAS 18 (Revised 2012)	Revenue
TAS 19 (Revised 2012)	Employee Benefits
TAS 21 (Revised 2012)	The Effects of Changes in Foreign Exchange Rates
TAS 24 (Revised 2012)	Related Party Disclosures
TAS 28 (Revised 2012)	Investments in Associates
TAS 31 (Revised 2012)	Interest in Joint Ventures
TAS 34 (Revised 2012)	Interim Financial Reporting
TAS 36 (Revised 2012)	Impairment of assets
TAS 38 (Revised 2012)	Intangible Assets
TFRS 2 (Revised 2012)	Share-based Payment
TFRS 3 (Revised 2012)	Business Combinations
TFRS 5 (Revised 2012)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 8 (Revised 2012)	Operating Segments

The management assesses that these revised accounting standards will not have any significant impact to the consolidated financial statements when they are initially applied.

2 Accounting policies (Cont'd)

2.2 Revised accounting standards, revised financial reporting standards, and new related interpretations (Cont'd)

2 Revised accounting standards, revised financial reporting standards, and related interpretations that are not yet effective and have not been early adopted by the Group: (Cont'd)

b) Interpretations of Thai Financial Reporting Interpretations Committee (TFRIC) and Thai Standard Interpretations Committee (TSIC) effective for the periods beginning on or after 1 January 2014

TFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4	Determining Whether an Arrangement Contains a Lease
TFRIC 5	Rights to Interests Arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7	Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflationary Economies
TFRIC 10	Interim Financial Reporting and Impairment
TFRIC 12	Service Concession Arrangements
TFRIC 13	Customer Loyalty Programmes
TFRIC 17	Distributions of Non-cash Assets to Owners
TFRIC 18	Transfers of Assets from Customers
TSIC 15	Operating Leases - Incentives
TSIC 27	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSIC 29	Service concession arrangements: Disclosure
TSIC 32	Intangible assets - Web Site Costs

The above TFRIC and TSIC are not relevant to the Group's operations except for the following financial reporting interpretations.

TFRIC 1 provides guidance on accounting for changes in the measurement of an existing decommissioning, restoration and similar liability that results from changes in estimated timing or amount of the outflow of resources embodying economic benefits required to settle the obligation, or a change in the discount rate. The management is currently assessing the impact of applying this interpretation.

TFRIC 13 clarifies that where goods or services are sold together with a customer loyalty incentive (for example, loyalty points or free products), the arrangement is a multiple-element arrangement, and the consideration received or receivable from the customer is allocated between the components of the arrangement using fair values. The management is currently assessing the impact of applying this interpretation.

c) New accounting standard which is effective for the periods beginning on or after 1 January 2016

TFRS 4 Insurance Contracts

TFRS 4 applies to all insurance contracts (including reinsurance contracts) that an entity issues and to reinsurance contracts that it holds. TFRS 4 is not relevant to the Group's operations.

2 Accounting policies (Cont'd)

2.3 Group accounting - Investments in subsidiaries, associates and interests in joint ventures

(1) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible, are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

Investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Intercompany transactions, balances and unrealised gains or losses on transactions between Group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

A list of the Company's principal subsidiaries is set out in Note 13a).

(2) Transactions and non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control or significant influence, any retained interest in the entity is re-measured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

2 Accounting policies (Cont'd)

2.3 Group accounting - Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

(3) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investments in associates include goodwill identified on acquisition, net of any accumulated impairment loss (see Note 2.14 for the impairment of assets including goodwill.).

The Group's share of its associates' post-acquisition profits or losses is recognised in the profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in the associates equals or exceeds its interest in the associates, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associates.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates and joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group. Dilution gains and losses arising in investments in associates are recognised in the profit and loss.

In the Company's separate financial statements, investments in associates are accounted for using the cost method.

A list of the Group's principal associates is set out in Note 13b).

(4) Joint ventures

The Group's interests in jointly controlled entities are accounted for using the equity method of accounting and are initially recognised at cost.

In the Company's separate financial statements, interests in jointly controlled entities are accounted for using the cost method.

A list of the Group's principal joint ventures is set out in Note 13c).

2 Accounting policies (Cont'd)

2.4 Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Thai Baht.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rate prevailing at the statement of financial position date. Gains and losses resulting from the settlement of foreign currency transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies, are recognised in the profit or loss.

Translation differences on non-monetary items such as investments in equity securities held for trading are reported as part of the fair value gain or loss. Translation differences on available-for-sale investments in equity securities are included in the revaluation reserve in equity.

The statement of comprehensive income and cash flows of foreign entities are translated into Group's reporting currency at the weighted average exchange rates for the year and statement of financial position are translated at the exchange rates ruling on the end of reporting period. Currency translation differences arising from the retranslation of the net investment in foreign entities are taken to shareholders' equity. On disposal of a foreign entity, accumulated exchange differences are recognised in the statement of comprehensive income as part of the gain or loss on sale.

2.5 Segment reporting

Segment information is presented by operating segments and geographical areas of the Group's operations.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Chief Operating Decision-Maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Company's Management Committee that makes strategic decisions.

2.6 Cash and cash equivalents

In the consolidated and Company statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with maturities of three months or less and bank overdrafts. In the consolidated and Company statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

2.7 Trade accounts receivable

Trade accounts receivable are carried at the original invoice amount and subsequently measured at the remaining amount less any allowance for doubtful receivables based on a review of all outstanding amounts at the year-end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written-off during the year in which they are identified and recognised in the profit or loss within administrative expenses.

2 Accounting policies (Cont'd)

2.8 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined by the moving average method for food and beverage, finished goods and raw materials for manufacturing and spa products and by first-in, first-out method for fashion and cosmetic products. The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties and transportation charge, less all attributable discounts, allowances or rebates. The cost of finished goods and work in progress comprises design costs, raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimate of the selling price in the ordinary course of business, less applicable variable selling expenses. Allowance is made, where necessary, for obsolete, slow-moving and defective inventories.

2.9 Land and real estates project for sales

Land and real estates project are stated at the lower of cost or net realisable value. Cost is determined by the weighted average method. The project cost consists of cost of land, development cost, construction cost, miscellaneous expenses of the project and interest expenses. Capitalisation of interest will be discontinued when the construction completes.

2.10 Other investments

Investments other than investments in subsidiaries, associates and interests in joint ventures are classified into the following three categories: available-for-sale investments, held-to-maturity investments and general investments. The classification is dependent on the purpose for which the investments were acquired. Management determines the appropriate classification of its investments at the time of the purchase and re-evaluates such designation on a regular basis.

1. Investments intended to be held for an indefinite period of time, which may be sold in response to liquidity needs or changes in interest rates, are classified as available-for-sale; these are included in non-current assets unless management has expressed the intention of holding the investment for less than 12 months from the statement of financial position date or unless they will need to be sold to raise operating capital, in which case they are included in current assets.
2. Investments with fixed maturity that the management has the intent and ability to hold to maturity are classified as held-to-maturity and are included in non-current assets, except for maturities within 12 months from the statement of financial position date which are classified as current assets.
3. Investments in non-marketable equity securities are classified as general investments.

All categories of investments are initially recognised at cost, which is equal to the fair value of consideration paid plus transaction cost.

Available-for-sale investments are subsequently measured at fair value. The fair value of investments is based on quoted bid price at the close of business on the statement of financial position date by reference to the Stock Exchange of Thailand.

Held-to-maturity investments are carried at amortised cost using the effective yield method less impairment loss.

2 Accounting policies (Cont'd)

2.10 Other investments (Cont'd)

General investments are carried at cost less impairment loss.

A test for impairment is carried out when there is a factor indicating that such investment might be impaired. If the carrying value of the investment is higher than its recoverable amount, an impairment loss is charged to the income statement.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the profit or loss. When disposing of part of the Group's holding of a particular investment in equity securities, the carrying amount of the disposed part is determined by weighted average carrying amount of the total holding of the investment.

2.11 Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated Group, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

Investment property is measured initially at its cost, including related transaction costs and borrowing costs. Borrowing costs are incurred for the purpose of acquiring, constructing or producing a qualifying investment property are capitalised as part of its cost. Borrowing costs are capitalised while acquisition or construction is actively underway and cease once the asset is substantially complete, or suspended if the development of the asset is suspended.

After initial recognition, investment property is carried at cost less any accumulated depreciation and any accumulated impairment losses.

Land is not depreciated. Depreciation on other investment properties is calculated on the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Land improvement	lease period
Buildings and building improvement	lease period and 20 years

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

2 Accounting policies (Cont'd)

2.12 Property, plant and equipment

All property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items, including an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, when the entity has the obligation to do so.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated on the straight-line method of depreciation to allocate their cost to their residual values over their estimated useful lives, as follows:

Leasehold improvement	lease period, 5 years, 20 years and 30 years
Building and fitting equipment	lease period, 5 years, 10 years, 20 years, 30 years and 40 years
Building improvement	lease period and 10 years
Machinery and equipment	5 - 15 years
Furniture, fixtures and other equipment	4 years, 5 years, 10 years and 15 years
Motor vehicles	4 - 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

The asset's carrying amount is written-down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Hotel operating equipment is stated at cost less accumulated depreciation. Additions are recorded as hotel operating equipment and expensed on issue or use.

Operating equipment and kitchen supplies for restaurant operations are recorded at cost upon purchases and are depreciated on first issue or use. The depreciation is calculated on the straight-line method with the estimated useful life of 5 years. When new items are issued to replace the operating equipment, the replacement cost of operating equipment and kitchen supplies are recognised as expense when issued.

When existing outlets are re-modernised, the related expenditures will be capitalised as buildings improvements or leasehold improvements and will be depreciated using the straight-line method over the shorter of the remaining lease term or the estimated useful life of 3 - 7 years.

Gains and losses on disposals are determined by comparing proceeds with carrying amounts and are recognised in the income statement.

2 Accounting policies (Cont'd)

2.13 Intangible assets

Management letting rights

Management letting rights (“MLRs”) are recognised at cost less any accumulated amortisation and any accumulated impairment losses. The cost of the rights is amortised over the life of the building with which it is associated not less than 40 years.

MLRs are not revalued in the accounts as they are not traded in an active market. The amortisation period and amortisation method are reviewed at each statement of financial position date.

Intellectual property

Intellectual property is measured at purchased cost and represents ownership rights of the systems used by the Group to efficiently manage and operate its MLRs portfolio and in-house developed recipes and equipments that give the Group a relative advantage over its competitors.

Intellectual property is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Impairment is measured by assessing the recoverable amount of the cash generating unit to which the intellectual property relates and where the recoverable amount of the cash generating unit is less than the carrying amount, an impairment loss is recognised. Such losses are not subsequently reversed.

Intellectual property is considered to have an indefinite life and is therefore not subject to amortisation.

Franchise development cost

Costs incurred on development of franchises relating to the design of restaurants and the testing of new products are recognised as intangible assets to the extent that such expenditure is expected to generate future economic benefits. Other development expenditure is recognised as an expense as incurred. Development costs previously recognised as expenses are not recognised as assets in a subsequent period. Development costs that have been capitalised are amortised from the commencement of the commercial launch of the franchise on a straight-line method over the period of its expected benefit, generally over 3 - 20 years. Capitalised development cost is not revalued. Its carrying amount is reviewed annually for impairment where it is considered necessary.

Initial franchise fees

Expenditure on acquired patents, trademarks and licences relating to restaurant franchises is capitalised and amortised using the straight-line method over the related agreement periods, generally over 10 - 20 years. The intangible assets are not revalued. The carrying amount of intangible asset is reviewed annually and adjusted for impairment where it is considered necessary.

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group’s share of the net identifiable assets of the acquired subsidiary, associates and joint ventures undertaking at the date of acquisition. Goodwill on acquisitions of subsidiaries is reported in the consolidated statement of financial position. Goodwill on acquisitions of associates and joint ventures is included in investments in associates and joint ventures and is tested for impairment as part of the overall balance.

Goodwill is tested annually for impairment and carried at cost less impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or group of cash-generating units that are expected to benefit from the business combination in which the goodwill arose, identified according to operating segment.

2 Accounting policies (Cont'd)

2.13 Intangible assets (Cont'd)

Brand

Trademarks, trade names, service marks, collective marks and brand name that has achieved consumer awareness and recognition through continuous use in commerce is not subject to amortisation; however, its carrying amount is annually tested for impairment where it is considered necessary.

Computer software

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives during 3 - 10 years.

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Computer software development costs are recognised as assets and are amortised over their useful lives, which does not exceed 3 - 10 years.

2.14 Impairment of assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2 Accounting policies (Cont'd)

2.15 Leases - where the Group company is the lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially transfer all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the present value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to profit and loss over the lease period so as to achieve a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter period of the useful life of the asset and the lease term.

Leases - where the Group company is the lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the net investment method, which reflects a constant periodic rate of return. Initial direct costs are included in initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

Assets leased out under operating leases are included in property, plant and equipment in the statement of financial position. They are depreciated over their expected useful lives on a basis consistent with other similar property, plant and equipment owned by the Group. Rental income (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term.

2.16 Borrowings

Borrowings are recognised initially at the proceeds received, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective yield method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of reporting date.

2.17 Provisions

Provisions, which exclude the provisions relating to employee benefits, are recognised when the Group has a present legal or constructive obligation as a result of past events, if it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

2 Accounting policies (Cont'd)

2.18 Employee benefits

The Group has both defined benefit and defined contribution plans. A defined benefit plan is a legal severance pay that is not a defined contribution plan. Typically defined benefit plans define an amount of employee benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the statement of financial position in respect of legal severance pay is the present value of the defined benefit obligation at the end of the reporting period, together with adjustments for unrecognised past-service costs. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

For defined contribution plan, the Group operates a provident fund that is a defined contribution plan. The assets of which are held in a separate trust fund. The provident fund is funded by payments from employees and by the relevant Group companies. Contributions to the provident fund are charged to the income statement in the year to which they relate.

2.19 Current and deferred income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting period in the countries where the subsidiaries and associates of the Group operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred income tax is provided on temporary differences arising from investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

The impact to the Group and the Company as a result of the initial adoption of the standard is shown in Note 5.

2 Accounting policies (Cont'd)

2.20 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any Group company purchases the Company's equity share capital (treasury shares), the consideration paid including directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the company's equity holders.

2.21 Warrants

Warrants to subscribe for ordinary shares issued to existing shareholders

Warrants are issued to existing shareholders to subscribe for ordinary shares. Proceeds from issuing warrants are shown net of related expenses under the caption of "Warrants" in shareholders' equity when the warrants are issued.

Warrants to subscribe for ordinary shares by the directors and employees of the Company and/or its subsidiaries

Certain employees and executive management of the Group are rewarded through entitlement to receive warrants to subscribe for ordinary shares. When such warrants are granted, no compensation cost is recognised in the statement of income. When the warrants are exercised the proceeds received net of any transaction costs are credited to share capital.

2.22 Revenue recognition

Revenue from hotel operations consists of room sales, food and beverage sales and revenue from auxiliary activities which is recognised when the service is rendered.

Revenue from accommodation rentals is recognised when the rental period is commenced at which time it is brought to account over the rental period on a straight line basis. The fixed portion of management rights revenue is recognised on a pro rata basis over the course of the management rights agreement. The variable portion of income arising from management rights is recognised as it is earned through either the sale of goods as they are supplied or through the provision of services as they are performed.

Revenue from sales of foods and beverages is recognised upon delivery and service rendered, and presented net of sales taxes and discounts.

Rental income from property business is recognised as revenue at the amount as specified under the related lease agreements. Rental received in advance is recognised as revenue evenly over the period of the lease.

Revenue from entertainment operations is recognised as revenue when the show is presented.

Revenue from spa services is recognised upon delivery and service rendered, and presented net of sales taxes and discounts.

Revenue from sales of real estate under finance lease contracts and sales of furniture and fixtures are recognised when significant risks and rewards of ownership of the goods are transferred to the buyer.

2 Accounting policies (Cont'd)

2.22 Revenue recognition (Cont'd)

Revenue from sales of time sharing resort is recognised when the Group completely transfers significant risks and rewards of ownership of such right to the buyers and the construction of the resort is completed and ready for use. The Group will not recognise revenue from sales if the resort is not ready for use.

Revenue from distribution and manufacturing is recognised as revenue when the goods are delivered to customers. Sales of goods to department stores are recognised as revenue only when the goods are sold to end customers. All revenues are shown net of sales taxes and discounts.

Revenue from management service is recognised as revenue when the service is rendered.

Other revenues earned by the Group are recognised on the following bases:

- Royalty and franchise fee
- Interest and commission income
- Dividend income
- on an accrual basis in accordance with the substance of the relevant agreements.
- as it accrues unless collectibility is in doubt.
- when the shareholder's right to receive payment is established.

2.23 Dividend distribution

Annual dividends are recorded in the consolidated and Company financial statements in the period in which they are approved by the shareholders meetings of the Company and subsidiaries.

Interim dividends are recorded in consolidated and Company financial statements in the period in which they are approved by the board of directors meetings of the Company and subsidiaries.

3 Risk management

3.1 Financial risk management

The Group's activities expose it to a variety of financial risks including currency risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments such as cross currency swap contracts, forward foreign exchange contracts and interest rate swap contracts to hedge certain exposures.

Risk management is carried out by a central group treasury department. The central group treasury department identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Group follows written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, use of derivative financial instruments. The Group does not have policy to use financial instruments for speculative or trading purposes.

3 Risk management (Cont'd)

3.1 Financial risk management (Cont'd)

3.1.1 Cross currency swap contracts

Cross currency swap contracts are recognised at the inception date.

In cross currency swap contracts, the Group agrees with a counterparty to exchange their respective currency and interest rate positions between an agreed pair of currencies. An exchange of principal in the different currencies occurs at the inception of the cross currency swap contracts at a predetermined exchange rate, with an equal but opposite exchange of principal during interim periods and at the maturity of the contracts. The cross currency receivable/payable under these contracts is translated at the period-end exchange rate and the unrealised gains or losses are recognised in the statement of income. Each party also pays and receives interest on a predetermined amount of principal in different currencies over the contract periods. Any differential to be paid or received on the cross currency swap contracts is recognised as a component of interest income or expenses over the period of the contracts.

3.1.2 Forward foreign exchange contracts

Foreign exchange forward contracts are recognised at the inception date.

Forward foreign exchange contracts protect the Group from movements in exchange rates by establishing the rate at which a foreign currency asset will be realised or a foreign currency liability settled. Any increase or decrease in the amount required to realise the asset or settle the liability is offset by a corresponding movement in the value of the foreign exchange forward contract. The gains and losses on the derivative instruments are offset for financial reporting purposes. The Group does not oblige to pay any fee upon entering forward foreign exchange contract.

3.1.3 Interest rate swap contracts

Interest rate swap contracts protect the Group from movements in interest rates. Any differential to be paid or received on an interest rate swap agreement is recognised as a component of interest expense over the period of the agreement.

3.1.4 Credit risk

The Group has no significant concentrations of credit risks. The Group has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history. Derivative counterparties and cash transactions are limited to high credit quality financial institutions. The Group has policies that limit the amount of credit exposure to any one financial institution.

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

4 Critical accounting estimates and judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Impairment of receivable

The Group maintains an allowance for doubtful accounts to reflect impairment of trade receivables relating to estimated losses resulting from the inability of customers to make required payments. The allowance for doubtful accounts is significantly impacted by the Group's assessment of future cash flows, such assessment being based on consideration of historical collection experience, known and identified instances of default and consideration of market trends.

4.2 Impairment of goodwill and investments in subsidiaries

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in Note 2.14, including investments in subsidiaries. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates by management.

4.3 Plant and equipment and intangible assets

Management determines the estimated useful lives for the Group's plant and equipment and intangible assets. Management will revise the depreciation charge where useful lives are different to previously estimated, or it will write-off or write-down technically obsolete or assets that have been abandoned or sold.

4.4 Employee benefits obligations

The present value of employee benefits obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the employee benefits obligations. In determining the appropriate discount rate, the Group considers the interest rate of government bond that is denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms at the related employee benefits liability.

Other key assumptions for the provision for employee benefits are based in part on current market conditions.

