

MINOR

INTERNATIONAL





Anantara Rasananda, Phangan



Anantara Kihavah Villas,
Maldives



Desert Islands
Resort & Spa,
Abu Dhabi



Oaks Boathouse,
Australia



Anantara Dhigu
Resort & Spa,
Maldives



Oaks Club Resort, New Zealand



Anantara Phuket Resort & Spa



JW Marriott, Phuket



Four Seasons,
Koh Samui



THE COFFEE CLUB
CAFE • BAR • RESTAURANT



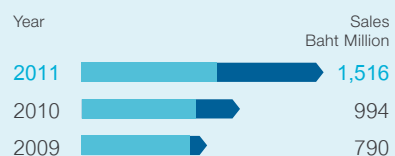


THAILAND

Anantara Resort & Spa - Thailand

Our award winning Anantara brand has 9 properties located throughout Thailand. In 2011, we opened two new properties and achieved a 53% increase in total system sales.

Thailand is one of Asia's leading tourist destinations and the Anantara enjoys a strong position with properties extending from beaches of Phuket and Samui to Bangkok and north to the Golden Triangle.

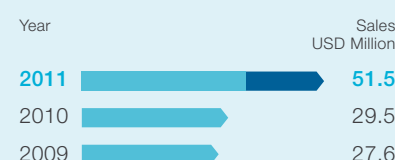


MALDIVES

Anantara Resort & Spa - Maldives

In the Maldives, we increased our footprint in that exciting market to four resorts with the launch of the Anantara Kihavah which has stunning 78 pool villas.

In its first year of operation the Anantara Kihavah achieved sales of US\$ 18 million. In 2011, the resorts in the Maldives combined to total sales of US\$ 57 million.



(Total sales of the resorts in the Maldives consist of sales of 3 Anantara resorts and Naladhu)



MIDDLE EAST

Anantara Resort & Spa - Middle East

In the middle east, our two Anantara resorts combined to achieve a 21% increase in sales.



BALI

Anantara Resort & Spa - Bali

In Bali, the 60 room Anantara Seminyak achieved a 8% increase in sales.



VIETNAM

Anantara Resort & Spa - Vietnam

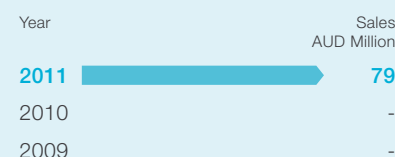
We have one Anantara in Vietnam and are looking to develop more in that expanding market.



AUSTRALIA

Oaks Hotels & Resorts - Australia

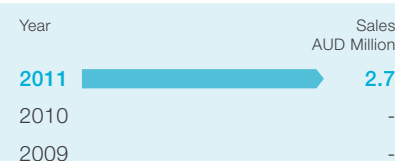
In 2Q11, we acquired 100% of Oaks which has 38 properties, most of which are located in Australia.



NEW ZEALAND

Oaks Hotels & Resorts - New Zealand

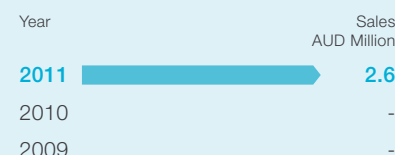
We are pleased that the Oaks acquisition gave our hospitality business exposure to another market; New Zealand.



MIDDLE EAST

Oaks Hotels & Resorts - Middle East

With success already in the Middle East, Oaks is starting to move well beyond its core Australian market.





St.Regis

At one of Bangkok's most prestigious locations, we opened the St. Regis in early 2011. In its first year of partial operation, the St. Regis achieved sales of Baht 212 million.

At the St. Regis, we also succeeded in selling 55% of our residential inventory and this contributed significantly to overall profit in 2011.

Year	Sales Baht Million
2011	212
2010	-
2009	-



Four Seasons

Our award winning Four Seasons hotels in Bangkok, Chiang Mai, Samui and Chiang Rai combined to achieve revenues of Baht 1,767 million.

Our Four Seasons Tented camp in Chiang Rai has been recognized by the readers of Conde Nast as the #1 resort in the world.