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5 Restatement

As described in Note 2.19, the Group has adopted TAS 12 Income Taxes, effective on 1 January 2013, and has accounted for the adoption retrospectively in accordance with the accounting standard. The comparative financial statements have been restated accordingly. The effect of the adoption on the statement of financial position as at 31 December 2012 and the effect on the income statement and the statement of comprehensive income for the year ended 31 December 2012 are summarised below:

Statements of financial position as at	Consolidated		Company	
	31 December 2012 Baht	1 January 2012 Baht	31 December 2012 Baht	1 January 2012 Baht
Increase in intangible assets	399,176,319	391,358,615	-	-
Increase in deferred tax assets	367,548,851	484,553,661	-	-
Decrease in other non-current assets	(22,725,476)	-	-	-
Decrease in income tax payable	(1,385,091)	(5,931,699)	-	-
Increase in deferred tax liabilities	1,831,543,470	1,756,913,977	148,659,805	182,535,491
Decrease in non-current liabilities	(799,900,302)	(751,834,748)	-	-
Decrease in retained earnings	(269,776,168)	(104,482,328)	(148,648,871)	(182,532,308)
Decrease in other components of equity	(14,634)	(5,773)	(10,934)	(3,183)
Decrease in non-controlling interests	(16,467,581)	(18,747,153)	-	-
			Consolidated Baht	Company Baht
Income statement				
for the year ended 31 December 2012				
Increase (decrease) in income tax			163,014,268	(33,883,437)
(Decrease) increase in profit for the year			(163,014,268)	33,883,437
Statement of comprehensive income				
for the year ended 31 December 2012				
(Decrease) increase in total comprehensive income for the year			(163,023,129)	33,875,686
Earnings per share				
for the year ended 31 December 2012				
(Decrease) increase in basic earnings per share			(0.0455)	0.0093
(Decrease) increase in diluted earnings per share			(0.0444)	0.0091

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6 Segment information

The Group discloses four operating segments which include Hotel & Spa, Mixed use, Restaurant and Retail. The four segments are determined pursuant to business activities and operating results that are regularly reviewed by Chief Operating Decision Makers and aggregation criteria as disclosed in Note 2.5.

6.1 Financial information by operating segments

	For the years ended 31 December (Baht Million)											
	Hotel & Spa		Mixed use		Restaurant		Retail		Eliminated		Total	
	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
Revenues												
External	13,224	12,512	4,646	3,847	14,904	12,768	3,632	3,420	-	-	36,406	32,547
Related parties	857	600	87	94	11	27	-	-	(955)	(721)	-	-
Total revenues	14,081	13,112	4,733	3,941	14,915	12,795	3,632	3,420	(955)	(721)	36,406	32,547
Costs												
External	5,420	5,155	1,182	1,359	4,434	3,854	2,153	2,098	-	-	13,189	12,466
Related parties	13	16	16	12	-	-	-	-	(29)	(28)	-	-
Total costs	5,433	5,171	1,198	1,371	4,434	3,854	2,153	2,098	(29)	(28)	13,189	12,466
Gross profit	8,648	7,941	3,535	2,570	10,481	8,941	1,479	1,322	(926)	(693)	23,217	20,081
Selling and administrative expenses	(4,844)	(4,565)	(1,845)	(1,194)	(8,149)	(7,073)	(1,129)	(1,023)	524	391	(15,443)	(13,464)
EBITDA	3,804	3,376	1,690	1,376	2,332	1,868	350	299	(402)	(302)	7,774	6,617
Depreciation and amortisation	(1,302)	(1,242)	(170)	(126)	(817)	(692)	(131)	(115)	-	-	(2,420)	(2,175)
Financial costs	(1,021)	(1,078)	(143)	(76)	(213)	(177)	(52)	(56)	402	302	(1,027)	(1,085)
Sharing profit (loss) from associates and joint ventures	133	59	-	-	409	396	(12)	(9)	-	-	530	446
Result before tax	1,614	1,115	1,377	1,174	1,711	1,395	155	119	-	-	4,857	3,803
Tax	(236)	(298)	(231)	(151)	(172)	(78)	(36)	(29)	-	-	(675)	(556)
Net profit	1,378	817	1,146	1,023	1,539	1,317	119	90	-	-	4,182	3,247
Total assets											59,936	51,720
Total liabilities											33,062	32,659

6 Segment information (Cont'd)

6.2 Financial information by geographical segments (Cont'd)

The Group's business segments are managed on a worldwide basis and, they operate in the following geographical areas:

Thailand is the home country of the parent company and also its main operations. The areas of operation include hotels, entertainment venues, food and beverage outlets, real estates for sales, distribution, manufacturing, property rental business, spa services and management operations.

Australia and New Zealand - The Group's operations include hotels and food and beverage outlets.

Singapore - The Group operates food and beverage outlets.

Republic of Maldives and the United Arab Emirates - The Group operates hotels, spa and food and beverage outlets.

People's Republic of China - The predominant activity is food and beverage operations, spa services and real estates for sales.

Others - The main activities are hotel operations and spa. Other countries in which the Group operates are Sri Lanka, Vietnam, Indonesia, etc.

7 Cash and cash equivalents

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Cash on hand	186,785,202	123,000,764	5,856,373	10,727,442
Cash at bank	2,683,693,550	3,579,392,793	361,195,654	2,204,203,460
Bills of exchange	500,000,000	-	500,000,000	-
Total cash and cash equivalents	3,370,478,752	3,702,393,557	867,052,027	2,214,930,902

The average effective interest rate of bills of exchange were in the range of 2.50% to 2.55% per annum (2012: Nil) and have an average maturity of 14 days.

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8 Trade and other receivables and trade receivables long-term contracts

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
<u>Current</u>				
Trade receivables - third parties, gross	1,613,094,875	1,447,130,149	35,726,223	23,041,315
<u>Less</u> Provision for impairment of trade receivables	(95,093,898)	(92,779,969)	(37,038)	(12,567)
Trade receivables - third parties, net	1,518,000,977	1,354,350,180	35,689,185	23,028,748
Prepayments	302,592,465	479,464,220	11,761,525	12,427,732
Receivables from others	1,257,660,460	878,761,353	14,172,254	14,602,817
Receivables from related parties (Note 14)	253,260,254	242,243,252	379,630,829	449,310,546
Total trade and other receivables	<u>3,331,514,156</u>	<u>2,954,819,005</u>	<u>441,253,793</u>	<u>499,369,843</u>

Outstanding trade accounts receivable - third parties as at 31 December can be analysed as follows:

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Not yet due	1,236,760,362	1,047,754,600	32,554,498	22,333,756
Overdue				
Under 90 days	187,979,877	213,001,216	2,568,763	644,723
91 days to 180 days	153,290,582	125,260,866	602,962	62,836
181 days to 365 days	24,588,982	29,024,469	-	-
Over 365 days	10,475,072	32,088,998	-	-
Trade receivables - third parties	1,613,094,875	1,447,130,149	35,726,223	23,041,315
<u>Less</u> Provision for impairment of trade receivables	(95,093,898)	(92,779,969)	(37,038)	(12,567)
Trade receivables - third parties, net	<u>1,518,000,977</u>	<u>1,354,350,180</u>	<u>35,689,185</u>	<u>23,028,748</u>

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
<u>Non-current</u>				
Trade receivables long-term contracts	3,594,825,672	1,402,507,902	-	-
<u>Less</u> Unearned interest income	(963,637,220)	(329,753,768)	-	-
<u>Less</u> Provision for impairment of trade receivables	(25,806,302)	(8,849,557)	-	-
Trade receivables long-term contracts, net	<u>2,605,382,150</u>	<u>1,063,904,577</u>	<u>-</u>	<u>-</u>

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9 Inventories

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Food and beverage	104,978,343	102,764,034	2,431,688	2,751,100
Finished goods (net with allowance)	485,002,790	465,933,656	-	-
Raw materials (net with allowance)	677,238,640	661,149,736	-	-
Work in process	28,346,414	50,016,864	-	-
Goods in transit	104,698,081	98,989,264	-	-
Supplies and others	274,800,011	237,257,354	3,569,678	3,589,190
Total inventories	1,675,064,279	1,616,110,908	6,001,366	6,340,290

The cost of inventories recognised as expense and included in cost of sales amounted to Baht 8,799 million (2012: Baht 8,056 million).

During 2013, Baht 1 million was reversed from the income statement for allowance for obsolete and damaged inventories (2012: Reversal of Baht 60 million).

10 Land and real estates project for sales

	Consolidated	
	2013	2012
	Baht	Baht
Residential units	1,043,495,505	902,701,180
Time sharing resort	395,781,179	143,871,819
Total land and real estates project for sales	1,439,276,684	1,046,572,999

The cost of land and real estates project sold and recognised during the year amounting to Baht 968 million (2012: Baht 1,195 million).

As at 31 December 2013, the Group has commitment relating to the construction contracts of real estates project for sales of Baht 6.4 million (2012: Baht 1.1 million).

11 Other current assets

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Prepaid income tax	101,610,424	240,724,748	19,636,467	15,494,976
Other tax receivable	623,275,321	425,861,333	65,764,297	50,502,861
Deposits	33,115,782	141,945,975	-	-
Advance for construction	2,740,664	6,329,721	164,304	2,211,626
Current portion of loans to other companies	5,990,013	11,656,651	-	-
Others	49,106,286	114,542,374	4,161,729	10,055,854
Total other current assets	815,838,490	941,060,802	89,726,797	78,265,317

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12 Long-term investments

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Available-for-sale investments				
Other companies	720,480,849	238,504,987	203,786	160,604
Related companies	139,889,335	116,913,436	-	-
Total available-for-sale investments	860,370,184	355,418,423	203,786	160,604
Held-to-maturity investment	100,000,000	100,000,000	100,000,000	100,000,000
General investments, net	26,543	14,176	-	-
Total other long-term investments	100,026,543	100,014,176	100,000,000	100,000,000
Total long-term investments	960,396,727	455,432,599	100,203,786	100,160,604

a) Available-for-sale investments in other companies

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Opening net book amount	238,504,987	133,849	160,604	121,849
Additions	342,288,792	200,562,298	-	-
Changes in fair value of investments	93,325,845	37,808,840	43,182	38,755
Translation adjustment	46,361,225	-	-	-
Ending net book amount	720,480,849	238,504,987	203,786	160,604

Available-for-sale investments in other companies as at 31 December comprise:

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Available-for-sale investment in other companies, cost	542,958,622	200,669,830	105,933	105,933
Changes in fair value of investments	131,161,002	37,835,157	97,853	54,671
Translation adjustment	46,361,225	-	-	-
Available-for-sale investments in other companies	720,480,849	238,504,987	203,786	160,604

12 Long-term investments (Cont'd)

b) Available-for-sale investments in related companies

	Consolidated		Company	
	2013 Baht	2012 Baht	2013 Baht	2012 Baht
Opening net book amount	116,913,436	159,853,851	-	-
Change in fair value of investments	22,975,899	(42,940,415)	-	-
Ending net book amount	<u>139,889,335</u>	<u>116,913,436</u>	<u>-</u>	<u>-</u>

Available-for-sale investments in related companies as at 31 December comprise:

	Consolidated		Company	
	2013 Baht	2012 Baht	2013 Baht	2012 Baht
Available-for-sale investment in related companies, cost	71,658,763	71,658,763	-	-
Changes in fair value of investments	68,230,572	45,254,673	-	-
Available-for-sale investments in related companies	<u>139,889,335</u>	<u>116,913,436</u>	<u>-</u>	<u>-</u>

c) Held-to-maturity investments

	Consolidated		Company	
	2013 Baht	2012 Baht	2013 Baht	2012 Baht
Opening net book amount	100,000,000	-	100,000,000	-
Additions	-	100,000,000	-	100,000,000
Ending net book amount	<u>100,000,000</u>	<u>100,000,000</u>	<u>100,000,000</u>	<u>100,000,000</u>

Held-to-maturity investments at 31 December 2013 represented investment in subordinated debenture with fixed interest rate of 4.38% per annum and is due for maturity within 2022.

12 Long-term investments (Cont'd)

d) General investments

	Consolidated		Company	
	2013 Baht	2012 Baht	2013 Baht	2012 Baht
Opening net book amount	14,176	13,224	-	-
Additions	12,367	952	-	-
Ending net book amount	26,543	14,176	-	-

General investments as at 31 December comprise:

	Consolidated	
	2013 Baht	2012 Baht
General investments, cost	2,176,893	2,164,526
<u>Less</u> Provision for impairment	(2,150,350)	(2,150,350)
General investments, net	26,543	14,176

13 Investments in subsidiaries, associates and interests in joint ventures

	Consolidated		Company	
	2013 Baht	2012 Baht	2013 Baht	2012 Baht
Subsidiaries	-	-	5,812,121,033	5,808,901,033
Associates	4,302,599,637	4,013,919,808	2,150,195,880	2,150,195,880
Interests in joint ventures	696,099,932	197,120,062	24,284,460	24,284,460
Total investments in subsidiaries, associates and interests in joint ventures	4,998,699,569	4,211,039,870	7,986,601,373	7,983,381,373

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13 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

a) Investments in subsidiaries

	Company	
	2013	2012
	Baht	Baht
At 1 January	5,808,901,033	5,658,569,135
Additions	3,220,000	205,955,288
Disposal	-	(3,570,000)
Decapitalisation in property fund	-	(52,053,390)
At 31 December	<u>5,812,121,033</u>	<u>5,808,901,033</u>

All investments in subsidiaries included in the consolidated financial statements are investments in ordinary shares of subsidiaries and units in property funds as follows:

Company	Company - 31 December			
	Nature of business	Country of incorporation	Investment portion (%)	
			2013	2012
Chao Phaya Resort Limited	Hotel operation and shopping mall	Thailand	81.24	81.24
Hua Hin Resort Limited	Management	Thailand	100	100
Maerim Terrace Resort Limited	Hotel operation	Thailand	45.30 ⁽¹⁾	45.30 ⁽¹⁾
Royal Garden Development Limited	In liquidation process	Thailand	100	100
Samui Resort and Spa Limited	Hotel operation	Thailand	100	100
Rajadamri Hotel Public Company Limited	Hotel operation	Thailand	99.22	99.22
MI Squared Limited	Hotel operation	Thailand	100	100
Hua Hin Village Limited	Hotel operation	Thailand	100	100
Baan Boran Chiangrai Limited	Hotel operation	Thailand	100	100
Samui Village Limited	Hotel operation	Thailand	100	100
Coco Palm Hotel & Resort Limited	Hotel operation	Thailand	100	100
Coco Recreation Limited	Hotel operation	Thailand	100	100
Samui Beach Club Owner Limited	Hotel operation & rent of property	Thailand	100	100
The Minor Food Group Public Company Limited ("MFG")	Sales of food and beverage	Thailand	99.73	99.72
Royal Garden Plaza Limited	Shopping mall	Thailand	100	100
M Spa International Limited ("MST")	Spa services	Thailand	51 ⁽²⁾	51 ⁽²⁾
Samui Beach Residence Limited	Sales of property	Thailand	100	100
Coco Residence Limited	Sales of property	Thailand	100	100
Minor Hotel Group Limited	Hotel management	Thailand	100	100
RNS Holding Limited	Management	Thailand	100	100
Minor Global Solutions Limited	Management	Thailand	100	100
Chao Phaya Resort and Residence Limited	Hotel operation & sales of property	Thailand	100	100
Minor Corporation Public Company Limited ("MINOR")	Distribution	Thailand	91.35 ⁽³⁾	91.35 ⁽³⁾
RGR International Limited	Management	British Virgin Islands	100	100
R.G.E. (HKG) Limited	Management	Hong Kong	100	100
M&H Management Limited	Management	Republic of Mauritius	100	100
Lodging Investment (Labuan) Limited	Holding investment	Malaysia	100	100
Minor International (Labuan) Limited	Hotel operation	Malaysia	100	100
AVC Club Developer Limited	Vacation club point sales	Republic of Mauritius	100	100
AVC Vacation Club Limited	Vacation club point sales	Republic of Mauritius	100	100

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13 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

a) Investments in subsidiaries (Cont'd)

Company	Company - 31 December			
	Nature of business	Country of incorporation	Investment portion (%)	
			2013	2012
Thai Project Property Fund	Property investment	Thailand	99.90	99.90
Phuket Beach Club Owner Limited	Management	Thailand	100	100
MHG Phuket Limited	Hotel operation	Thailand	100	100
Minor Sky Rider Limited	Entertainment operation	Thailand	49 ⁽⁴⁾	49 ⁽⁴⁾

- (1) Investment portion of 45.30% represents direct holding in Maerim Terrace Resort Limited. Another 25.84% indirect holding is invested through a subsidiary.
- (2) Investment portion of 51% represents direct holding in MST. Another 49% indirect holding is invested through a subsidiary.
- (3) Investment portion of 91.35% represents direct holding in MINOR. Another 8.57% indirect holding is invested through a subsidiary.
- (4) Investment portion in Minor Sky Rider Limited is 49% but the Company has voting right at 66.67%.

Companies under subsidiaries included in the preparation of the consolidated financial statements are:

Company	Nature of business	Country of incorporation	Investment portion (%)	
			31 December 2013	31 December 2012
<u>MFG's subsidiaries</u>				
Swensen's (Thai) Limited	Sales of food and beverage	Thailand	100	100
Minor Cheese Limited	Manufacturing and sales of cheese	Thailand	100	100
Minor Dairy Limited	Manufacturing and sales of ice-cream	Thailand	100	100
Minor DQ Limited	Sales of food and beverage	Thailand	100	100
Catering Associates Limited	Catering service	Thailand	51	51
Burger (Thailand) Limited	Sales of food and beverage	Thailand	95	95
International Franchise Holding (Labuan) Limited	Franchise owner	Malaysia	100	100
SLRT Limited	Sales of food and beverage	Thailand	100	100
Primacy Investment Limited	Holding investment	Republic of Mauritius	100	100
The Coffee Club (Thailand) Limited	Sales of food and beverage	Thailand	100	100

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13 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

a) Investments in subsidiaries (Cont'd)

Company	Nature of business	Country of incorporation	Investment portion (%)	
			31 December 2013	31 December 2012
<u>International Franchise Holding (Labuan) Limited's subsidiaries</u>				
Franchise Investment Corporation of Asia Ltd.	Franchise owner	British Virgin Islands	100	100
The Minor (Beijing) Restaurant Management Co., Ltd. (formerly "The Minor Food Group (China) Limited")	Sales of food and beverage	People's Republic of China	100	100
<u>Primacy Investment Limited's subsidiaries</u>				
Delicious Foodstuff (Labuan) Limited	Holding investment	Malaysia	100	100
Delicious Beverage (Labuan) Limited	Holding investment	Malaysia	100	100
Delicious Food Holding (Singapore) Pte. Ltd.	Holding investment	Singapore	100	100
Minor Food Group (Singapore) Pte. Ltd. (formerly "Thai Express Concepts Pte. Ltd.")	Sale of food and beverage	Singapore	100	100
MFG International Holding (Singapore) Pte. Ltd.	Holding investment	Singapore	100	100
<u>MFG International Holding (Singapore) Pte. Ltd.'s subsidiary</u>				
Over Success Enterprise Pte. Ltd.	Holding investment	Singapore	49*	49*
*Investment portion in Over Success Enterprise Pte. Ltd. is 49% but the Group has voting right at 66.67% and the terms of arrangement indicate the company has ultimate control over this subsidiary.				
<u>Delicious Food Holding (Singapore) Pte. Ltd.'s subsidiaries</u>				
Delicious Food Holding (Australia) Pte. Ltd.	Holding investment	Australia	100	100
Delicious Food Australia Finance Pty. Ltd.	Management	Australia	100	100
MHG Hotel Holding Australia Pty. Ltd.	Holding investment	Australia	100	100
<u>MHG Hotel Holding Australia Pty. Ltd.'s subsidiary</u>				
Oaks Hotels & Resorts Limited ("OAKS")	Providing services for accommodation	Australia	100	100
<u>M Spa International Limited's subsidiaries</u>				
MSpa Ventures Limited	Spa services	British Virgin Islands	100	100
MSpa Enterprise Management (Shanghai) Limited	Spa services	People's Republic of China	100	100
<u>Minor Hotel Group Limited's subsidiaries</u>				
Hospitality Investment International Limited	Holding investment	British Virgin Islands	100	100
MHG International Holding (Singapore) Pte. Ltd.	Management	Singapore	100	100
MHG IP Holding (Singapore) Pte. Ltd.	Management	Singapore	100	100

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13 Investments in subsidiaries, associates and joint ventures (Cont'd)

a) Investments in subsidiaries (Cont'd)

Company	Nature of business	Country of incorporation	Investment portion (%)	
			31 December 2013	31 December 2012
<u>Hospitality Investment International Limited's subsidiaries</u>				
Lodging Management (Labuan) Limited	Hotel management	Malaysia	100	100
Lodging Management (Mauritius) Limited	Hotel management	Republic of Mauritius	100	100
PT Lodging Management (Indonesia) Limited	Hotel management	Indonesia	93.3	93.3
Jada Resort and Spa (Private) Limited	Hotel operation	Sri Lanka	80.1	80.1
Elewana Investment Limited	Holding investment	Republic of Mauritius	100	100
<u>Lodging Management (Mauritius) Limited's subsidiary</u>				
Sothea Pte. Ltd. (Note 35)	Hotel operation	The Kingdom of Cambodia	80	-
<u>MI Squared Limited's subsidiaries</u>				
Rajadamri Residence Limited	Sales of property	Thailand	100	100
Rajadamri Lodging Limited	Hotel operation	Thailand	100	100
<u>AVC Vacation Club Limited's subsidiaries</u>				
Anantara Vacation Club (HK) Limited	Marketing services	Hong Kong	100	100
AVC Vacation Club (Singapore) Pte. Ltd.	Sales & marketing services	Singapore	100	100
<u>AVC Club Developer Limited's subsidiaries</u>				
PT MHG Indonesia Limited	Sales & marketing services	Indonesia	-*	-*
PT MHG Bali Limited	Hotel and property development	Indonesia	-*	-*
* The Group provided loans to 2 directors of PT MHG Indonesia Limited and PT MHG Bali Limited. These 2 directors have used the companies' ordinary shares as collateral and granted the share purchase option to the Group. In substance, the Group has control over these companies; therefore, these companies are identified as the subsidiaries of the Group.				
<u>Jada Resort and Spa (Private) Limited's subsidiary</u>				
Paradise Island Resorts (Private) Limited	Hotel operation	Sri Lanka	80.1	80.1
<u>Anantara Vacation Club (HK) Limited's subsidiaries</u>				
Sanya Anantara Consulting Limited	Consulting services	People's Republic of China	100	100
Sanya Anantara Real Estate Limited	Hotel operation	People's Republic of China	-	100
<u>MHG International Holding (Singapore) Pte. Ltd.'s subsidiary</u>				
Vietnam Hotel Projekt B.V. (Note 35)	Holding investment	The Kingdom of the Netherlands	100	-
<u>Vietnam Hotel Projekt B.V.'s subsidiaries</u>				
Bai Dai Tourism Company Limited	Hotel operation	Vietnam	100	-
Hoi An Riverpark Hotel Company Limited	Hotel operation	Vietnam	91	-
Sapa Mountain Village Company Limited	Holding investment	Vietnam	100	-
<u>MSPA Ventures Limited's subsidiary</u>				
M SPA Cairo Limited	Spa services	Arab Republic	100	-

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13 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

a) Investments in subsidiaries (Cont'd)

Company	Nature of business	Country of incorporation	Investment portion (%)	
			31 December 2013	31 December 2012
<u>Minor Food Group (Singapore) Pte. Ltd.'s subsidiaries</u>				
BBZ Design International Pte. Ltd.	Sales of food and beverage	Singapore	100	100
NYS Pte. Ltd.	Sales of food and beverage	Singapore	100	100
PS07 Pte. Ltd.	Sales of food and beverage	Singapore	100	100
TES07 Pte. Ltd.	Sales of food and beverage	Singapore	100	100
XWS Pte. Ltd.	Sales of food and beverage	Singapore	100	100
Shokudo Concepts Pte. Ltd.	Sales of food and beverage	Singapore	100	100
Shokudo Heeren Pte. Ltd.	Sales of food and beverage	Singapore	100	100
The Bund Pte. Ltd.	Sales of food and beverage	Singapore	100	100
Lotus Sky Sdn Bhd.	Sales of food and beverage	Malaysia	100	100
Thai Express Malaysia Sdn Bhd.	Sales of food and beverage	Malaysia	100	100
TE International (China) Pte. Ltd.	Sales of food and beverage	Singapore	100	100
<u>BBZ Design International Pte. Ltd.'s subsidiary</u>				
Element Spice Cafe Pte. Ltd.	Sales of food and beverage	Singapore	100	100
<u>MINOR's subsidiaries</u>				
Armin Systems Limited	Distribution - kitchen utensils, garment and shoes	Thailand	100	100
NMT Limited	Manufacturing services - consumer products	Thailand	100	100
Minor Development Limited	Property development	Thailand	100	100
Minor Consultants & Services Limited	Distribution - cosmetics and luggage	Thailand	100	100
Red Earth Thai Limited	Distribution - cosmetics and perfume	Thailand	100	100
Esmido Fashions Limited	Distribution - garments	Thailand	90.8	90.8
Marvelous Wealth Limited	Holding investment	British Virgin Islands	100	100
MCL International Holding (Singapore) Pte. Ltd.	Holding investment	Singapore	100	100
<u>OAKS's subsidiaries</u>				
Boathouse Management Pty. Ltd.	Providing services for accommodation	Australia	100	100
Calypso Plaza Management Pty. Ltd.	Providing services for accommodation	Australia	100	100
Concierge Apartments Australia Pty. Ltd.	Providing services for accommodation	Australia	100	100
Goldsborough Management Pty. Ltd.	Providing services for accommodation	Australia	100	100
IMPROPERTY Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (Qld) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (NSW) No. 1 Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (NSW) No. 2 Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (SA) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (VIC) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Queensland Accommodation Corporation Pty. Ltd.	Providing services for accommodation	Australia	100	100
Seaforth Management Pty. Ltd.	Providing services for accommodation	Australia	100	100

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13 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

a) Investments in subsidiaries (Cont'd)

Company	Nature of business	Country of incorporation	Investment portion (%)	
			31 December 2013	31 December 2012
OAKS's subsidiaries (Cont'd)				
Oaks Resorts & Hotels (Management) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Furniture Services Australia Pty. Ltd.	Providing services for accommodation	Australia	100	100
Brisbane Apartment Management Pty. Ltd.	Providing services for accommodation	Australia	100	100
Housekeepers Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts NZ Ltd.	Providing services for accommodation	New Zealand	100	100
Oaks Hotels & Resorts JLT Ltd.	Providing services for accommodation	The United Arab Emirates	100	100
Oaks Hotels & Resorts Investments Pty. Ltd.	Holding investment	Australia	100	100
153 490 227 Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels and Resorts No.4 Pty. Ltd. (P)	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (Management) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts Leasing (Collins) Pty. Ltd.	Providing services for accommodation	Australia	100	100
187 Cashel Management Limited	Providing services for accommodation	New Zealand	100	100
Oaks Hotels & Resorts (Old) Pty. Ltd.'s subsidiaries				
Queen Street Property Management Pty. Ltd.	Providing services for accommodation	Australia	100	100
Mon Komo Management Pty. Ltd.	Providing services for accommodation	Australia	80	80
Oasis Caloundra Management Pty. Ltd.	Providing services for accommodation	Australia	80	80
Oaks Hotels & Resorts (Regis Towers) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Emerald Holdings Investments Pty. Ltd.	Providing services for accommodation	Australia	100	100
153 970 944 Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (Mon Komo) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (Carlyle Mackay) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (Milton) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (Carlyle Lessee) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (Radius) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (Rivermaque) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks (M on Palmer) Management Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (Prince Place) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (Moranbah) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (Mews) Pty. Ltd. (Note 35)	Providing services for accommodation	Australia	80	-

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13 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

a) Investments in subsidiaries (Cont'd)

Company	Nature of business	Country of incorporation	Investment portion (%)	
			31 December 2013	31 December 2012
<u>Emerald Holdings Investments Pty. Ltd.'s subsidiary</u>				
Emerald Management Pty. Ltd.	Providing services for accommodation	Australia	80	80
<u>Oaks Hotels & Resorts (Carlyle Mackay) Pty. Ltd.'s subsidiary</u>				
Mackay (Carlyle) Management Pty. Ltd.	Providing services for accommodation	Australia	80	80
<u>Oaks Hotels & Resorts (Milton) Pty. Ltd.'s subsidiary</u>				
Brisbane (Milton) Management Pty. Ltd.	Providing services for accommodation	Australia	80	80
<u>Oaks Hotels & Resorts (Carlyle Lessee) Pty. Ltd.'s subsidiary</u>				
Mackay (Carlyle) Lessee Pty. Ltd.	Providing services for accommodation	Australia	80	80
<u>Oaks Hotels & Resorts (Radius) Pty. Ltd.'s subsidiary</u>				
Brisbane (Radius) Management Pty. Ltd.	Providing services for accommodation	Australia	80	80
<u>Oaks Hotels & Resorts (Rivermarque) Pty. Ltd.'s subsidiary</u>				
Mackay (Rivermarque) Management Pty. Ltd.	Providing services for accommodation	Australia	80	80
<u>Oaks (M on Palmer) Management Pty. Ltd.'s subsidiary</u>				
Oaks Hotels & Resorts (M on Palmer Apartments) Pty. Ltd. (formerly "Middlemount (Delyse) Management Pty. Ltd.")	Providing services for accommodation	Australia	80	80
<u>Oaks Hotels & Resorts (Prince Place) Pty. Ltd.'s subsidiary</u>				
Middlemount (Prince Place) Management Pty. Ltd.	Providing services for accommodation	Australia	80	80
<u>Oaks Hotels & Resorts (Moranbah) Pty. Ltd.'s subsidiary</u>				
Moranbah Management Pty. Ltd.	Providing services for accommodation	Australia	80	80
<u>Oaks Hotels & Resorts (Mews) Pty. Ltd.'s subsidiary</u>				
Mews Management Pty. Ltd.	Providing services for accommodation	Australia	80	80
<u>Oaks Hotels & Resorts (NSW) No. 2 Pty. Ltd.'s subsidiaries</u>				
Oaks Hotels & Resorts (NSW) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Pacific Blue Management Pty. Ltd.	Providing services for accommodation	Australia	100	100
Regis Towers Management Pty. Ltd. (Note 35)	Providing services for accommodation	Australia	80	80
Oaks Hotels & Resorts (Hunter Valley) Pty. Ltd. (Note 35)	Providing services for accommodation	Australia	100	-
<u>Oaks Hotels & Resorts (NSW) Pty. Ltd.'s subsidiaries</u>				
183 on Kent Management Pty. Ltd.	Providing services for accommodation	Australia	100	100
187 Kent Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (Cable Beach) Pty. Ltd. (formerly "Kent Street Sydney Pty. Ltd.")	Providing services for accommodation	New Zealand	100	100

Minor International Public Company Limited
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13 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

a) Investments in subsidiaries (Cont'd)

Company	Nature of business	Country of incorporation	Investment portion (%)	
			31 December 2013	31 December 2012
<u>Oaks Hotels & Resorts (Cable Beach) Pty. Ltd.'s subsidiary</u>				
361 Kent Pty. Ltd.	Providing services for accommodation	Australia	100	100
<u>Oaks Hotels & Resorts (Hunter Valley) Pty. Ltd.'s subsidiaries</u>				
Hunter Valley (CL) Management Pty. Ltd.	Providing services for accommodation	Australia	80	-
Hunter Valley (CL) Leases Pty. Ltd.	Providing services for accommodation	Australia	100	-
<u>Hunter Valley (CL) Management Pty. Ltd.'s subsidiary</u>				
Hunter Valley (CL) Memberships Pty. Ltd.	Providing services for accommodation	Australia	100	-
<u>Oaks Hotels & Resorts (VIC) Pty. Ltd.'s subsidiaries</u>				
Pacific Hotel Market Street Pty. Ltd.	Providing services for accommodation	Australia	100	100
Cable Beach Management Pty. Ltd. (formerly "Oaks Broome Sanctuary Resort Pty. Ltd.") (Note 35)	Providing services for accommodation	Australia	80	80
Oaks Hotels & Resorts (Shafto) Pty. Ltd.	Providing services for accommodation	Australia	100	100
Oaks Hotels & Resorts (Pinnacle) Pty. Ltd.	Providing services for accommodation	Australia	100	100
<u>Oaks Hotels & Resorts (Shafto) Pty. Ltd.'s subsidiary</u>				
Perth (Shafto) Management Pty. Ltd.	Providing services for accommodation	Australia	80	80
<u>Oaks Hotels & Resorts NZ Ltd.'s subsidiaries</u>				
Oaks 187 Cashel Apartments Ltd. (formerly "187 Cashel Apartments Ltd.")	Providing services for accommodation	New Zealand	100	100
Oaks Cashel Management Ltd. (formerly "Cashel Management Ltd.")	Providing services for accommodation	New Zealand	100	100
Housekeepers (NZ) Ltd.	Providing services for accommodation	New Zealand	100	100
Harbour Residences Oaks Ltd.	Providing services for accommodation	New Zealand	50	50
<u>Oaks Hotels & Resorts Investments Pty. Ltd.'s subsidiary</u>				
Tidal Swell Pty. Ltd. (Note 35)	Providing services for accommodation	Australia	100	-
<u>Oaks Hotels & Resorts No. 4 Pty. Ltd. (P)'s subsidiary</u>				
Grand (Gladstone) Management Pty. Ltd. (formerly "The Grand Hotel, Gladstone")	Providing services for accommodation	Australia	80	80

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13 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

a) Investments in subsidiaries (Cont'd)

Company	Nature of business	Country of incorporation	Investment portion (%)	
			31 December 2013	31 December 2012
Over Success Enterprise's subsidiaries				
Beijing Qian Bai Ye Investment Consultation Ltd.	Holding investment	People's Republic of China	49	49
Beijing Riverside & Courtyard Investment Management Ltd.	Holding investment	People's Republic of China	49	49
Beijing Riverside & Courtyard Catering Management Co., Ltd.	Sales of food and beverage	People's Republic of China	49	49
Beijing Longkai Catering Ltd.	Sales of food and beverage	People's Republic of China	49	49
Beijing Three Two One Fastfood Ltd.	Sales of food and beverage	People's Republic of China	49	49
Beijing JiangShang Catering Ltd.	Sales of food and beverage	People's Republic of China	49	49
Beijing Red Matches Catering Ltd.	Sales of food and beverage	People's Republic of China	49	49
Beijing Yunyu Catering Ltd.	Sales of food and beverage	People's Republic of China	49	49
Beijing Jianshan Rundai Catering Ltd.	Sales of food and beverage	People's Republic of China	49	49
Beijing Xiejia Catering Ltd.	Sales of food and beverage	People's Republic of China	49	49
Beijing Dejianhua Catering Ltd.	Sales of food and beverage	People's Republic of China	24.75	49
Beijing Bashu Chun Qiu Restaurant	Sales of food and beverage	People's Republic of China	49	49
Feng Sheng Ge Restaurant	Sales of food and beverage	People's Republic of China	49	49
Beijing Bai Xing Shi Tang Restaurant	Sales of food and beverage	People's Republic of China	49	49
Beijing Sanrenxing Huixin Restaurant	Sales of food and beverage	People's Republic of China	49	49
Beijing Tiankong Catering Co., Ltd.	Sales of food and beverage	People's Republic of China	49	-
Shanghai Riverside & Courtyard Ltd.	Sales of food and beverage	People's Republic of China	49	49
Shanghai Riverside & Courtyard & Gongning Catering Ltd.	Sales of food and beverage	People's Republic of China	49	49
Shanghai Yi Ye Qing Zhou Catering Co., Ltd.	Sales of food and beverage	People's Republic of China	49	49
Shanghai Riverside & Courtyard Zhenbai Catering Co., Ltd.	Sales of food and beverage	People's Republic of China	49	49
Beijing Yanggaang Catering Management Co., Ltd.	Sales of food and beverage	People's Republic of China	49	-
Jinan Riverside & Courtyard Catering Co., Ltd.	Sales of food and beverage	People's Republic of China	49	-
Tianjin Riverside & Courtyard Catering Management Co., Ltd.	Sales of food and beverage	People's Republic of China	49	-

13 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

a) Investments in subsidiaries (Cont'd)

Changes in investments in subsidiaries for the year ended 31 December 2013 comprise:

MHG International Holding (Singapore) Pte. Ltd.

During the first quarter of 2013, MHG International Holding (Singapore) Pte. Ltd., a subsidiary of the Group, increased its share capital of 16 million shares with a par value of USD 1, totalling USD 16 million or equivalent to Baht 475 million. The investment portion has still remains at 100%.

Later in the third quarter of 2013, this company increased its share capital of 2.6 million shares with a par value of USD 1, totalling USD 2.6 million or equivalent to Baht 64 million. The investment portion has still remains at 100%.

Hospitality Investment International Limited

During the second quarter of 2013, Hospitality Investment International Limited, a subsidiary of the Group, increased its share capital of 10 million shares with a par value of USD 1, totalling USD 10 million or equivalent to Baht 294 million. The investment portion has still remains at 100%.

The Minor Food Group Public Company Limited

During the second quarter of 2013, the Company acquired additional shares of 2,000 shares, totalling Baht 220,000 from minority shareholders of The Minor Food Group Public Company Limited. The investment portion in this company increased from 99.72 to 99.73 percent. The Company recognised premium from additional investment in this subsidiary amounting to Baht 69,161 in the shareholders' equity in consolidated financial statements.

M SPA Cairo Limited

During the third quarter of 2013, MSpa Ventures Limited, a subsidiary of the Group, acquired ordinary shares of M SPA Cairo Limited, a newly established company, of 5,000 shares at a par value of EGP 10, totalling EGP 49,990 or equivalent to Baht 225,000, representing 99.98%.

The Coffee Club (Thailand) Limited

During the third quarter of 2013, The Coffee Club (Thailand) Limited, a subsidiary of the Group, increased its share capital of 1.2 million shares with a par value of Baht 100, totalling Baht 120 million. The investment portion has still remains at 100%.

Minor Hotel Group Limited

During the forth quarter of 2013, Minor Hotel Group Limited, a subsidiary of the Company, increased its share capital of 30,000 shares with a par value of Baht 100, totalling Baht 3 million. The investment portion has still remains at 100%.

Burger (Thailand) Limited

During the forth quarter of 2013, Burger (Thailand) Limited, a subsidiary of the Group, increased its share capital of 500,000 shares with a par value of Baht 100, totalling Baht 50 million. The investment portion has still remains at 95%.

Sanya Anantara Real Estate Limited

During the forth quarter of 2013, Anantara Vacation Club (HK) Limited, a subsidiary of the Group, disposed its entire investment in Sanya Anantara Real Estate Limited amounting to HKD 16.9 million or equivalent to Baht 70 million. Consequently, the Group recognised a gain on sale of this investment of HKD 0.5 million or equivalent to Baht 2 million in the consolidated financial statements.

Minor International Public Company Limited
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13 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

b) Investments in associates

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
At 1 January	4,013,919,808	3,829,126,710	2,150,195,880	2,150,195,880
Additions	80,193,000	-	-	-
Share of profit of investments in associates	493,137,229	441,698,473	-	-
Dividends received	(284,650,400)	(256,905,375)	-	-
At 31 December	<u>4,302,599,637</u>	<u>4,013,919,808</u>	<u>2,150,195,880</u>	<u>2,150,195,880</u>

Investments in associates are as follows:

Company	Nature of business	Country of incorporation	Consolidated - 31 December	
			Investment portion (%)	
			2013	2012
Arabian Spa (Dubai) (LLC)	Spa services	United Arab Emirates	49	49
Eutopia Private Holding Limited	Hotel operation	Republic of Maldives	50	50
Tanzania Tourism and Hospitality Investment Limited	Holding investment	British Virgin Islands	50	50
Zanzibar Tourism and Hospitality Investment Limited	Holding investment	British Virgin Islands	50	50
The Coffee Club Holdings Pty. Ltd.	Holding investment	Australia	50	50
Sizzler China Pte. Limited	Franchise owner	Singapore	50	50
Select Service Partner Limited	Sales of food and beverage	Thailand	51 ⁽¹⁾	51 ⁽¹⁾
Harbour View Corporation Limited	Hotel operation	Vietnam	30.4	30.4
Zuma Bangkok Limited	Sales of food and beverage	Thailand	51 ⁽²⁾	51 ⁽²⁾
S&P Syndicate Public Company Limited	Sales of food and beverage	Thailand	31.3	31.3
Indigo Bay Limited	Hotel operation	Republic of Mozambique	25	-

(1) The Group does not have control over Select Service Partner Limited although the Group holds equity interest of 51%. This investment is classified as investment in associate and applies equity method of accounting in the consolidated financial statements.

(2) Investment portion in Zuma Bangkok Limited is 51% but the Group has voting right only at 35%.