Year	Sales Baht Million
2011	1,767
2010	1,541
2009	1,622



Marriott

Our Marriott and JW Marriott resorts including three that are located in Hua Hin, Pattaya and Phuket combined for revenues of Baht 2,178 million.

Rebranded Bangkok Marriott Resort and Spa, to be Anantara Bangkok Riverside Resort and Spa in November 2011

Year	Sales Baht Million
2011	2,178*
2010	2,142
2009	2,149

* Sales include revenue from Anantara Bangkok Riverside Resort and Spa for comparison purpose.



Elewana Africa

Our safari camps operating in Tanzania combined for US\$ 11.9 million in sales. It was a 40% increase over 2010.

Year	Sales USD Million
2011	11.9
2010	8.5
2009	5.9



Minor International Brands

Minor International branded resorts including Naladhu in the Maldives, Harbor View in Vietnam and Kani Lanka in Sri Lanka combined for sales of US\$ 11.4 million in 2011.

Year	Sales USD Million
2011	11.4
2010	8.1
2009	6.7



Royal Garden Plaza

Our three shopping centers that are located next to our hotels in Phuket, Pattaya and Bangkok had revenues of Baht 700 million.

Year	Sales Baht Million
2011	700
2010	623
2009	616



MSPA International





With more than 30 spas in 10 countries, our spa business combined for Baht 480 million in sales last year.