Minor International Public Company Limited
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13 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

b) Investments in associates (Cont'd)

Companies operating under the associates noted above comprise:

Company	Nature of business	Country of incorporation	Consolidated - 31 December	
			Interests portion as a Group (%)	
			2013	2012
<u>Tanzania Tourism and Hospitality Investment Limited's subsidiaries</u>				
Elewana Afrika (T) Limited	Hotel operation	United Republic of Tanzania	50	50
Elewana Afrika Limited	Holding investment	Kenya	50	50
<u>Zanzibar Tourism and Hospitality Investment Limited's subsidiaries</u>				
Elewana Afrika (Z) Limited	Hotel operation	United Republic of Tanzania	50	50
The Grande Stone Town Limited	Holding investment	United Republic of Tanzania	50	50
<u>Elewana Afrika Limited's subsidiaries</u>				
Flora Holding Limited	Holding investment	Kenya	50	50
Rocky Hill Limited	Hotel operation	Kenya	50	50
Sand River Eco Camp Limited	Hotel operation	Kenya	50	50
<u>Flora Holding Limited's subsidiary</u>				
Parrots Limited	Hotel operation	Kenya	50	50
<u>The Grande Stone Town Limited's subsidiary</u>				
Parachichi Limited	Hotel operation	United Republic of Tanzania	50	50
<u>Select Service Partner Limited's subsidiary</u>				
Select Service Partner (Cambodia) Limited	Sale of food and beverage	The Kingdom of Cambodia	51	51
<u>The Coffee Club Holdings Pty. Ltd.'s subsidiaries</u>				
Espresso Pty. Ltd.	Property investment	Australia	50	50
The Coffee Club Investment Pty. Ltd.	Franchise owner	Australia	50	50
The Coffee Club Franchising Company Pty. Ltd.	Franchise business	Australia	50	50
The Coffee Club (NSW) Pty. Ltd.	Property investment	Australia	50	50
The Coffee Club (Vic) Pty. Ltd.	Property investment	Australia	50	50
The Coffee Club (Properties) Pty. Ltd.	Property investment	Australia	50	50
The Coffee Club Properties (NSW) Pty. Ltd.	Property investment	Australia	50	50
The Coffee Club Pty. Ltd. (as trustee for The Coffee Club Unit Trust)	Franchise owner	Australia	50	50
The Coffee Club (International) Pty. Ltd.	Franchise owner	Australia	50	50
The Coffee Club (Korea) Pty. Ltd.	Franchise owner	Australia	50	50
The Coffee Club (Mena) Pty. Ltd.	Franchise owner	Australia	50	50
The Coffee Club (NZ) Pty. Ltd.	Franchise owner	Australia	50	50
First Avenue Company Pty. Ltd.	Sale of food and beverage	Australia	50	50
Ribs and Rumps Holding Pty. Ltd.	Sale of food and beverage	Australia	50	50
<u>Ribs and Rumps Holding Pty. Ltd.'s subsidiaries</u>				
Ribs and Rumps Operating Company Pty. Ltd.	Sales of food and beverage	Australia	50	50
Ribs and Rumps Property Pty. Ltd.	Sales of food and beverage	Australia	50	50
Ribs and Rumps International Pty. Ltd.	Sales of food and beverage	Australia	50	50

13 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

b) Investments in associates (Cont'd)

Company	Nature of business	Country of incorporation	Company - 31 December	
			Investment portion (%)	
			2013	2012
S&P Syndicate Public Company Limited	Sales of food and beverage	Thailand	31.3	31.3

The Group's share of the results of its principal associates and its share of the assets and liabilities are as follows:

	Assets Baht	Liabilities Baht	Revenues Baht	Profit Baht
Year ended 31 December 2013				
Hotel operation and related services	1,612,398,524	1,275,759,873	867,387,287	83,734,513
Sales of food and beverage	1,997,644,501	901,309,796	4,302,169,478	409,402,716
	<u>3,610,043,025</u>	<u>2,177,069,669</u>	<u>5,169,556,765</u>	<u>493,137,229</u>

Year ended 31 December 2012

Hotel operation and related services	1,164,721,633	821,728,777	697,828,754	45,305,789
Sales of food and beverage	1,947,813,486	1,012,504,000	3,780,794,201	396,392,684
	<u>3,112,535,119</u>	<u>1,834,232,777</u>	<u>4,478,622,955</u>	<u>441,698,473</u>

Change in investment in associate for the year ended 31 December 2013 comprises:

Indigo Bay Limited

During the third quarter of 2013, MHG International Holding (Singapore) Pte. Ltd., a subsidiary of the Group, acquired 25% interest in Indigo Bay Limited, a new established company, in amount of USD 2.5 million or equivalent to Baht 80 million.

c) Interests in joint ventures

	Consolidated		Company	
	2013 Baht	2012 Baht	2013 Baht	2012 Baht
At 1 January	197,120,062	96,003,822	24,284,460	24,284,460
Additions	650,447,404	114,530,647	-	-
Share of profit of interests in joint ventures	36,765,565	4,597,793	-	-
Dividends received	(25,717,973)	(18,012,200)	-	-
Transfer to investment in subsidiary (Note 35)	(142,553,565)	-	-	-
Loss from change of interests in joint venture to investment in subsidiary (Note 35)	(4,255,126)	-	-	-
Translation adjustment	(15,706,435)	-	-	-
At 31 December	<u>696,099,932</u>	<u>197,120,062</u>	<u>24,284,460</u>	<u>24,284,460</u>

Minor International Public Company Limited
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13 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

c) Interests in joint ventures (Cont'd)

The jointly controlled entities are:

Company	Nature of business	Country of incorporation	Consolidated - 31 December	
			Investment portion (%)	
			2013	2012
Maikhao Vacation Villas Limited	Sales of right-to-use in time sharing resort	Thailand	50	50
Mysale.co.th Limited (formerly "Thaisale.co.th Limited")	Distribution	Thailand	50.1	50.1
Tidal Swell Pty. Ltd. (Note 35)	Providing services for accommodation	Australia	-	50
Harbour Residences Oaks Ltd.	Providing services for accommodation	New Zealand	50	50
Per Aquum Management JLT	Hotel management	The United Arab Emirates	50	-
Per Aquum Maldives Private Limited	Hotel management	The Republic of the Maldives	50	-
PH Resorts (Private) Ltd.	Hotel operation	Sri Lanka	49.9	-
MHG Deep Blue Financing	Management	Republic of Mauritius	50	-
O Plus E Holdings Private Limited	Holding investment	The Republic of the Maldives	50	-
Vitaya MHG Holding Limited	Holding investment	Thailand	50	-

Company	Nature of business	Country of incorporation	Company - 31 December	
			Investment portion (%)	
			2013	2012
Maikhao Vacation Villas Limited	Sales of right-to-use in time sharing resort	Thailand	50	50

The Group's share of the results of its principal interests in joint ventures and its share of the assets and liabilities are as follows:

	Assets Baht	Liabilities Baht	Revenues Baht	Profit/(loss) Baht
Year ended 31 December 2013				
Hotel operation and related services	1,251,439,154	1,460,742,803	201,037,443	46,616,799
Others	1,157,600,210	1,150,249,365	28,798,349	(9,851,234)
	<u>2,409,039,364</u>	<u>2,610,992,168</u>	<u>229,835,792</u>	<u>36,765,565</u>
Year ended 31 December 2012				
Hotel operation and related services	336,843,366	232,602,739	170,882,283	14,744,078
Others	26,458,558	15,804,928	26,664,487	(10,146,285)
	<u>363,301,924</u>	<u>248,407,667</u>	<u>197,546,770</u>	<u>4,597,793</u>

There are no contingent liabilities relating to the Group's interest in the joint ventures.

13 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

c) Interests in joint ventures (Cont'd)

Changes in interests in joint ventures for the year ended 31 December 2013 comprise:

Per Aquum Management JLT and Per Aquum Maldives Private Limited

During the third quarter of 2013, Lodging Management (Mauritius) Limited, a subsidiary of the Group, invested in the new joint venture companies, Per Aquum Management JLT and Per Aquum Maldives Private Limited with the interest of 50% of each company amounting to USD 100,000 or equivalent to Baht 3 million and USD 10,000 or equivalent to Baht 0.3 million, respectively.

PH Resorts (Private) Ltd.

During the fourth quarter of 2013, Hospitality Investment International Ltd., a subsidiary of the Group, invested in PH Resorts (Private) Ltd. with the interest of 49.9% of this company's share capital amounting to LKR 1,546 million or equivalent to Baht 367 million.

MHG Deep Blue Financing

During the fourth quarter of 2013, Minor Hotel Group Limited, a subsidiary of the Group, held 50% interest in MHG Deep Blue Financing in an amount of USD 0.1 million or equivalent to Baht 3 million.

O Plus E Holdings Private Limited

During the fourth quarter of 2013, Lodging Management (Mauritius) Limited, a subsidiary of the Group, held 50% interest in O Plus E Holdings Private Limited in an amount of USD 8.7 million or equivalent to Baht 277 million.

Vitaya MHG Holding Limited

During the fourth quarter of 2013, Minor Hotel Group Limited, a subsidiary of the Group, held 50% interest in Vitaya MHG Holding Limited, a new established company, in an amount of Baht 50,000.

d) Provision for investment in associate

As at 31 December 2013, the Group had provision for investment in associate amounting to USD 0.75 million (2012: USD 0.75 million).

14 Related party transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely the legal form.

The Company is the ultimate parent company.

The Minor Food Group Public Company Limited ("MFG") and Minor Corporation Public Company Limited ("MINOR") are subsidiaries. Therefore, the companies under MFG and MINOR are considered as related parties of the Group.

14 Related party transactions (Cont'd)

The following transactions were carried out with related parties:

14.1 Sales of goods and services

	Consolidated		Company	
	2013 Baht	2012 Baht	2013 Baht	2012 Baht
Sales of food and beverage				
Associates	116,248,513	106,974,275	-	-
Total sales	<u>116,248,513</u>	<u>106,974,275</u>	<u>-</u>	<u>-</u>
Rental income				
Subsidiaries	-	-	43,747,198	43,733,664
Joint ventures	111,333	66,826	-	-
Related parties	459,574	558,547	-	-
Total rental income	<u>570,907</u>	<u>625,373</u>	<u>43,747,198</u>	<u>43,733,664</u>
Management fee income				
Subsidiaries	-	-	235,230,965	184,225,428
Associates	170,336,440	152,217,301	5,226,290	832,000
Joint ventures	2,723,225	2,653,577	-	-
Related parties	3,350,052	3,501,345	-	-
Total management fee income	<u>176,409,717</u>	<u>158,372,223</u>	<u>240,457,255</u>	<u>185,057,428</u>
Management fee income is mainly from hotel, information system and finance management.				
Dividends income				
Subsidiaries	-	-	1,414,665,032	1,076,593,632
Associates	284,650,400	256,905,375	176,623,233	130,547,607
Joint ventures	25,717,973	18,012,200	-	-
Total dividends income	<u>310,368,373</u>	<u>274,917,575</u>	<u>1,591,288,265</u>	<u>1,207,141,239</u>
Interest income				
Subsidiaries	-	-	912,280,353	711,950,861
Associates	21,104,101	15,272,205	-	-
Joint ventures	74,433	-	-	-
Total interest income	<u>21,178,534</u>	<u>15,272,205</u>	<u>912,280,353</u>	<u>711,950,861</u>
Other income				
Subsidiaries	-	-	6,712,332	4,204,208
Associates	3,850,777	4,834,919	-	29,925
Total other income	<u>3,850,777</u>	<u>4,834,919</u>	<u>6,712,332</u>	<u>4,234,133</u>

14 Related party transactions (Cont'd)

14.2 Purchase of goods and services

	Consolidated		Company	
	2013 Baht	2012 Baht	2013 Baht	2012 Baht
Purchases				
Associates	56,672,888	50,341,839	-	-
Related parties	162,115,826	-	-	-
Total purchases	<u>218,788,714</u>	<u>50,341,839</u>	<u>-</u>	<u>-</u>
Rental expenses				
Subsidiaries	-	-	80,147,844	77,130,648
Related parties	18,573,886	15,536,808	-	-
Total rental expenses	<u>18,573,886</u>	<u>15,536,808</u>	<u>80,147,844</u>	<u>77,130,648</u>
Management fee expenses				
Subsidiaries	-	-	58,827,408	56,832,838
Related parties	-	2,818,717	-	-
Total management fee expenses	<u>-</u>	<u>2,818,717</u>	<u>58,827,408</u>	<u>56,832,838</u>
Royalty fee				
Subsidiaries	-	-	581,759	566,304
Total royalty fee expenses	<u>-</u>	<u>-</u>	<u>581,759</u>	<u>566,304</u>
Interest expenses				
Subsidiaries	-	-	33,203,050	35,015,262
Total interest expenses	<u>-</u>	<u>-</u>	<u>33,203,050</u>	<u>35,015,262</u>
Other expenses				
Subsidiaries	-	-	256,761	193,424
Related parties	32,879,887	25,399,886	8,308,552	12,134,645
Total other expenses	<u>32,879,887</u>	<u>25,399,886</u>	<u>8,565,313</u>	<u>12,328,069</u>

Management remuneration

Management benefit expenses of the Group and the Company for the year ended 31 December 2013 Baht 214,289,309 and Baht 78,868,463, respectively (2012: Baht 171,481,171 and Baht 77,439,762, respectively). Management remuneration comprised short-term benefits such as salaries, bonus and other allowances.

14 Related party transactions (Cont'd)

14.3 Outstanding balances arising from sales/purchases of goods/services

	Consolidated		Company	
	2013 Baht	2012 Baht	2013 Baht	2012 Baht
Receivables from:				
Subsidiaries	-	-	342,061,876	424,190,223
Associates	245,951,027	239,866,221	37,542,403	24,912,726
Joint ventures	5,493,567	400,946	23,420	-
Related parties	1,815,660	1,976,085	3,130	207,597
Total receivables from related parties	<u>253,260,254</u>	<u>242,243,252</u>	<u>379,630,829</u>	<u>449,310,546</u>
Payables to:				
Subsidiaries	-	-	40,802,636	24,461,615
Associates	7,787,409	7,122,417	30,168	52,025
Related parties	14,921,908	18,258,837	86,301	183,741
Total payables to related parties	<u>22,709,317</u>	<u>25,381,254</u>	<u>40,919,105</u>	<u>24,697,381</u>

14.4 Loans to related parties

	Consolidated		Company	
	2013 Baht	2012 Baht	2013 Baht	2012 Baht
Long-term loans to related parties:				
Subsidiaries	-	-	21,807,420,771	17,724,254,808
Associates	515,204,701	627,571,218	-	-
Joint ventures	466,983,936	1,963,938	-	-
Total long-term loans to related parties	<u>982,188,637</u>	<u>629,535,156</u>	<u>21,807,420,771</u>	<u>17,724,254,808</u>

14 Related party transactions (Cont'd)

14.4 Loans to related parties (Cont'd)

	Consolidated		Company	
	2013 Baht	2012 Baht	2013 Baht	2012 Baht
Subsidiaries				
At 1 January	-	-	17,724,254,808	14,833,186,192
Additions	-	-	3,912,438,033	2,891,068,616
Unrealised loss on exchange rate	-	-	170,727,930	-
At 31 December	-	-	21,807,420,771	17,724,254,808
Associates				
At 1 January	627,571,218	507,373,802	-	-
Additions	184,492,983	160,111,785	-	-
Settlements	(323,792,900)	(23,282,475)	-	-
Translation adjustment	26,933,400	(16,631,894)	-	-
At 31 December	515,204,701	627,571,218	-	-
Joint ventures				
At 1 January	1,963,938	-	-	-
Additions	465,180,585	15,266,097	-	-
Settlement	-	(13,302,159)	-	-
Translation adjustment	(160,587)	-	-	-
At 31 December	466,983,936	1,963,938	-	-

Long-term loans to related parties are unsecured and denominated in Thai Baht and foreign currency. They carry interest rate at the market interest with reference to the interest rate quoted by commercial banks. The loans are due for repayment at call but the Group will not call the loans for settlement within the next 12 months.

14.5 Borrowings from related parties

	Consolidated		Company	
	2013 Baht	2012 Baht	2013 Baht	2012 Baht
Short-term borrowings from related parties				
Subsidiaries				
Subsidiaries	-	-	1,827,251,831	1,448,554,317
Associates				
Joint ventures				
Subsidiaries				
At 1 January	-	-	1,448,554,317	1,549,601,374
Additions	-	-	378,697,514	-
Settlement	-	-	-	(101,047,057)
At 31 December	-	-	1,827,251,831	1,448,554,317

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Short-term borrowings from subsidiaries are unsecured and denominated in Thai Baht. They are due at call and carry interest rate at the market interest with reference to the interest rate quoted by commercial banks.

15 Land and projects under development

	Consolidated	
	2013	2012
	Baht	Baht
Opening net book amount	1,303,593,809	33,097,764
Additions:		
Construction and other related costs	434,370,425	1,239,294,462
Borrowing cost	30,809,490	31,201,583
Transfer to land and real estates project for sales	(1,083,335,488)	-
Transfer to property, plant and equipment (Note 17)	(215,851,381)	-
Total land and projects under development	469,586,855	1,303,593,809
		Consolidated
		Baht Million
Commitments in respect of construction contracts and purchases of assets as at 31 December 2013		8.3
Commitments in respect of construction contracts and purchases of assets as at 31 December 2012		165.2

16 Investment properties

	Consolidated		
	Land and land improvement	Buildings and building improvement	Total
	Baht	Baht	Baht
At 1 January 2012			
Cost	356,642,414	1,516,560,343	1,873,202,757
<u>Less</u> Accumulated depreciation	(1,569,547)	(942,844,449)	(944,413,996)
Net book amount	355,072,867	573,715,894	928,788,761
Fair value			1,824,186,050
For the year ended 31 December 2012			
Opening net book amount	355,072,867	573,715,894	928,788,761
Additions	-	115,059,776	115,059,776
Disposals, net	-	(281,841)	(281,841)
Transfer to other accounts	-	(3,740,294)	(3,740,294)
Depreciation	(115,647)	(79,558,989)	(79,674,636)
Impairment charge	-	(54,615,805)	(54,615,805)
Translation adjustment	-	(739,952)	(739,952)
Closing net book amount	354,957,220	549,838,789	904,796,009
As at 31 December 2012			
Cost	356,642,414	1,626,736,460	1,983,378,874
<u>Less</u> Accumulated depreciation	(1,685,194)	(1,022,281,866)	(1,023,967,060)
<u>Less</u> Provision for impairment	-	(54,615,805)	(54,615,805)
Net book amount	354,957,220	549,838,789	904,796,009

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Fair value

1,499,186,050

16 Investment properties

	Consolidated		Total Baht
	Land and land improvement Baht	Buildings and building improvement Baht	
For the year ended 31 December 2013			
Opening net book amount	354,957,220	549,838,789	904,796,009
Additions	-	405,636,252	405,636,252
Disposals, net	-	(681,085)	(681,085)
Write-offs, net	(407,750)	(53,438,407)	(53,846,157)
Depreciation	(62,882)	(78,814,554)	(78,877,436)
Impairment reversal	-	54,615,805	54,615,805
Translation adjustment	-	(13,924,568)	(13,924,568)
Closing net book amount	<u>354,486,588</u>	<u>863,232,232</u>	<u>1,217,718,820</u>
As at 31 December 2013			
Cost	355,351,159	1,839,121,238	2,194,472,397
<u>Less</u> Accumulated depreciation	<u>(864,571)</u>	<u>(975,889,006)</u>	<u>(976,753,577)</u>
Net book amount	<u>354,486,588</u>	<u>863,232,232</u>	<u>1,217,718,820</u>
Fair value			<u>1,499,186,050</u>

The fair value is measured by independent professionally qualified valuers who hold a recognised relevant professional qualification and have recent experience in the locations and categories of the investment properties valued.

During the third quarter of 2013, a subsidiary of the Group demolished certain building and building improvements. As a result, the Group reversed impairment charge of Baht 55 million and recorded a write-off of the remaining values of those assets.

A subsidiary of the Group has mortgaged a freehold apartment amounting to AUD 19.0 million or equivalent to Baht 554 million (2012: AUD 5.4 million or equivalent to Baht 172 million) to secure loans with foreign banks (Note 21).

Amount recognised in the income statement which relates to investment property is as follows:

	2013 Baht	2012 Baht
Rental income	374,069,421	370,894,088
Direct operating expense arise from investment property that generated rental income	89,862,504	81,535,854

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17 Property, plant and equipment

	Consolidated - Baht							
	Land and land improvement	Building and fitting Equipment	Building and leasehold improvement	Furniture, fixtures and other equipment	Motor vehicles	Operating equipment	Construction in progress	Total
At 1 January 2012								
Cost	3,201,388,531	12,300,825,434	4,612,340,496	8,861,597,454	271,052,899	802,555,922	363,479,230	30,413,239,966
<u>Less</u> Accumulated depreciation	(232,228,831)	(4,370,616,387)	(2,452,323,714)	(5,765,905,021)	(183,126,777)	(430,658,578)	-	(13,434,859,308)
<u>Less</u> Provision for impairment	-	(21,943,535)	(11,948,003)	(29,978,474)	-	(574,522)	-	(64,444,534)
Net book amount	<u>2,969,159,700</u>	<u>7,908,265,512</u>	<u>2,148,068,779</u>	<u>3,065,713,959</u>	<u>87,926,122</u>	<u>371,322,822</u>	<u>363,479,230</u>	<u>16,913,936,124</u>
For the year ended 31 December 2012								
Opening net book amount	2,969,159,700	7,908,265,512	2,148,068,779	3,065,713,959	87,926,122	371,322,822	363,479,230	16,913,936,124
Additions	338,579,154	206,694,505	250,636,728	332,786,207	19,321,590	165,176,845	2,044,482,553	3,357,677,582
Acquisition from investment in subsidiaries	193,868,442	220,439,953	18,277,079	-	2,881,715	23,213,159	10,294,453	468,974,801
Disposals, net	-	(19,966,735)	(27,487,750)	(51,719,495)	(2,272,221)	(14,034,442)	(17,960,962)	(133,441,605)
Write-offs, net	(8,302)	(3,862,285)	(54,348,369)	(10,528,981)	(217,130)	(1,514,366)	(2,073,541)	(72,552,974)
Disposals of investment in subsidiaries	-	-	(814,781)	(1,189,019)	-	-	(295,300)	(2,299,100)
Reclassification	(1,445,275,721)	1,568,288,222	579,588,581	497,198,766	2,730,283	75,351,696	(1,277,881,827)	-
Transfer from (to) other accounts	(240,484,815)	(168,232,642)	7,265,229	4,867,812	-	(2,536,772)	(16,820,836)	(415,942,024)
Depreciation charge	(17,792,293)	(560,712,692)	(444,342,431)	(694,937,592)	(23,514,318)	(78,646,272)	-	(1,819,945,598)
Impairment reversal (charge)	-	21,118,422	(25,476,430)	10,945,475	-	(378,209)	-	6,209,258
Translation adjustment	(58,723,510)	(7,453,014)	(14,512,422)	(22,096,018)	(344,024)	(1,037,203)	(910,804)	(105,076,995)
Closing net book amount	<u>1,739,322,655</u>	<u>9,164,579,246</u>	<u>2,436,854,213</u>	<u>3,131,041,114</u>	<u>86,512,017</u>	<u>536,917,258</u>	<u>1,102,312,966</u>	<u>18,197,539,469</u>
At 31 December 2012								
Cost	1,909,753,253	13,897,825,612	5,118,462,542	9,228,129,242	284,999,504	1,060,620,400	1,102,312,966	32,602,103,519
<u>Less</u> Accumulated depreciation	(170,430,598)	(4,732,421,252)	(2,637,525,338)	(6,033,180,593)	(198,487,487)	(510,024,236)	-	(14,282,069,504)
<u>Less</u> Provision for impairment	-	(825,114)	(44,082,991)	(63,907,535)	-	(13,678,906)	-	(122,494,546)
Net book amount	<u>1,739,322,655</u>	<u>9,164,579,246</u>	<u>2,436,854,213</u>	<u>3,131,041,114</u>	<u>86,512,017</u>	<u>536,917,258</u>	<u>1,102,312,966</u>	<u>18,197,539,469</u>

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17 Property, plant and equipment (Cont'd)

	Consolidated - Baht							
	Land and land improvement	Building and fitting equipment	Building and leasehold improvement	Furniture, fixtures and other equipment	Motor vehicles	Operating equipment	Construction in progress	Total
For the year ended 31 December 2013								
Opening net book amount	1,739,322,655	9,164,579,246	2,436,854,213	3,131,041,114	86,512,017	536,917,258	1,102,312,966	18,197,539,469
Additions	737,473	116,805,254	1,440,479,135	634,476,369	12,416,880	118,334,034	2,007,167,468	4,330,416,613
Acquisition from investment in subsidiaries (Note 35)	87,705,116	332,412,705	87,532,800	122,388,708	602,385	6,079,798	-	636,721,512
Disposals, net	-	(2)	(39,812,013)	(83,480,740)	(265,882)	(38,592,332)	(81,455,643)	(243,606,612)
Write-offs, net	(45,385)	(833,361)	(54,922,233)	(15,144,279)	(225,515)	(1,312,053)	-	(72,482,826)
Reclassification	-	(579,880,584)	822,389,480	758,191,758	2,674,855	(11,611,291)	(991,764,218)	-
Reallocation of the development costs	-	291,875,032	-	126,126,860	-	-	-	418,001,892
Transfer from (to) other accounts	-	-	(8,109,088)	5,842,903	-	(1,417,700)	(1,035,637)	(4,719,522)
Transfer from project under development (Note 15)	-	213,460,886	-	-	-	-	2,390,495	215,851,381
Depreciation charge	(16,723,348)	(599,128,757)	(525,093,456)	(792,572,713)	(27,101,850)	(63,241,694)	-	(2,023,861,818)
Impairment reversal	-	825,114	31,023,761	50,519,234	-	12,555,751	-	94,923,860
Translation adjustment	(15,468,544)	186,619,657	314,849	30,388,814	896,452	(13,735,774)	6,844,612	195,860,066
Closing net book amount	<u>1,795,527,967</u>	<u>9,126,735,190</u>	<u>4,190,657,448</u>	<u>3,967,778,028</u>	<u>75,509,342</u>	<u>543,975,997</u>	<u>2,044,460,043</u>	<u>21,744,644,015</u>
At 31 December 2013								
Cost	1,985,046,157	14,497,606,153	7,022,118,194	10,553,761,154	258,568,035	1,090,953,114	2,044,460,043	37,452,512,850
<u>Less</u> Accumulated depreciation	(189,518,190)	(5,370,870,963)	(2,818,989,171)	(6,576,555,249)	(183,058,693)	(546,977,117)	-	(15,685,969,383)
<u>Less</u> Provision for impairment	-	-	(12,471,575)	(9,427,877)	-	-	-	(21,899,452)
Net book amount	<u>1,795,527,967</u>	<u>9,126,735,190</u>	<u>4,190,657,448</u>	<u>3,967,778,028</u>	<u>75,509,342</u>	<u>543,975,997</u>	<u>2,044,460,043</u>	<u>21,744,644,015</u>

Depreciation expense of Baht 1,213,645,438 (2012: Baht 1,120,512,299) has been charged in cost of sales and services, Baht 768,028,246 (2012: Baht 650,115,764) in selling expenses and Baht 42,188,134 (2012: Baht 49,317,535) in administrative expenses.

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17 Property, plant and equipment (Cont'd)

	Company - Baht							Total
	Land and land improvement	Building and fitting equipment	Building and leasehold improvement	Furniture, fixtures and other equipment	Motor vehicles	Operating equipment	Construction in progress	
At 1 January 2012								
Cost	10,011,983	618,695,065	95,984,006	478,501,816	39,284,874	17,242,101	2,579,822	1,262,299,667
Less Accumulated depreciation	(252,719)	(401,203,596)	(43,862,815)	(303,268,357)	(23,956,669)	(12,232,111)	-	(784,776,267)
Net book amount	<u>9,759,264</u>	<u>217,491,469</u>	<u>52,121,191</u>	<u>175,233,459</u>	<u>15,328,205</u>	<u>5,009,990</u>	<u>2,579,822</u>	<u>477,523,400</u>
For the year ended 31 December 2012								
Opening net book amount	9,759,264	217,491,469	52,121,191	175,233,459	15,328,205	5,009,990	2,579,822	477,523,400
Additions	-	-	3,743,299	19,562,464	-	30,919	66,888,441	90,225,123
Disposals, net	-	-	-	(37,330)	(1,547,492)	-	-	(1,584,822)
Depreciation charge	(66,113)	(34,206,955)	(9,768,383)	(35,953,303)	(3,958,953)	(462,972)	-	(84,416,679)
Closing net book amount	<u>9,693,151</u>	<u>183,284,514</u>	<u>46,096,107</u>	<u>158,805,290</u>	<u>9,821,760</u>	<u>4,577,937</u>	<u>69,468,263</u>	<u>481,747,022</u>
At 31 December 2012								
Cost	10,011,983	618,695,066	99,727,305	497,814,573	33,630,668	17,273,021	69,468,263	1,346,620,879
Less Accumulated depreciation	(318,832)	(435,410,552)	(53,631,198)	(339,009,283)	(23,808,908)	(12,695,084)	-	(864,873,857)
Net book amount	<u>9,693,151</u>	<u>183,284,514</u>	<u>46,096,107</u>	<u>158,805,290</u>	<u>9,821,760</u>	<u>4,577,937</u>	<u>69,468,263</u>	<u>481,747,022</u>
For the year ended 31 December 2013								
Opening net book amount	9,693,151	183,284,514	46,096,107	158,805,290	9,821,760	4,577,937	69,468,263	481,747,022
Additions	-	-	12,271,776	35,513,009	502,804	19,800	3,279,082	51,586,471
Disposals, net	-	-	-	(48,453)	(3)	(12,245)	(69,740,577)	(69,801,278)
Write-offs, net	-	-	-	(20,700)	-	-	-	(20,700)
Reclassification	-	-	304,780	-	-	-	(304,780)	-
Depreciation charge	(31,655)	(34,629,050)	(8,748,996)	(34,963,965)	(2,984,703)	(334,298)	-	(81,692,667)
Impairment charge	-	-	(1,970,529)	-	-	-	-	(1,970,529)
Closing net book amount	<u>9,661,496</u>	<u>148,655,464</u>	<u>47,953,138</u>	<u>159,285,181</u>	<u>7,339,858</u>	<u>4,251,194</u>	<u>2,701,988</u>	<u>379,848,319</u>
At 31 December 2013								
Cost	10,011,983	618,695,065	112,303,861	531,123,244	32,441,513	17,146,671	2,701,988	1,324,424,325
Less Accumulated depreciation	(350,487)	(470,039,601)	(62,380,194)	(371,838,063)	(25,101,655)	(12,895,477)	-	(942,605,477)
Less Provision for impairment	-	-	(1,970,529)	-	-	-	-	(1,970,529)
Net book amount	<u>9,661,496</u>	<u>148,655,464</u>	<u>47,953,138</u>	<u>159,285,181</u>	<u>7,339,858</u>	<u>4,251,194</u>	<u>2,701,988</u>	<u>379,848,319</u>

17 Property, plant and equipment (Cont'd)

During the first quarter of 2013, the Group has finalised the allocation of the development costs of certain mixed use hotel and residence properties. As a result of a review of the assumptions and estimates used in determining the allocation of development costs between hotel and residence properties, certain costs previously recognised as the cost of inventory of residence properties sold have now been recognised as a part of capitalised hotel properties. This adjustment has been recognised as other income in the consolidated financial statements (Note 30).

A subsidiary of the Group has mortgaged building amounting to AUD 36.2 million or equivalent to Baht 1,055 million (2012: AUD 40.5 million or equivalent to Baht 1,286 million) to secure loans with foreign banks (Note 21).

Capital commitments

	Consolidated	
	Baht Million	AUD Million
Commitments in respect of building renovation contracts and purchases of equipment as at 31 December 2013	333.6	8.9
Commitments in respect of building renovation contracts and purchases of equipment as at 31 December 2012	45.6	23.3

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18 Intangible assets

	Consolidated - Baht								
	Management letting rights	Intellectual property right	Franchise development expenses	Initial franchise fees	Goodwill	Brand	Computer software	Computer software under installation	Total
At 1 January 2012									
Cost	3,421,315,140	16,501,853	164,727,049	144,079,938	4,825,569,547	878,633,233	723,978,225	177,586,809	10,352,391,794
Less Accumulated amortisation	(444,790,202)	-	(161,718,675)	(101,934,310)	(391,808,039)	-	(319,617,393)	-	(1,419,868,619)
Less Provision for impairment	(86,869,411)	-	-	-	(115,808,680)	-	(1,351,964)	-	(204,030,055)
Net book amount - as previously reported	2,889,655,527	16,501,853	3,008,374	42,145,628	4,317,952,828	878,633,233	403,008,868	177,586,809	8,728,493,120
Retrospective adjustment (Note 5)	-	-	-	-	391,358,615	-	-	-	391,358,615
Net book amount - as restated	<u>2,889,655,527</u>	<u>16,501,853</u>	<u>3,008,374</u>	<u>42,145,628</u>	<u>4,709,311,443</u>	<u>878,633,233</u>	<u>403,008,868</u>	<u>177,586,809</u>	<u>9,119,851,735</u>
For the year ended 31 December 2012									
Opening net book amount	2,889,655,527	16,501,853	3,008,374	42,145,628	4,709,311,443	878,633,233	403,008,868	177,586,809	9,119,851,735
Retrospective adjustment (Note 5)	-	-	-	-	7,817,704	-	-	-	7,817,704
Additions	87,501,322	4,649,071	70,180	2,161,815	-	-	32,032,152	110,950,096	237,364,636
Acquisition from investment in subsidiaries	147,432,721	452,454,360	-	-	487,492,313	357,250,011	-	-	1,444,629,405
Disposal of subsidiary	-	-	-	-	-	-	134,027	-	134,027
Disposals, net	-	-	-	(8,456,544)	-	-	(906,296)	-	(9,362,840)
Write-offs, net	(39,809,052)	-	-	-	-	-	(362,145)	(4,585,361)	(44,756,558)
Reclassification	-	-	-	-	-	-	99,387,170	(99,387,170)	-
Transfer from (to) other account	-	-	-	-	-	-	(252,211)	1,563,374	1,311,163
Amortisation charge	(78,713,492)	(385,496)	(192,182)	(3,852,906)	-	-	(84,729,991)	-	(167,874,067)
Impairment reversal (charge)	-	-	-	(1,855,372)	(13,174,397)	-	491,962	-	(14,537,807)
Translation adjustment	(30,344,770)	(194,187)	(28,429)	(371,526)	(3,073,157)	-	275,678	-	(33,736,391)
Closing net book amount	<u>2,975,722,256</u>	<u>473,025,601</u>	<u>2,857,943</u>	<u>29,771,095</u>	<u>5,188,373,906</u>	<u>1,235,883,244</u>	<u>449,079,214</u>	<u>186,127,748</u>	<u>10,540,841,007</u>
At 31 December 2012									
Cost	3,569,431,456	473,025,601	165,120,576	138,535,821	5,709,165,022	1,235,883,244	845,264,612	186,127,748	12,322,554,080
Less Accumulated amortisation	(510,401,744)	-	(162,262,633)	(106,909,354)	(391,808,039)	-	(395,325,396)	-	(1,566,707,166)
Less Provision for impairment	(83,307,456)	-	-	(1,855,372)	(128,983,077)	-	(860,002)	-	(215,005,907)
Net book amount - as restated	<u>2,975,722,256</u>	<u>473,025,601</u>	<u>2,857,943</u>	<u>29,771,095</u>	<u>5,188,373,906</u>	<u>1,235,883,244</u>	<u>449,079,214</u>	<u>186,127,748</u>	<u>10,540,841,007</u>

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18 Intangible assets (Cont'd)

	Consolidated - Baht								
	Management letting rights	Intellectual property right	Franchise development expenses	Initial franchise fees	Goodwill	Brand	Computer software	Computer software under installation	Total
For the year ended 31 December 2013									
Opening net book amount	2,975,722,256	473,025,601	2,857,943	29,771,095	5,188,373,906	1,235,883,244	449,079,214	186,127,748	10,540,841,007
Additions	7,999,979	666,715	698,201	7,902,520	17,927,489	-	70,421,291	5,951,502	111,567,697
Acquisition from investment in subsidiaries (Note 35)	724,986,903	-	-	-	610,833,038	-	-	-	1,335,819,941
Disposals, net	(99,415,672)	-	-	-	-	-	(289,471)	(239,826)	(99,944,969)
Write-offs, net	-	-	-	-	(19,542,056)	-	(472,853)	(80,211)	(20,095,120)
Reclassification	-	43,130,276	-	-	(43,130,276)	-	64,207,341	(64,207,341)	-
Transfer from (to) other account	-	44,890,695	-	-	8,172,036	-	(9,336)	(1,924,243)	51,129,152
Amortisation charge	(92,707,615)	(15,089,554)	(205,765)	(4,978,808)	-	-	(96,372,308)	-	(209,354,050)
Impairment reversal (charge)	50,929,145	-	(12,445)	-	-	-	825,349	-	51,742,049
Translation adjustment	(197,761,056)	51,919,353	39,237	571,555	112,358,058	75,414,280	(571,368)	-	41,970,059
Closing net book amount	<u>3,369,753,940</u>	<u>598,543,086</u>	<u>3,377,171</u>	<u>33,266,362</u>	<u>5,874,992,195</u>	<u>1,311,297,524</u>	<u>486,817,859</u>	<u>125,627,629</u>	<u>11,803,675,766</u>
At 31 December 2013									
Cost	3,891,324,937	614,022,219	165,818,779	146,438,339	6,395,783,311	1,311,297,524	959,224,148	125,627,629	13,609,536,886
<u>Less</u> Accumulated amortisation	(489,972,597)	(15,479,133)	(162,429,163)	(111,316,605)	(391,808,039)	-	(472,371,636)	-	(1,643,377,173)
<u>Less</u> Provision for impairment	(31,598,400)	-	(12,445)	(1,855,372)	(128,983,077)	-	(34,653)	-	(162,483,947)
Net book amount	<u>3,369,753,940</u>	<u>598,543,086</u>	<u>3,377,171</u>	<u>33,266,362</u>	<u>5,874,992,195</u>	<u>1,311,297,524</u>	<u>486,817,859</u>	<u>125,627,629</u>	<u>11,803,675,766</u>

During the first quarter of 2013, the Group completed its assessment of fair value adjustment of assets acquired through a business combination and as a result has made an adjustment of goodwill in the amount of Baht 43 million and additional intellectual property rights of Baht 45 million.

Amortisation of Baht 112,452,223 (2012: Baht 100,604,816) has been charged in the cost of sales and services, Baht 14,581,529 (2012: Baht 19,703,018) in selling expenses and Baht 82,320,298 (2012: Baht 47,566,233) in administrative expenses.

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18 Intangible assets (Cont'd)

	Company - Baht		Total
	Computer software	Computer software under installation	
At 1 January 2012			
Cost	33,913,492	3,209,296	37,122,788
<u>Less</u> Accumulated amortisation	(25,431,216)	-	(25,431,216)
Net book amount	<u>8,482,276</u>	<u>3,209,296</u>	<u>11,691,572</u>
For the year ended 31 December 2012			
Opening net book amount	8,482,276	3,209,296	11,691,572
Additions	78,290	12,968,022	13,046,312
Reclassification	5,110,027	(5,110,027)	-
Amortisation charge	(4,550,374)	-	(4,550,374)
Closing net book amount	<u>9,120,219</u>	<u>11,067,291</u>	<u>20,187,510</u>
At 31 December 2012			
Cost	39,101,809	11,067,291	50,169,100
<u>Less</u> Accumulated amortisation	(29,981,590)	-	(29,981,590)
Net book amount	<u>9,120,219</u>	<u>11,067,291</u>	<u>20,187,510</u>
For the year ended 31 December 2013			
Opening net book amount	9,120,219	11,067,291	20,187,510
Additions	625,815	-	625,815
Disposals, net	-	(11,067,291)	(11,067,291)
Amortisation charge	(3,261,323)	-	(3,261,323)
Closing net book amount	<u>6,484,711</u>	<u>-</u>	<u>6,484,711</u>
At 31 December 2013			
Cost	39,727,624	-	39,727,624
<u>Less</u> Accumulated amortisation	(33,242,913)	-	(33,242,913)
Net book amount	<u>6,484,711</u>	<u>-</u>	<u>6,484,711</u>

A subsidiary of the Group has mortgaged management letting rights amounting to AUD 109.2 million or equivalent to Baht 3,187 million (2012: AUD 86.6 million or equivalent to Baht 2,752 million) to secure loans with foreign banks (Note 21).

As at 31 December 2013, the Group has commitments for acquisition of management lettering rights amounting to AUD 5.9 million or equivalent to Baht 171 million (2012: AUD 5.1 million or equivalent to Baht 161 million).

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

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18 Intangible assets (Cont'd)

Goodwill is allocated to the Group's cash-generating units (CGUs) identified according to business segment.

A segment-level summary of the goodwill allocation is presented below:

	31 December 2013			31 December 2012		
	Hotel and spa Baht	Food and beverage Baht	Total Baht	Hotel and spa Baht	Food and beverage Baht	Total Baht
Goodwill allocation	2,800,888,127	3,074,104,068	5,874,992,195	2,268,524,448	2,919,849,458	5,188,373,906

The key assumptions used for value-in-use calculations are as follows:

	Hotel and related services operations	Food and beverage
Gross margin ¹	50% - 75%	56%
Growth rate ²	3% - 33%	5%
Discount rate ³	9%	9%

¹ Budgeted gross margin.

² Weighted average growth rate used to extrapolate cash flows beyond the budget period.

³ Pre-tax discount rate applied to the cash flow projections.

These assumptions have been used for the analysis of each CGU within the business segment.

Management determined budgeted gross margin based on past performance and its expectations of market development. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

19 Prepaid rents

	Consolidated Baht	Company Baht
At 1 January 2012		
Cost	3,728,549,255	18,690,531
<u>Less</u> Accumulated amortisation	<u>(1,887,715,347)</u>	<u>(14,329,575)</u>
Net book amount	<u>1,840,833,908</u>	<u>4,360,956</u>
For the year ended 31 December 2012		
Opening net book amount	1,840,833,908	4,360,956
Acquisition from investment in subsidiaries	28,389,100	-
Additions	427,438,055	-
Write-offs, net	(272,653)	-
Amortisation charge	(133,598,127)	(623,019)
Translation adjustment	(11,981,566)	-
Closing net book amount	<u>2,150,808,717</u>	<u>3,737,937</u>
At 31 December 2012		
Cost	4,067,476,445	18,690,531
<u>Less</u> Accumulated amortisation	<u>(1,916,667,728)</u>	<u>(14,952,594)</u>
Net book amount	<u>2,150,808,717</u>	<u>3,737,937</u>

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19 Prepaid rents (Cont'd)

	<u>Consolidated Baht</u>	<u>Company Baht</u>
For the year ended 31 December 2013		
Opening net book amount	2,150,808,717	3,737,937
Acquisition from investment in subsidiaries (Note 35)	1,401,953	-
Additions	19,784,818	-
Write-offs, net	(10,767,086)	-
Transfer to other account	(3,272,295)	-
Amortisation charge	(152,990,604)	(623,017)
Translation adjustment	23,846,752	-
	<u>2,028,812,255</u>	<u>3,114,920</u>
At 31 December 2013		
Cost	4,053,404,702	18,690,531
<u>Less</u> Accumulated amortisation	<u>(2,024,592,447)</u>	<u>(15,575,611)</u>
Net book amount	<u>2,028,812,255</u>	<u>3,114,920</u>

Amortisation of Baht 56,017,774 (2012: Baht 55,438,471) has been charged in the cost of sales and services, Baht 79,699,328 (2012: Baht 65,945,282) in selling expenses and Baht 17,273,502 (2012: Baht 12,214,374) in administrative expenses.

20 Other non-current assets

	<u>Consolidated</u>		<u>Company</u>	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
	<u>Baht</u>	<u>Restated Baht</u>	<u>Baht</u>	<u>Baht</u>
Loans to other companies	1,089,689,604	749,867,501	-	-
Deposits	849,466,007	706,213,426	7,583,357	7,889,855
Deferred charges	165,483,636	162,495,600	22,265,124	31,235,624
Others - as restated (Note 5)	52,010,049	16,102,648	-	-
	<u>2,156,649,296</u>	<u>1,634,679,175</u>	<u>29,848,481</u>	<u>39,125,479</u>

Loans to other companies carry interest at Minimum Lending Rate.

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21 Borrowings

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Current				
Bank overdrafts	9,080,910	11,635,335	-	-
Short-term borrowings from banks	961,878,600	898,743,760	-	-
Sub-total	970,959,510	910,379,095	-	-
Borrowing from related parties (Note 14)	-	-	1,827,251,831	1,448,554,317
Current portion of long-term borrowings				
Finance lease liabilities	24,439,180	64,867,334	-	-
Borrowing from financial institutions	1,539,829,870	295,311,214	-	-
Sub-total	1,564,269,050	360,178,548	-	-
Current portion of debentures	2,060,000,000	2,000,000,000	2,060,000,000	2,000,000,000
Total current borrowings	4,595,228,560	3,270,557,643	3,887,251,831	3,448,554,317
Non-current				
Finance lease liabilities	11,423,854	34,911,743	-	-
Borrowing from financial institutions	6,290,980,720	6,497,324,691	-	-
Debentures	12,300,000,000	14,360,000,000	12,300,000,000	14,360,000,000
Total non-current borrowings	18,602,404,574	20,892,236,434	12,300,000,000	14,360,000,000
Total borrowings	23,197,633,134	24,162,794,077	16,187,251,831	17,808,554,317

The movement in borrowings (excluded bank overdraft and finance lease liabilities) can be analysed as below:

	Consolidated	Company
	Baht	Baht
For the year ended 31 December 2013		
Opening amount	24,051,379,665	17,808,554,317
Addition	2,394,941,222	378,697,514
Repayments	(3,342,465,760)	(2,000,000,000)
Amortisation of underwriting fees	7,957,650	-
Acquisition from change of interests in joint venture to investment in subsidiary (Note 35)	399,119,971	-
Unrealised gain on exchange rate	4,672,710	-
Translation adjustment	(362,916,268)	-
Closing amount	23,152,689,190	16,187,251,831

21 Borrowings (Cont'd)

Borrowing from financial institutions

As at 31 December 2013, long-term borrowings from financial institutions in the consolidated financial statements totalling Baht 7,831 million comprise:

- a) A subsidiary has unsecured loan from a foreign bank (Thailand Branch) of USD 2.24 million. The loan carries an interest rate of LIBOR plus a margin and is due for repayment in 9 semi-annual installments of USD 2.22 million per installment with the first repayment due in May 2009. The loan is subject to certain conditions which the subsidiary has to comply throughout the loan period.

The Group has outstanding cross currency swap and interest rate swap contracts which convert the above loan of USD 2.24 million into of AUD 2.56 million at a fixed interest rate. Moreover, the Group also entered into a foreign currency forward contract to convert the AUD payment obligation into Baht 63.67 million.

During the second quarter of 2013, the subsidiary fully repaid this loan.

- b) A subsidiary has an unsecured loan from a local bank of USD 23.5 million. The loan carries interest rate of 6 months SIBOR plus a margin and is due for repayment between 2012 and 2016. The loan is subject to certain conditions which the subsidiary has to comply with throughout the loan period.

As at 31 December 2013, the Group has outstanding interest rate swap contracts with a financial institution for the above loan of USD 17.0 million which converts floated interest rates of SIBOR to fixed rate and which is effective from 15 June 2010 to 15 December 2016.

- c) A subsidiary has a secured loan from a local bank (Singapore Branch) of AUD 104.5 million. The loan carries interest rate at the Bank Bill Swap Reference Rate plus a margin and is due for repayment twice a year between 2015 and 2019. The loan is subject to certain conditions which the subsidiary has to comply with throughout the loan period.
- d) A subsidiary has secured loans from a foreign bank of AUD 102.6 million. The loans carry interest rates at the Bank Bill Swap Reference Rate plus a margin and are due for repayment in the limit of AUD 2 million per quarter for 5 years. The loans are subject to certain conditions which the subsidiary has to comply with throughout the loans period and use the subsidiary's investment properties, building and management letting rights as collateral (Note 16 to 18).

As at 31 December 2013, the Group has outstanding interest rate swap contract for the above loan from the foreign bank of AUD 24.5 million which converts Bank Bill Swap Reference Rate to fixed interest rate which is effective from 3 January 2012 to 30 August 2016.

- e) A subsidiary has secured a loan from a foreign bank in the amount of USD 4 million. The loans carry interest rates of 3 month LIBOR plus a margin and is due for repayment in 18 quarterly installments of USD 0.27 million per instalment with the first repayment in June 2013. The loan is subject to certain conditions which the subsidiary has to comply with throughout the loan period.

21 Borrowings (Cont'd)

Borrowing from financial institutions (Cont'd)

- f) A subsidiary has secured loans from a foreign bank of AUD 13.9 million. The loans carry interest rates at the Bank Bill Swap Reference Rate plus a margin and are due for repayment in July 2016. The loans are subject to certain conditions which the subsidiary has to comply with throughout the loans period and use the subsidiary's properties as collateral (Note 16 to 18).

As at 31 December 2013, the Group has outstanding interest rate swap contract for the above loan from the foreign bank of AUD 13.9 million which converts Bank Bill Swap Reference Rate to fixed interest rate which is due in July 2016.

- g) A subsidiary has secured loans from a foreign bank of AUD 13.1 million. The loans carry interest rates of Bank Bill Swap Reference Rate plus a margin and are due for repayment in March 2014. The loans are subject to certain conditions which the subsidiary has to comply with throughout the loans period and use the subsidiary's properties as collateral (Note 16 to 18).

Debentures

Debentures comprise:

Issued date	Due date	Period (Years)	Consolidated and Company		Interest rate	Condition
			Baht Million	Baht Million		
Sep 2007	Sep 2014	7	2,060	2,060	Fixed	Unsecured, senior and without a debenture holders' representative
Jul 2009	Jul 2013	4	-	2,000	Fixed	Unsecured, senior and with a debenture holders' representative
May 2010	May 2015	5	2,500	2,500	Fixed	Unsecured, senior and with a debenture holders' representative
Dec 2010	Dec 2015	5	500	500	Fixed	Unsecured, senior and with a debenture holders' representative
Dec 2010	Dec 2017	7	1,000	1,000	Fixed	Unsecured, senior and with a debenture holders' representative
Mar 2011	Mar 2018	7	1,500	1,500	Fixed	Unsecured, senior and with a debenture holders' representative
Oct 2011	Oct 2021	10	300	300	Fixed	Unsecured, senior and without a debenture holders' representative
Oct 2011	Oct 2018	7	500	500	Fixed	Unsecured, senior and without a debenture holders' representative
Aug 2012	Aug 2017	5	1,800	1,800	Fixed	Unsecured, senior and without a debenture holders' representative
Aug 2012	Aug 2022	10	2,700	2,700	Fixed	Unsecured, senior and without a debenture holders' representative
Dec 2012	Dec 2017	5	1,500	1,500	Fixed	Unsecured, senior and without a debenture holders' representative
Total debentures			<u>14,360</u>	<u>16,360</u>		

All of the above debentures have certain terms and conditions of the debentures holders' rights and contain certain covenants, including the maintenance of a certain debt to equity ratio, and limits on the payment of cash dividends and the disposal and transfer of certain operating assets of the Company which are used in its main operations, etc.

At the annual general meeting of the shareholders of the Company held on 1 April 2011, the shareholders passed a resolution to approve issuance of non more than fifteen-year unsubordinated debentures not exceeding Baht 15,000 million to be used for working capital business expansion and/or refinance of existing loans and debentures of the Company. As at 31 December 2013, total amount of Baht 14,700 million debentures remain available for issuance under this shareholders' resolution.

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21 Borrowings (Cont'd)

The carrying amounts of long-term bank borrowings as of 31 December 2013 approximate to their fair values.

The carrying amounts and fair values of debentures of the Group as at 31 December are as follows:

	Carrying amounts		Fair values	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Debentures	14,360,000,000	16,360,000,000	14,498,393,330	16,588,812,956

The fair values are based on discounted cash flows using discount rates based upon market yield rates which are quoted by The Thai Bond Market Association at date of statement of financial position.

The interest rate exposure on the borrowings of the Group and the Company is as follows:

	Consolidated		Company	
	2013	2012	2013	2012
	Baht Billion	Baht Billion	Baht Billion	Baht Billion
Borrowings:				
- at fixed rates	16	18	14	16
- at floating rates	7	6	2	2
Total borrowings	23	24	16	18

The effective interest rates at the statement of financial position date were as follows:

	Consolidated		Company	
	2013	2012	2013	2012
	%	%	%	%
Bank borrowings	5.11	5.75	-	-
Debentures	4.35	4.51	4.35	4.51

The fair values are based on discounted cash flows using a discount rate based upon the borrowing rate which the management expects would be available to the Group and the Company at the statement of financial position date. The carrying amounts of short-term borrowings and lease obligations approximate their fair values.

Maturity of long-term borrowings can be analysed as follows:

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Next year	1,539,829,870	295,311,214	-	-
Between 2 and 5 years	4,842,511,278	4,421,735,950	-	-
After 5 years	1,448,469,442	2,075,588,741	-	-
Total long-term borrowings	7,830,810,590	6,792,635,905	-	-

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21 Borrowings (Cont'd)

Borrowing facilities

The Group and the Company have the following undrawn committed long-term borrowing facilities:

	31 December 2013		
	Consolidated		Company
	Baht Million	AUD Million	Baht Million
Floating interest rate			
- expiring within one year	-	-	-
- expiring beyond one year	-	17	-
	-	17	-
	31 December 2012		
	Consolidated		Company
	Baht Million	AUD Million	Baht Million
Floating interest rate			
- expiring within one year	-	-	-
- expiring beyond one year	3,000	4	3,000
	3,000	4	3,000

22 Trade and other payables

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Trade payables - third parties	1,764,765,748	1,549,780,615	8,757,582	8,774,537
Trade payables - related parties (Note 14)	15,299,311	14,568,712	35,176,295	17,668,014
Amounts due to related parties (Note 14)	7,410,006	10,812,542	5,742,810	7,029,367
Accrued expenses	2,208,330,133	2,057,671,498	273,303,239	289,292,179
Account payable - contractors	151,640,297	227,727,248	-	199,045
Other payables	850,322,477	779,304,355	24,510,969	28,572,359
Total trade and other payables	<u>4,997,767,972</u>	<u>4,639,864,970</u>	<u>347,490,895</u>	<u>351,535,501</u>

23 Other current liabilities

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Booking deposits	451,555,958	283,873,759	6,895,149	3,853,306
Provision for onerous contracts	1,573,382	64,666,287	-	-
Sales of residence received in advance	33,000,000	42,100,000	-	-
Provisions for contingent considerations	24,610,200	22,973,700	-	-
Payable from purchase of investment	-	31,775,700	-	-
Others	398,152,492	331,379,785	13,426,525	10,495,451
Total other current liabilities	<u>908,892,032</u>	<u>776,769,231</u>	<u>20,321,674</u>	<u>14,348,757</u>

24 Employee benefits obligations

The amounts recognised in the statements of financial position are determined as follows:

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Present value of funded obligations	-	-	-	-
Present value of unfunded obligations	203,340,827	182,392,957	25,887,570	23,492,062
Unrecognised actuarial gains	(2,613,337)	(2,613,337)	(9,438,377)	(9,438,377)
Liability in the statement of financial position	<u>200,727,490</u>	<u>179,779,620</u>	<u>16,449,193</u>	<u>14,053,685</u>

The movement in the defined obligations during the year is as follows:

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
At 1 January	179,779,620	151,386,706	14,053,685	11,537,689
Current service cost	21,021,530	28,046,917	2,225,600	2,172,198
Interest cost	5,448,640	5,278,989	519,708	439,831
Benefits paid	(3,584,185)	(4,715,842)	(349,800)	(96,033)
Translation adjustment	(1,938,115)	(217,150)	-	-
At 31 December	<u>200,727,490</u>	<u>179,779,620</u>	<u>16,449,193</u>	<u>14,053,685</u>

The amount recognised in the income statements is as follows

Current service cost	21,021,530	28,046,917	2,225,600	2,172,198
Interest cost	5,448,640	5,278,989	519,708	439,831
Total (included in staff costs)	<u>26,470,170</u>	<u>33,325,906</u>	<u>2,745,308</u>	<u>2,612,029</u>

Of the total charge, Baht 26,470,170 (2012: Baht 33,325,906) were included in administrative expenses.

The principal actuarial assumptions used were as follows:

	Consolidated and Company	
	2013	2012
Discount rate	4%	4%
Inflation rate	3%	3%
Retirement age	60	60
Future salary increases	3.5% - 9%	3.5% - 9%
Mortality table	TMO08	TMO08

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25 Other non-current liabilities

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Restated Baht	Baht	Baht
Deferred income	133,952,326	144,506,264	-	-
Rental deposits	142,721,878	126,671,791	975,435	875,435
Accrued land rental	496,482,323	430,677,735	-	-
Accrued decommissioning	79,662,927	73,357,941	-	-
Liability assumed from acquisition	87,532,800	-	-	-
Others - as restated (Note 5)	259,510,345	41,995,592	105,373,837	5,690,195
Total other non-current liabilities	1,199,862,599	817,209,323	106,349,272	6,565,630

26 Share capital and premium on share capital

	Consolidated			
	Number of ordinary shares	Ordinary shares Baht	Share premium Baht	Total Baht
At 1 January 2012	3,275,224,580	3,275,224,580	3,215,325,916	6,490,550,496
Issue of shares	82,716,994	82,716,994	780,572,081	863,289,075
Issue of dividend	328,825,114	328,825,114	-	328,825,114
At 31 December 2012	3,686,766,688	3,686,766,688	3,995,897,997	7,682,664,685
Issue of shares (Note 27)	314,588,774	314,588,774	3,335,964,889	3,650,553,663
At 31 December 2013	4,001,355,462	4,001,355,462	7,331,862,886	11,333,218,348

	Company			
	Number of ordinary shares	Ordinary shares Baht	Share premium Baht	Total Baht
At 1 January 2012	3,275,224,580	3,275,224,580	3,189,673,540	6,464,898,120
Issue of shares	82,716,994	82,716,994	780,572,081	863,289,075
Issue of stock dividend	328,825,114	328,825,114	-	328,825,114
At 31 December 2012	3,686,766,688	3,686,766,688	3,970,245,621	7,657,012,309
Issue of shares (Note 27)	314,588,774	314,588,774	3,335,964,889	3,650,553,663
At 31 December 2013	4,001,355,462	4,001,355,462	7,306,210,510	11,307,565,972

As at 31 December 2013, the registered shares comprise 4,018,326,091 ordinary shares (2012: 4,063,046,327 shares) with par value of Baht 1 per share. The issued and fully paid-up shares comprise 4,001,355,462 ordinary shares (2012: 3,686,766,688 shares).

At the Annual General Meeting of the Shareholders of the Company held on 3 April 2013, the shareholders passed a resolution to approve a decrease in the registered capital from Baht 4,063,046,327 to Baht 4,018,326,091 divided into 4,018,326,091 shares each at a par value of Baht 1, through reduction of unpaid registered capital of Baht 44,720,236 divided into 44,720,236 ordinary shares each at a par value of Baht 1.

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27 Warrants

The Group had issued warrants to subscribe for ordinary shares to existing shareholders, directors and employees of the Company and its subsidiaries, which have been approved by shareholders' meeting.

The Group does not recognise warrant compensation costs for the fair value or intrinsic value of the warrant granted in these financial statements (Note 2.21).

Issued by	Allotted to	Approval date	Determined exercising date		As at	Expire	Exercise	Decrease during the year			Amount	As at
			First exercise	Last exercise	31 December 2012			Exercise ratio for ordinary shares per 1 warrant*	Issue of ordinary shares during the period	Exercise price* Baht		Baht
					Outstanding warrant Unit	Unit	Unit		Shares		Baht	Outstanding warrant Unit
The Company	Directors and employees of the Company and its subsidiary No. 5	6 March 2009	30 October 2009	21 October 2013	23,587,050	(11,007,650)	(12,579,400)	1.10	13,830,700	6.955	96,192,519	-
	Directors and employees of the Company and its subsidiary (MINT - W)	6 March 2009	30 June 2009	12 June 2014	1,109,355	-	-	1.10	-	7.346	-	1,109,355
	Former shareholders (MINT - W4)	26 April 2010	30 June 2010	18 May 2013	274,245,419	(828,832)	(273,416,587)	1.10	300,758,074	11.818	3,554,361,144	-
	Total issue by the Company				<u>298,941,824</u>	<u>(11,836,482)</u>	<u>(285,995,987)</u>		<u>314,588,774</u>		<u>3,650,553,663</u>	<u>1,109,355</u>

* Exercise ratio and exercise price of warrants are revised according to the stock dividend payment at the ratio of 10 existing shares to 1 new share as described in Note 34.

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28 Legal reserve

	Consolidated and Company	
	2013	2012
	Baht	Baht
At 1 January	406,309,113	367,799,113
Appropriation during the year	-	38,510,000
At 31 December	<u>406,309,113</u>	<u>406,309,113</u>

Under the Public Limited Company Act, the Company is required to set aside as a legal reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital of the Company. The reserve is non-distributable.

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29 Other component of equity

Consolidated

	Discount on business combination under common control Baht	Unrealised gain on dilution of investment Baht	Discount on additional in investment in subsidiary Baht	Remeasuring available-for-sale investment Baht	Translation Adjustment Baht	Total Baht
At 1 January 2012 - as previously reported	(755,412,590)	4,992,405	(32,750,744)	88,219,036	(263,820,946)	(958,772,839)
Retrospective adjustments (Note 5)	-	-	-	(5,773)	-	(5,773)
At 1 January 2012 - as restated	(755,412,590)	4,992,405	(32,750,744)	88,213,263	(263,820,946)	(958,778,612)
Retrospective adjustments (Note 5)	-	-	-	(8,861)	-	(8,861)
Sales of investment in subsidiary	-	(4,992,405)	-	-	-	(4,992,405)
Decrease in non-controlling interests as a result of investment in subsidiary	-	-	(943,957)	-	-	(943,957)
Revaluation	-	-	-	(5,131,575)	-	(5,131,575)
Currency translation difference	-	-	-	-	(50,294,074)	(50,294,074)
At 31 December 2012 - as restated	<u>(755,412,590)</u>	<u>-</u>	<u>(33,694,701)</u>	<u>83,072,827</u>	<u>(314,115,020)</u>	<u>(1,020,149,484)</u>
At 1 January 2013	(755,412,590)	-	(33,694,701)	83,072,827	(314,115,020)	(1,020,149,484)
Additional investment in subsidiary (Note 13)	-	-	69,161	-	-	69,161
Revaluation	-	-	-	116,301,744	-	116,301,744
Currency translation difference	-	-	-	-	591,958,056	591,958,056
At 31 December 2013	<u>(755,412,590)</u>	<u>-</u>	<u>(33,625,540)</u>	<u>199,374,571</u>	<u>277,843,036</u>	<u>(311,820,523)</u>

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29 Other component of equity (Cont'd)

	Company		
	Discount on business combination under common control Baht	Remeasuring of available-for-sale investment Baht	Total Baht
At 1 January 2012 - as previously reported	(587,397,515)	15,916	(587,381,599)
Retrospective adjustments (Note 5)	-	(3,183)	(3,183)
At 1 January 2012 - as restated	(587,397,515)	12,733	(587,384,782)
Retrospective adjustments (Note 5)	-	(10,934)	(10,934)
Revaluation	-	41,938	41,938
At 31 December 2012 - as restated	(587,397,515)	43,737	(587,353,778)
At 1 January 2013	(587,397,515)	43,737	(587,353,778)
Revaluation	-	38,482	38,482
At 31 December 2013	(587,397,515)	82,219	(587,315,296)

30 Other income

	Consolidated		Company	
	2013 Baht	2012 Baht	2013 Baht	2012 Baht
Compensation for insurance claim	11,029,922	149,722,127	-	-
Management income	49,168,603	123,324,258	-	-
Premium sales income	128,104,686	95,330,088	-	-
Maintenance fee income	45,586,910	26,778,812	-	-
Freight charges	114,567,938	90,255,616	-	-
Rental income	84,587,727	59,800,802	40,387,198	40,373,664
Subsidy income	45,562,564	49,156,957	-	-
Sales of raw material to franchisees	22,200,461	4,235,845	-	-
Gain on capital returned from subsidiary	-	15,572,662	-	-
Reallocation of development costs (Note 17)	295,428,901	-	-	-
Gain on exchange rates	74,441,845	-	30,618,565	-
Others	629,216,578	541,778,911	6,054,111	8,762,534
Total other income	1,499,896,135	1,155,956,078	77,059,874	49,136,198

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31 Expenses by nature

The following expenditure items, classified by nature, have been charged in arriving at operating profit:

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Depreciation on investment properties (Note 16)	78,877,436	79,674,636	-	-
Impairment of investment property (Reversal) (Note 16)	(54,615,805)	54,615,805	-	-
Write-off of investment property (Note 16)	53,846,157	-	-	-
Depreciation on property, plant and equipment (Note 17)	2,023,861,818	1,819,945,598	81,692,667	84,416,679
Reversal of impairment of property, plant and equipment (Note 17)	(94,923,860)	(6,209,258)	-	-
Write-off of property, plant and equipment (Note 17)	72,482,826	72,552,974	20,700	-
Amortisation of intangible assets (Note 18)	209,354,050	167,874,067	3,261,323	4,550,374
Amortisation of prepaid rents (Note 19)	152,990,604	133,598,127	623,017	623,019
Doubtful account	24,017,615	12,425,424	24,471	12,306
Staff costs	7,626,597,852	7,174,695,110	510,199,709	488,827,704

32 Deferred income taxes and income taxes

Deferred income taxes

The analysis of deferred income tax assets and deferred income tax liabilities is as follows:

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Deferred income tax assets	336,339,540	367,548,851	46,632,199	62,113,431
Deferred income tax liabilities	(2,100,137,959)	(1,831,543,470)	(210,777,936)	(210,773,236)
Deferred income taxes, net	(1,763,798,419)	(1,463,994,619)	(164,145,737)	(148,659,805)

The gross movement and the deferred income tax account is as follows:

	Consolidated					31 December 2012
	1 January 2012	Credit (debit) to income statement	Credit (debit) to other comprehensive income	Business acquisition	Adjustment	
	Baht	Baht	Baht	Baht	Baht	Baht
Deferred income tax assets	484,553,661	(119,278,488)	(1,110)	-	2,274,788	367,548,851
Deferred income tax liabilities	(1,756,913,977)	(43,735,780)	(7,751)	(50,602,577)	19,716,615	(1,831,543,470)

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32 Deferred income taxes and income taxes (Cont'd)

	Consolidated					31 December 2013 Baht
	1 January 2013 Baht	Credit (debit) to income statement Baht	Credit to other comprehensive income Baht	Business acquisition Baht	Adjustment Baht	
Deferred income tax assets	367,548,851	(30,550,374)	1,080	60,019	(720,036)	336,339,540
Deferred income tax liabilities	(1,831,543,470)	(108,446,704)	(4,700)	(228,703,278)	68,560,193	(2,100,137,959)

	Company			
	1 January 2012 Baht	Credit (debit) to income statement Baht	Credit (debit) to other comprehensive income Baht	31 December 2012 Baht
Deferred income tax liabilities	(182,535,491)	33,883,437	(7,751)	(148,659,805)
Deferred income taxes, net	(182,535,491)	33,883,437	(7,751)	(148,659,805)

	Company			
	1 January 2013 Baht	Credit (debit) to income statement Baht	Credit (debit) to other comprehensive income Baht	31 December 2013 Baht
Deferred income tax liabilities	(148,659,805)	(15,481,232)	(4,700)	(164,145,737)
Deferred income taxes, net	(148,659,805)	(15,481,232)	(4,700)	(164,145,737)

The movement in deferred tax assets and liabilities during the year is as follows:

	Consolidated					31 December 2012 Baht
	1 January 2012 Baht	Credit (debit) to income statement Baht	Credit (debit) to other comprehensive income Baht	Business acquisition Baht	Adjustment Baht	
Deferred tax assets, net						
Consignment sales	24,668,645	(809,050)	-	-	-	23,859,595
Provision for impairment of assets	42,550,658	(10,260,365)	-	-	-	32,290,293
Provisions	117,279,311	(79,876,038)	-	-	2,274,788	39,678,061
Depreciation	41,387,608	1,820,376	-	-	-	43,207,984
Unearned income	12,766,930	1,611,127	-	-	-	14,378,057
Finance lease assets	(1,255,485)	381,376	-	-	-	(874,109)
Tax loss carried forward	140,247,359	(27,432,447)	-	-	-	112,814,912
Unrealised gain on available-for-sale securities	(2,590)	-	(1,110)	-	-	(3,700)
Unrealised gain on sale of assets among group	38,475,144	(4,713,467)	-	-	-	33,761,677
Fair value adjustment of net assets at acquisition date	68,436,081	-	-	-	-	68,436,081
	484,553,661	(119,278,488)	(1,110)	-	2,274,788	367,548,851

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32 Deferred income taxes and income taxes (Cont'd)

	Consolidated					31 December 2013 Baht
	1 January 2013 Baht	Credit (debit) to income statement Baht	Credit (debit) to other comprehensive income Baht	Business acquisition Baht	Adjustment Baht	
Deferred tax assets, net						
Consignment sales	23,859,595	14,037,305	-	-	-	37,896,900
Provision for impairment of assets	32,290,293	(15,664,158)	-	-	-	16,626,135
Provisions	39,678,061	6,302,946	-	131,559	-	46,112,566
Depreciation	43,207,984	4,222,857	-	-	-	47,430,841
Unearned income	14,378,057	(1,158,684)	-	-	-	13,219,373
Financial lease revenue	(874,109)	466,223	-	-	(939,550)	(1,347,436)
Tax loss carried forward	112,814,912	(25,228,270)	-	-	-	87,586,642
Unrealised gain on available-for-sale securities	(3,700)	-	1,080	-	-	(2,620)
Unrealised gain on sale of assets among group	33,761,677	(9,248,832)	-	-	-	24,512,845
Fair value adjustment of net assets at acquisition date	68,436,081	(4,338,289)	-	(71,540)	-	64,026,252
Translation adjustment	-	-	-	-	219,514	219,514
Others	-	58,528	-	-	-	58,528
	<u>367,548,851</u>	<u>(30,550,374)</u>	<u>1,080</u>	<u>60,019</u>	<u>(720,036)</u>	<u>336,339,540</u>

	Consolidated					31 December 2013 Baht
	1 January 2013 Baht	Credit (debit) to income statement Baht	Credit (debit) to other comprehensive income Baht	Business acquisition Baht	Adjustment Baht	
Deferred tax liabilities, net						
Provision for impairment of assets	10,721,685	2,470,537	-	-	-	13,192,222
Provisions	39,739,408	17,629,153	-	-	-	57,368,561
Depreciation	(26,196,476)	11,539,551	-	-	-	(14,656,925)
Unearned income	2,817,407	1,366,804	-	-	-	4,184,211
Financial lease revenue	(262,236,085)	(124,885,859)	-	-	-	(387,121,944)
Tax loss carried forward	56,927,472	25,248,536	-	-	-	82,176,008
Account receivable	(62,687,754)	(4,743,677)	-	-	-	(67,431,431)
Management letting right	(789,756,409)	13,377,776	-	(42,784,873)	-	(819,163,506)
Unrealised gain on available-for-sale securities	(210,765,485)	-	(7,751)	-	-	(210,773,236)
Unrealised gain on sale of assets among group	(69,245,900)	-	-	-	-	(69,245,900)
Fair value adjustment of net assets at acquisition date	(467,526,556)	18,918,068	-	(7,817,704)	-	(456,426,192)
Translation adjustment	-	-	-	-	19,716,615	19,716,615
Others	21,294,716	(4,656,669)	-	-	-	16,638,047
	<u>(1,756,913,977)</u>	<u>(43,735,780)</u>	<u>(7,751)</u>	<u>(50,602,577)</u>	<u>19,716,615</u>	<u>(1,831,543,470)</u>

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32 Deferred income taxes and income taxes (Cont'd)

	Consolidated					
	1 January 2013 Baht	Credit (debit) to income statement Baht	Credit (debit) to other comprehensive income Baht	Business acquisition Baht	Adjustment Baht	31 December 2013 Baht
Deferred tax liabilities, net						
Provision for impairment of assets	13,192,222	568,477	-	-	-	13,760,699
Provisions	57,368,561	6,275,998	-	-	-	63,644,559
Depreciation	(14,656,925)	(1,124,757)	-	-	-	(15,781,682)
Unearned income	4,184,211	564,657	-	-	-	4,748,868
Financial lease revenue	(387,121,944)	(163,293,514)	-	-	939,550	(549,475,908)
Tax loss carried forward	82,176,008	(25,419,966)	-	-	-	56,756,042
Account receivable	(67,431,431)	11,186,170	-	-	-	(56,245,261)
Management letting right	(799,446,892)	43,592,121	-	(228,703,278)	-	(984,558,049)
Unrealised gain on available-for-sale securities	(210,773,236)	-	(4,700)	-	-	(210,777,936)
Unrealised gain on sale of assets among group	(69,245,900)	6,000,000	-	-	-	(63,245,900)
Fair value adjustment of net assets at acquisition date	(456,426,192)	23,311,612	-	-	-	(433,114,580)
Translation adjustment	-	-	-	-	67,620,643	67,620,643
Others	16,638,048	(10,107,502)	-	-	-	6,530,546
	<u>(1,831,543,470)</u>	<u>(108,446,704)</u>	<u>(4,700)</u>	<u>(228,703,278)</u>	<u>68,560,193</u>	<u>(2,100,137,959)</u>
	Company					
	1 January 2012 Baht	Credit (debit) to income statement Baht	Credit (debit) to other comprehensive income Baht		31 December 2012 Baht	
Deferred income tax liabilities, net						
Provision for impairment of assets	60	2,717,268	-		2,717,328	
Employee benefit obligation	6,433,282	(3,622,546)	-		2,810,736	
Tax loss carried forward	21,796,652	34,788,715	-		56,585,367	
Unrealised gain on available-for-sales securities	(210,765,485)	-	(7,751)		(210,773,236)	
	<u>(182,535,491)</u>	<u>33,883,437</u>	<u>(7,751)</u>		<u>(148,659,805)</u>	
	Company					
	1 January 2013 Baht	Credit (debit) to income statement Baht	Credit (debit) to other comprehensive income Baht		31 December 2013 Baht	
Deferred income tax liabilities, net						
Provision for impairment of assets	2,717,328	129,884	-		2,847,212	
Provisions	2,810,736	479,102	-		3,289,838	
Tax loss carried forward	56,585,367	(16,090,218)	-		40,495,149	
Unrealised gain on available-for-sales securities	(210,773,236)	-	(4,700)		(210,777,936)	
	<u>(148,659,805)</u>	<u>(15,481,232)</u>	<u>(4,700)</u>		<u>(164,145,737)</u>	

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32 Deferred income taxes and income taxes (Cont'd)

Deferred income tax assets are recognised for tax loss and carry forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group has unrecognised tax losses of Baht 158 million (2012: Baht 118 million), to carry forward against future taxable income; these tax losses will expire in 2013 and 2012 for which no deferred taxes have been recognised as follows;

	Consolidated	
	2013 Baht	2012 Baht
2013	-	266,292
2014	1,845,544	1,845,544
2015	13,679,803	13,679,803
2016	67,774,862	67,774,862
2017	34,035,732	34,035,732
2018	40,177,454	-
	<u>157,513,395</u>	<u>117,602,233</u>

Income taxes

	Consolidated		Company	
	2013 Baht	2012 Baht	2013 Baht	2012 Baht
Current tax:				
Current tax on profits for the year	550,714,414	392,573,212	-	-
Adjustments in respect of prior year	(14,618,659)	-	-	-
Total current tax	<u>536,095,755</u>	<u>392,573,212</u>	<u>-</u>	<u>-</u>
Deferred tax:				
Origination and reversal of temporary differences	168,894,809	163,014,268	15,481,232	(33,883,437)
Reversal deferred tax liabilities from management letting rights	(29,897,731)	-	-	-
Total deferred tax	<u>138,997,078</u>	<u>163,014,268</u>	<u>15,481,232</u>	<u>(33,883,437)</u>
Total income tax	<u>675,092,833</u>	<u>555,587,480</u>	<u>15,481,232</u>	<u>(33,883,437)</u>

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32 Deferred income taxes and income taxes (Cont'd)

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the basic tax rate of the home country of the company as follows:

	Consolidated		Company	
	2013	2012	2013	2012
	Baht	Baht	Baht	Baht
Profit before tax	4,856,672,457	3,802,628,199	1,666,115,842	1,033,121,130
Tax calculated at a tax rate of 20% (2012: 23%)	971,334,491	874,604,486	333,223,168	237,617,860
Tax effect of:				
Associates' results reported net of tax	(105,980,559)	(102,648,141)	-	-
Effect of different tax rate	(224,376,794)	(276,979,526)	-	-
Expenses not deductible for tax purpose	47,657,266	21,403,171	897,414	1,013,237
Income not subject to tax	(9,337,287)	(5,402,832)	(318,639,350)	(278,539,790)
Adjustments in respect of prior year	(14,618,659)	8,060,607	-	-
Effect of reduction in tax rate	-	-	-	6,025,256
Tax losses for which no deferred income tax asset was recognised	40,312,106	36,549,715	-	-
Reversal deferred tax liabilities from management letting right	(29,897,731)	-	-	-
Tax charge	675,092,833	555,587,480	15,481,232	(33,883,437)

The tax charge relating to component of other comprehensive income is as follows:

	Consolidated					
	2013			2012		
	Before tax	Tax charge	After tax	Before tax	Tax charge	After tax
	Baht	Baht	Baht	Baht	Baht	Baht
Unrealised gain on available-for-sale securities	116,305,364	(3,620)	116,301,744	(5,131,575)	(8,861)	(5,140,436)
Translation adjustment	612,749,229	-	612,749,229	(59,473,635)	-	(59,473,635)
Other comprehensive income	729,054,593	(3,620)	729,050,973	(64,605,210)	(8,861)	(64,614,071)

	Company					
	2013			2012		
	Before tax	Tax charge	After tax	Before tax	Tax charge	After tax
	Baht	Baht	Baht	Baht	Baht	Baht
Unrealised gain on available-for-sale securities	43,182	(4,700)	38,482	38,755	(7,751)	31,004
Other comprehensive income	43,182	(4,700)	38,482	38,755	(7,751)	31,004

33 Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the year.

For the purpose of calculating diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all dilutive potential ordinary shares. The Company has warrants in issue (Note 27).

A calculation is performed to determine the potential number of shares that could have been acquired at market price (determined as the average share price of the Company's shares during the year) based on the outstanding warrants to determine the number of potential ordinary shares would have been additionally issued. The potential shares are added to the ordinary shares outstanding but no adjustment is made to net profit.

For the calculation of the diluted earnings per share, the weighted average number of shares assuming conversion of all dilutive potential ordinary shares as at 31 December 2013 is 850,550 shares (2012: 89,079,985 shares).

	Consolidated and Company	
	For the years ended 31 December	
	2013	2012
	Shares	Shares
Weighted average number of ordinary shares in issue, net	3,925,044,278	3,635,390,058
Effect of dilutive potential ordinary shares		
Warrants	850,550	89,079,985
Dilutive potential ordinary shares	850,550	89,079,985
Weighted average number of ordinary shares for diluted earnings per share	3,925,894,828	3,724,470,043
	Consolidated	
	For the years ended 31 December	
	2013	2012
	Baht	Restated Baht
Profit attributable to ordinary shareholders	4,101,382,273	3,243,257,826
Basic earnings per share	1.0449	0.8921
Diluted earnings per share	1.0447	0.8708
	Company	
	For the years ended 31 December	
	2013	2012
	Baht	Restated Baht
Profit attributable to ordinary shareholders	1,650,634,610	1,067,004,567
Basic earnings per share	0.4205	0.2935
Diluted earnings per share	0.4204	0.2865

34 Dividend

At the Annual General Meeting of the Shareholders of the Company held on 3 April 2013, the shareholders passed a resolution to approve a dividend payment as cash dividend in the amount of Baht 0.30 per share for existing shareholders and shareholders who convert the convertible securities to no more than 4,000,895,908 common shares, thus totalling the cash dividend to be paid in the amount of not exceeding Baht 1,200 million. The dividends totalling Baht 1,185 million were paid to shareholders on 28 April 2013.

From the Annual General Meeting of the Shareholders of the Company held on 2 April 2012, it was resolved to approve the dividend payment as follows:

- 34.1 Cash dividend of Baht 0.15 per share to existing shareholders and shareholders who convert the convertible securities, totalling not exceeding Baht 544 million.
- 34.2 Stock dividend at the ratio of 10 existing shares to 1 new ordinary share at the price of Baht 1 per share to existing shareholders and shareholders who convert the convertible securities not exceeding, 363 million shares or Baht 363 million.

Those dividends totalling Baht 822 million which comprised cash dividend and stock dividend amounting to Baht 493 million and Baht 329 million, respectively, were paid to shareholders on 30 April 2012. An increase in the authorised capital and an adjustment of exercise ratio were a result of stock dividend at the ratio of 10 existing shares to 1 new ordinary share (Note 27).

35 Acquisitions

Oaks Broome Sanctuary Resort Pty. Ltd.

On 22 February 2012, OAKS acquired the business of Oaks Broome Sanctuary Resort Pty. Ltd. In the total investment amount of AUD 3 million or equivalent to Baht 99 million, representing 80% interest.

During the first quarter of 2013, the Group completed the measurement of the fair value of identifiable assets acquired and liabilities assumed of Oaks Broome Sanctuary Resort Pty. Ltd. As part of the consideration of fair value of the asset acquired, the Group measured of the identifiable assets and considered whether the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	<u>Baht'000</u>
Purchase price considerations	99,274
Net fair value of net assets acquired	<u>(80,308)</u>
Goodwill	<u>18,966</u>

The fair value of assets and liabilities acquired as a part of Oaks Broome Sanctuary Resort Pty. Ltd. acquisition was as follows:

	<u>Baht'000</u>
Other receivables	24
Property, plant and equipment, net	40,732
Management letting rights	83,336
Other liabilities	<u>(23,707)</u>
Net fair value of net assets	100,385
Non-controlling interest	<u>(20,077)</u>
Net fair value of net assets under interest acquired	<u>80,308</u>

35 Acquisitions (Cont'd)

Regis Towers, Sydney

On 1 August 2012, OAKS acquired the business of Regis Towers, Sydney in the total investment amount of AUD 2.4 million or equivalent to Baht 79 million, representing 80% interest.

During the third quarter of 2013, the Group completed the measurement the fair value of identifiable assets acquired and liabilities assumed of Regis Towers, Sydney. In consideration of fair value of asset, the Group determined the measurement of the identifiable assets and considered the possibility that the Group received economic benefit reasonably.

Details of the acquisition were as follows:

	<u>Baht'000</u>
Purchase price considerations	79,315
Net fair value of net assets acquired	<u>(62,897)</u>
Goodwill	<u>16,418</u>

The fair value of assets and liabilities acquired as part of Regis Towers, Sydney acquisition was recognised as a result of the acquisition as follows:

	<u>Baht'000</u>
Property, plant and equipment, net	30,735
Management letting rights	68,409
Other liability	<u>(20,523)</u>
Net fair value of net assets	78,621
Non-controlling interest	<u>(15,724)</u>
Net fair value of net assets under interest acquired	<u>62,897</u>

Vietnam Hotel Projekt B.V. (Life Resorts)

On 8 February 2013, MHG International Holding (Singapore) Pte. Ltd., a subsidiary of the Group, acquired 100% of the issued shares in Vietnam Hotel Projekt B.V. for a consideration of USD 15.5 million or equivalent to Baht 461 million.

Details of the acquisition were as follows:

	<u>Baht'000</u>
Purchase price considerations	460,619
Net carrying value of net assets under interest acquired	<u>(89,981)</u>
Purchase price over net assets (presented in goodwill, included in intangible assets)	<u>370,638</u>

35 Acquisitions (Cont'd)

Vietnam Hotel Projekt B.V. (Life Resorts) (Cont'd)

The carrying value at 100% interest of assets and liabilities acquired as a part of Life Resorts recognised as a result of the acquisition was as follows:

	Baht'000
Cash and cash equivalents	17,972
Trade and other receivables	12,844
Inventories	2,663
Other current assets	762
Property, plant and equipment, net	83,688
Prepaid rents	1,402
Deferred tax assets	120
Other assets	3,018
Liabilities	<u>(25,921)</u>
Net carrying value of net assets	96,548
Non-controlling interests	<u>(6,567)</u>
Net carrying value of net assets under interest acquired	<u>89,981</u>

Tidal Swell Pty. Ltd.

On 1 July 2013, OAKS acquired additional shares from the other shareholder of Tidal Swell Pty Ltd. amounting to AUD 4.95 million or equivalent to Baht 143 million. The investment increased from AUD 4.95 million to AUD 9.9 million or equivalent to Baht 285 million. This made the investment portion increase from 50% to 100% and changed the investment in a joint venture to investment in a subsidiary.

Details of the acquisition were as follows:

- a) Recognition of loss from previously held 50% interest

	Baht'000
Purchase price considerations of 50% as at 1 July 2013	142,554
Net fair value of net assets under interest acquired	<u>(138,299)</u>
Loss from change of investment in joint venture to investment in subsidiary	<u>4,255</u>

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35 Acquisitions (Cont'd)

Tidal Swell Pty. Ltd. (Cont'd)

- b) Recognition of goodwill from acquisition in the portion of 100% interest

	Baht'000
Additional purchase price considerations	142,554
Purchase price considerations of previously held interest	142,554
Total purchase price considerations	285,108
Net fair value of net assets acquired	(111,702)
Goodwill	173,406

The fair value at 100% interest of assets and liabilities acquired as a part of Tidal Swell Pty. Ltd. recognised as a result of the acquisition was as follows:

	Baht'000
Cash and cash equivalents	1,831
Trade and other receivables	12,731
Other current assets	2,605
Property, plant and equipment, net	94,060
Management letting rights	595,269
Borrowing from financial institutions	(399,120)
Other liabilities	(195,674)
Net fair value of net assets under interest acquired	111,702

Sothea Pte. Ltd.

On 12 September 2013, Lodging Management (Mauritius) Limited, a subsidiary of the Group, acquired 80% of the issued shares in Sothea Pte. Ltd. for a consideration of USD 6.4 million or equivalent to Baht 204 million.

Details of the acquisition were as follows:

	Baht'000
Purchase price considerations	203,940
Net carrying value of net assets under interest acquired	(168,283)
Purchase consideration in excess of net assets (presented in goodwill, included in intangible assets)	35,657

The carrying value at 80% interest of assets and liabilities acquired as a part of Sothea Pte. Ltd. as a result of the acquisition was as follows:

	Baht'000
Cash and cash equivalents	28,719
Other current assets	1,682
Property, plant and equipment, net	185,434
Liabilities	(5,481)
Net carrying value of net assets	210,354
Non-controlling interests	(42,071)
Net carrying value of net assets under interest acquired	168,283

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35 Acquisitions (Cont'd)

Oaks Hotels and Resorts (Huntervalley) Pty. Ltd.

On 21 October 2013, Oaks Hotels and Resorts (Huntervalley) Pty. Ltd, a subsidiary of the Group, acquired the business of Cypress Lakes Resort, Hunter Valley for a consideration of AUD 5.6 million or equivalent to Baht 163 million, representing 80% interest.

Details of the acquisition were as follows:

	<u>Baht'000</u>
Purchase price considerations	163,395
Net carrying value of net assets under interest acquired	<u>(152,891)</u>
Purchase consideration in excess of net assets (presented in goodwill, included in intangible assets)	<u>10,504</u>

The carrying value at 80% interest of assets and liabilities acquired as a part of Cypress Lakes Resort, Hunter Valley as a result of the acquisition was as follows:

	<u>Baht'000</u>
Property, plant and equipment, net	248,010
Management letting rights	43,767
Liabilities	<u>(100,663)</u>
Net carrying value of net assets	191,114
Non-controlling interests	<u>(38,223)</u>
Net carrying value of net assets under interest acquired	<u>152,891</u>

Oaks Hotels and Resorts (Mews) Pty. Ltd.

On 16 December 2013, Oaks Hotels and Resorts (Mews) Pty. Ltd, a subsidiary of the Group, acquired the business of The Mews Bowen Hills, Brisbane for a consideration of AUD 3.1 million or equivalent to Baht 89 million, representing 80% interest.

Details of the acquisition were as follows:

	<u>Baht'000</u>
Purchase price considerations	89,185
Net carrying value of net assets under interest acquired	<u>(68,557)</u>
Purchase consideration in excess of net assets (presented in goodwill, included in intangible assets)	<u>20,628</u>

The carrying value at 80% interest of assets and liabilities acquired as a part of The Mews Bowen Hills, Brisbane as a result of the acquisition was as follows:

	<u>Baht'000</u>
Property, plant and equipment, net	25,530
Management letting rights	85,951
Liabilities	<u>(25,785)</u>
Net carrying value of net assets	85,696
Non-controlling interests	<u>(17,139)</u>
Net carrying value of net assets under interest acquired	<u>68,557</u>

The net assets from these acquisitions have been recognised based on to the book value as of the acquisition date. The Group is currently in the process of identifying fair value of tangible assets and intangible assets

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which will result in an adjustment fair value of the assets. The difference between the carrying value and fair value will lead to an adjustment of goodwill recognised.

35 Acquisitions (Cont'd)

The goodwill recognised is attributable to the above companies strong position and profitability in hotel business and synergies expected to arise after the Group's acquisition of the new subsidiary. None of the goodwill is expected to be deductible for tax purposes.

a) Non-controlling interest

The Group has chosen to recognise the non-controlling interest at the NCI's proportionate share of the acquiree's identifiable net assets.

b) Revenue and profit contribution

The acquired business contributed revenues of Baht 573 million and net profit of Baht 38 million to the Group for the period from the acquisition date to 31 December 2013.

36 Financial instruments

Financial risk management policies

The financial risk management policies are standard sets of guidelines that the Group use in managing, but not limited to, liquidity risks, interest rate risks, foreign exchange risks and credit risks with the key objectives of managing and mitigating such risks without any means of speculation.

Liquidity risk

The Group manages its liquidity risks by, for example, maintaining sufficient cash and cash equivalent to support its working capital requirements, securing long term funding in advance and diversifying funding sources.

Interest rate risk

The interest rate risks arise from the volatility of market interest rates, which may have a negative impact on the Group's cashflow. The Group manages such risks in accordance with its policy to reduce the Group's exposure to adverse changes in interest rates and the prevailing financial market condition. The Group generally maintains the majority of debt borrowings at fixed interest rate. Interest rate swap is one of the key financial derivatives that the Group uses to manage interest rates volatility by converting floating interest rate borrowing to fixed rate borrowings.

As at 31 December 2013, the Group has entered into the interest rate swap contracts as follows:

- a) Interest rate swap contract for loan from financial institution in USD currency with principal amount of USD 8.0 million, which swap floating interest rate to fixed interest rate. The contract will expire in 2015.
- b) Interest rate swap contract for loan from financial institution in USD currency with principal amount of USD 9.0 million, which swap floating interest rate to fixed interest rate. The contract will expire in 2016.
- c) Interest rate swap contract for loan from financial institution in AUD currency with principal amount of AUD 24.5 million, which swap floating interest rate to fixed interest rate. The contract will expire in 2016.

36 Financial instruments (Cont'd)

Foreign currency risk

The Groups' exposure to foreign currency risk relates primarily to the purchase or sales of goods and service, borrowing and lending in foreign currency and investments in foreign subsidiaries and associates. In order to manage the risk arising from fluctuations in currency exchange rates, the Group uses the derivative, cross currency swap contracts and forward foreign exchange contracts, to manage the risk as follows,

Cross currency swap contracts

As at 31 December 2013, the Group has cross currency swap contract which is debenture of Baht 1,500 million with fixed interest rate converting to an equivalent fixed amount of USD 48.9 million with fixed interest rate.

Foreign exchange forward contracts

Foreign exchange forward contracts are used for managing exposure to fluctuations in foreign currency exchange rates for the purchase of goods. As at 31 December 2013, the Group has outstanding foreign exchange forward contracts, with maturity less than 6 months as follows (2012: maturity less than 6 months):

	Consolidated	
	2013	2012
	Baht	Baht
USD 454,101 (Baht 32.907/1 USD) (2012: USD 145,248 (Baht 30.681 - 30.810/1 USD))	14,943,069	4,467,052
EUR 35,878 (Baht 43.505 - 44.339 /1 EUR) (2012: EUR 59,796 (Baht 40.63 - 40.665 /1 EUR))	1,583,988	2,429,765
JPY 1,359,220 (Baht 0.31328/1 JPY) (2012: Nil)	425,816	-
2012: SGD 298,890 (Baht 25.12/1 SGD)	-	7,508,117
	Company	
	2013	2012
	Baht	Baht
USD 143,737 (Baht 32.907/1 USD) (2012: Nil)	4,729,966	-

Credit risk

The Group is exposed to normal credit risk primarily with respect to trade accounts receivable. However, due to the large number of entities comprising the Group's customer base, the Group does not anticipate material losses from its debt collection.

Fair value

The fair value of the open cross currency swap contracts and foreign exchange forward contracts for loan as at 31 December 2013 is unfavourable amounting to Baht 153,110,818 (2012: unfavourable amounting to Baht 96,657,868).

The fair value of the open foreign exchange forward contracts for the purchase of goods as at 31 December 2013 is favourable amounting to Baht 58,990 (2012: favourable amounting to Baht 62,449).

37 Commitments

As at 31 December 2013, the Group has commitments as follows:

The Company

- The Company has entered into a franchise agreement with an overseas company. The Company is committed to pay a franchise fee and an international marketing fee based on a percentage of gross room revenues, as specified in the agreement. The agreement will be terminated in October 2016.
- The Company has entered into an agreement to lease the land on which its hotel building is built for a period of 30 years, ending in 2018. The Company is committed to pay rental fees at a certain percentage of gross revenue (which is to be increased annually until it reaches a specified rate) or at a minimum rental fees stipulated in the agreement, whichever is higher. As at 31 December 2013, the Company's future commitments according to the minimal rental fees stipulated in the agreement is approximately Baht 25 million.
- The Company has entered into rental and service agreements with a subsidiary relating to its opening of restaurants. The Company is committed to pay rental and service fees under the agreements of approximately Baht 2.8 million. In addition, the Company is committed to pay fees for the area used in the sale of food and beverages to this subsidiary, at a percentage of the Company's food and beverage revenues stipulated in the agreements, ending in 2014.
- The Company has entered into a trademark agreement with a subsidiary. The Company has obligation to pay trademark fees at certain percentages of revenue generated as indicated in the agreement. The agreement is valid for 10 years and will be terminated in 2017.
- The Company has entered into a hotel management agreement with a subsidiary to manage the Company's hotel. The Company is committed to pay fees at a certain percentage of revenue as stipulated in the agreement. The agreement is valid for 10 years and will be terminated in 2016.
- The Company has entered into two agreements for technical assistance and the use of trademarks and trade names which the Company with an overseas company under the terms of the agreements, fees calculated at a percentage of gross sales as specified in the agreements. One of them was effective in February 1994 which will be continued until one of the parties terminates the contract, and the other will be continued until one of the parties terminates the contract, in 2008. According to the two agreements, a subsidiary must pay franchise fees based on a percentage of sales and must comply with certain terms and conditions.

Subsidiaries

Management and services agreements

- A subsidiary has entered into a license and royalty agreement with an overseas company. The subsidiary is committed to pay royalty fees and management hotel fees at the rate, terms and basis as specified in the agreement for a period of 20 years through 2021 and can be renewed at its expiry date for 10 years.
- A subsidiary has entered into service agreements with three companies with regards to the hotel operations, whereby the subsidiary has been provided certain services and granted a license. The subsidiary is required to comply with certain conditions stipulated in these agreements and to pay the fees following the rates, terms and bases as specified in the agreements. All agreements are effective for the period from September 2006 to June 2024.
- Under advertising, licensing and restaurant management agreements with overseas companies, a subsidiary is committed to pay fees at a percentage of the gross sales of each restaurant in the hotel as stipulated in the agreements, ending in 2015.

37 Commitments (Cont'd)

Subsidiaries (Cont'd)

Management and services agreements (Cont'd)

- A subsidiary has entered into service agreements with three companies with regards to the hotel operations, whereby the subsidiary has been provided services and granted a license to operate. The subsidiary is required to comply with certain conditions stipulated in these agreements and to pay the fees following the rates, terms and bases as specified in the agreements. All agreements are effective from January 2006 to December 2017 and are renewable after expiry date for 20 years.
- A subsidiary has entered into service agreements with three companies with regards to the hotel operations, whereby the subsidiary has been provided services and granted a license to operate. The subsidiary is required to comply with certain conditions stipulated in these agreements and to pay the fees following the rates, terms and basis as specified in the agreements. All agreements are effective from February 2007 to January 2027 and are renewable after expiry date for another two periods of 20 years and 10 years, respectively.
- A subsidiary has entered into service agreements with three companies with regards to the hotel operations, whereby the subsidiary has been provided services and granted the license. The subsidiary is required to comply with certain conditions stipulated in these agreements and to pay the fees following the rates, terms and basis as specified in the agreements. All agreements are effective from 22 December 2005 to 25 June 2013 and are renewable after expiry date for another two periods of 15 years each.
- A subsidiary has entered into a consulting agreement regarding hotel operation with two companies, whereby the subsidiary has been provided hotel operating and marketing services, right of trademark use, technical knowledge, and other related right. The subsidiary is to comply with certain conditions stipulated in these agreements and to pay the fees following the rates, terms and basis as specified in the agreements. All agreements are effective from April 2011 to December 2031.
- A subsidiary has entered into residential license marketing agreement regarding residential operation with a company, whereby the subsidiary has been provided residential operating and marketing services, right of trademark use, technical knowledge, and other related right. The subsidiary is to comply with certain conditions stipulated in these agreements and to pay the fees following the rates as specified in the agreements. The agreement is effective from June 2007 to May 2037.
- A subsidiary has entered into the service agreements with a company with regards to consultation, installation, repair and maintenance of computer system, computer software and information technology system. The subsidiary is committed to pay the fees following the rates, terms and basis as specified in the agreements. The agreements are for the period of 10 years and effective from December 2007.

37 Commitments (Cont'd)

Subsidiaries (Cont'd)

Rental agreements

- Three subsidiaries have entered into separate land lease agreements for periods between 30 to 42 years, effective on 8 May 1987, 25 January 1989 and 2 July 1994, respectively. The subsidiaries are committed to pay rental fees at a certain percentage of annual gross revenue (to be increased annually until it reaches a specified rate) or at a minimum rent stipulated in the agreement, whichever is higher. As at 31 December 2013, the subsidiaries' future payment commitments in accordance with the minimal rental fees stipulated in the agreements are approximately Baht 103 million (2012: Baht 114 million).

In 2010, a subsidiary has extended land lease agreements for periods of 30 years, effective on 25 January 2010 to 25 January 2040. The subsidiary is committed to pay rental fees at a certain percentage of annual gross revenue (to be increased annually until it reaches a specified rate) or at a minimum rent stipulated in the agreement, whichever is higher. As at 31 December 2013, the subsidiary's future payment commitments in accordance with the minimal rental fees and special remuneration stipulated in the agreements are approximately Baht 1,132 million (2012: Baht 1,132 million).

- A subsidiary has entered into the sublease land agreement of Kihavah Huravlhu Island for 23 years from 23 October 2007 for the construction of a new hotel. As at 31 December 2013, a subsidiary has commitment to pay rental fee as stipulated in the lease agreement approximately of USD 34.4 million (2012: USD 17.3 million).
- A subsidiary has entered into lease agreements covering the land where the hotel is situated. Under the lease agreement, the subsidiary has transferred the ownership of the hotel buildings and improvements to the landlord. The subsidiary is committed to pay rental fees at the rates specified in the lease agreement. The lease agreement is for a period of thirty years up to the year 2043. As at 31 December 2013, the subsidiary has a commitment to pay minimal rental fees as stipulated in the agreement as follows:

Year	Baht Million
Next year	37
Between 2 and 5 years	167
After 5 years	2,170
	2,374

- On 3 July 2007, a subsidiary entered into an agreement to construct and lease the land and completed building with the Privy Purse Bureau. Under this agreement, the Privy Purse Bureau agrees and permits the subsidiary to undertake building construction, and the subsidiary agreed to construct a residential and hotel building situated on land owned by the Privy Purse Bureau. The building construction permit was under the name of the Privy Purse Bureau and the ownership of the building and other constructions on this land are transferred to the landlord on completion. In addition, the subsidiary was required to pay all expenses with respect to the construction of the building. The construction period was 4 years from the date of receipt of the permit to construct the building from the Bangkok Metropolitan Authority. The Privy Purse has agreed with the subsidiary to lease the land and building for the residential, hotel and related commerce for a period of 30 years commencing 1 March 2011. As at 31 December 2013, the subsidiary has a commitment to pay land and building rental fee to the Privy Purse Bureau at the rates stipulated in the agreement amounting to Baht 495 million by which the subsidiary has recorded a part of the rental fee as accrued project cost in statement of financial position amounting to Baht 268 million.

37 Commitments (Cont'd)

Subsidiaries (Cont'd)

Rental agreements (Cont'd)

- A subsidiary has entered into a land rental agreement of which the location is on timeshare residence. The particular subsidiary has a commitment to pay the rental fees as stated in the agreement. The agreement lasts 30 years and will end in January 2039. As at 31 December 2013, the subsidiary has commitment to pay Baht 130 million as stipulated, by which Baht 45 million has been included as accrued project cost in the statement of financial position.
- As at 31 December 2013 and 2012, there were lease commitments for the lease and service agreements for restaurant outlets, office spaces, shops, motor vehicles, computer equipment, and office equipment committed by subsidiaries for the period ranging from 1 year to 30 years payable as follows:

	2013		2012	
	Baht Million	AUD Million	Baht Million	AUD Million
Next year	977	23	928	17
Between 2 and 5 years	1,009	55	871	49
After 5 years	80	2	81	3
Total	2,066	80	1,880	69

In addition to these amounts, restaurant rental fees are payable based on a percentage of either gross or net sales as specified in the relevant agreements.

Trademark, franchise and license agreements

- Four subsidiaries have entered into a number of franchise agreements in order to obtain rights to operate food restaurants. According to the agreements, those subsidiaries must pay franchise fees based on a percentage of sales and must comply with certain terms and conditions. The payments of franchise fees are included in selling expenses.
- During 2009 to 2018, eight subsidiaries of distribution and manufacturing business have entered into distribution agreement, franchise agreement and to use trademarks and to receive marketing technical assistance with overseas companies. These agreements have terms of 2 - 10 years and can be renewed unless terminated by either party. The agreements are subject to certain conditions which the subsidiaries have to comply throughout the agreement periods.
- Under a one year license agreement ending in 2008 to operate a theatre with an overseas company on a yearly renewal basis, a subsidiary is committed to pay certain fees as specified in the agreement. The agreement is automatically renewed at its expiry date for one year each.
- A subsidiary has entered into a license agreement with an overseas company in order to obtain rights to use the trademark in selling the residences. According to the agreement, a subsidiary must pay franchise fees based on a percentage of sales and must comply with certain terms and conditions.

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38 Guarantees

Guarantees in the normal courses of business are as follows:

	31 December 2013						
	Consolidated				Company		
	Baht Million	US\$ Million	AUD Million	Yuan Million	Baht Million	US\$ Million	AUD Million
Letters of guarantees issued by bank on behalf of the Group	523.2	8.2	40.0	78.0	190.7	0.6	-
Guarantee given by the Group to financial institution to guarantee for credit facilities	4,263.1	143.2	108.0	125.0	2,594.5	143.2	108.0

	31 December 2012						
	Consolidated				Company		
	Baht Million	US\$ Million	AUD Million	Yuan Million	Baht Million	US\$ Million	AUD Million
Letters of guarantees issued by bank on behalf of the Group	494.7	8.2	10.9	63.0	161.3	0.6	-
Guarantee given by the Group to financial institution to guarantee for credit facilities	3,763.1	86.1	108.0	250.0	2,189.5	85.6	108.0

39 Provident fund

The Group and permanent employees have jointly registered a provident fund scheme under the Provident Fund Act, B.E. 2530. The fund receives contributions on a monthly basis from both the employees and the Group at the rate of 5% to 7.5% and 5% to 10 % respectively of basic salaries. The fund is managed by Kasikorn Asset Management Company Limited, Bangkok Bank Public Company Limited and Tisco Asset Management Company Limited.

40 Post statement of financial position event

In February 2014, a subsidiary of the Group invested a stake in Pecan Deluxe (Thailand) Co., Ltd. in amount of Baht 52 million, representing 49.99% of this company's share capital.