Year	Sales Baht Million
2011	480
2010	487
2009	431



Restaurants

■ Direct-Owned
 ■ Managed/Franchise

	<p>The Pizza Company</p> <p>Our 189 company owned and 88 franchised outlets saw system wide sales increase by 15% to Baht 5,110 million.</p>	<table><tr><th>Year</th><th>Sales Baht Million</th></tr><tr><td>2011</td><td>5,110</td></tr><tr><td>2010</td><td>4,439</td></tr><tr><td>2009</td><td>4,257</td></tr></table>	Year	Sales Baht Million	2011	5,110	2010	4,439	2009	4,257	
Year	Sales Baht Million										
2011	5,110										
2010	4,439										
2009	4,257										
	<p>Swensen's</p> <p>With 118 company owned and 149 franchised outlets, Swensen's posted a 11% increase in system wide sales to Baht 2,848 million.</p>	<table><tr><th>Year</th><th>Sales Baht Million</th></tr><tr><td>2011</td><td>2,848</td></tr><tr><td>2010</td><td>2,576</td></tr><tr><td>2009</td><td>2,481</td></tr></table>	Year	Sales Baht Million	2011	2,848	2010	2,576	2009	2,481	
Year	Sales Baht Million										
2011	2,848										
2010	2,576										
2009	2,481										
	<p>Thai Express</p> <p>Thai Express and related brands such as New York New York and Xin Wang Hong Kong Café had sales of SGD 105 million.</p>	<table><tr><th>Year</th><th>Sales SGD Million</th></tr><tr><td>2011</td><td>105</td></tr><tr><td>2010</td><td>103</td></tr><tr><td>2009</td><td>115</td></tr></table>	Year	Sales SGD Million	2011	105	2010	103	2009	115	
Year	Sales SGD Million										
2011	105										
2010	103										
2009	115										
	<p>The Coffee Club</p> <p>Coffee Club, which is 95% franchised, posted system wide sales that were up 14% to A\$ 334 million.</p>	<table><tr><th>Year</th><th>Sales AUD Million</th></tr><tr><td>2011</td><td>334</td></tr><tr><td>2010</td><td>292</td></tr><tr><td>2009</td><td>251</td></tr></table>	Year	Sales AUD Million	2011	334	2010	292	2009	251	
Year	Sales AUD Million										
2011	334										
2010	292										
2009	251										
	<p>Sizzler</p> <p>45 Sizzler outlets in Thailand and China combined for sales that were up 15% to Baht 2,247 million.</p>	<table><tr><th>Year</th><th>Sales Baht Million</th></tr><tr><td>2011</td><td>2,247</td></tr><tr><td>2010</td><td>1,958</td></tr><tr><td>2009</td><td>1,720</td></tr></table>	Year	Sales Baht Million	2011	2,247	2010	1,958	2009	1,720	
Year	Sales Baht Million										
2011	2,247										
2010	1,958										
2009	1,720										
	<p>Dairy Queen</p> <p>237 company owned and 26 franchised Dairy Queen outlets in Thailand achieved sales of Baht 1,202 million.</p>	<table><tr><th>Year</th><th>Sales Baht Million</th></tr><tr><td>2011</td><td>1,202</td></tr><tr><td>2010</td><td>986</td></tr><tr><td>2009</td><td>875</td></tr></table>	Year	Sales Baht Million	2011	1,202	2010	986	2009	875	
Year	Sales Baht Million										
2011	1,202										
2010	986										
2009	875										
	<p>Burger King</p> <p>27 company owned Burger King outlets combined for sales of Baht 953 million.</p>	<table><tr><th>Year</th><th>Sales Baht Million</th></tr><tr><td>2011</td><td>953</td></tr><tr><td>2010</td><td>816</td></tr><tr><td>2009</td><td>765</td></tr></table>	Year	Sales Baht Million	2011	953	2010	816	2009	765	
Year	Sales Baht Million										
2011	953										
2010	816										
2009	765										
 SSP • creating a better experience	<p>Select Service Partner Limited</p> <p>Our restaurant business in airports experienced a 8% increase in revenue.</p>	<table><tr><th>Year</th><th>Sales Baht Million</th></tr><tr><td>2011</td><td>717</td></tr><tr><td>2010</td><td>661</td></tr><tr><td>2009</td><td>581</td></tr></table>	Year	Sales Baht Million	2011	717	2010	661	2009	581	
Year	Sales Baht Million										
2011	717										
2010	661										
2009	581										
	<p>Minor Dairy Limited</p> <p>Sales from our ice cream factory were up significantly by 13%.</p>	<table><tr><th>Year</th><th>Sales Baht Million</th></tr><tr><td>2011</td><td>930</td></tr><tr><td>2010</td><td>825</td></tr><tr><td>2009</td><td>813</td></tr></table>	Year	Sales Baht Million	2011	930	2010	825	2009	813	
Year	Sales Baht Million										
2011	930										
2010	825										
2009	813										
	<p>Minor Cheese Limited</p> <p>Our cheese factory had sales that were up 12% in 2011.</p>	<table><tr><th>Year</th><th>Sales Baht Million</th></tr><tr><td>2011</td><td>502</td></tr><tr><td>2010</td><td>447</td></tr><tr><td>2009</td><td>412</td></tr></table>	Year	Sales Baht Million	2011	502	2010	447	2009	412	
Year	Sales Baht Million										
2011	502										
2010	447										
2009	412										

Retail

Direct-Owned

ESPRIT

Esprit

Our largest fashion brand had sales of Baht 592 million in 2011.

Year	Sales Baht Million
2011	592
2010	565
2009	477



bossini

Bossini

Sales of this leading fashion brand were Baht 241 million.

Year	Sales Baht Million
2011	241
2010	243
2009	238



GAP

GAP

Sales of Gap increased by 127% to Baht 349 million.

Year	Sales Baht Million
2011	349
2010	154
2009	-



CHARLES & KEITH

Charles & Keith

Sales of Charles & Keith footwear increased by 71% to Baht 246 million.

Year	Sales Baht Million
2011	246
2010	144
2009	117



redearth

Red Earth, Bloom, Smashbox

Our portfolio of leading cosmetics brands combined for sales of Baht 143 million.

Year	Sales Baht Million
2011	143
2010	146
2009	142



bloom

smashbox



Zwilling J.A. Henckels

Sales from our luxury household supplies and kitchenware brand were Baht 39 million in 2011.

Year	Sales Baht Million
2011	39
2010	36
2009	37



ETL Learning

Sales of ETL Learning were Baht 220 million in 2011.

Year	Sales Baht Million
2011	220
2010	217
2009	148



TUMI

Tumi

The world's premier luggage brand anchors our line of luxury lifestyle brands.

Year	Sales Baht Million
2011	39
2010	29
2009	32



NMT

NMT

Our contract manufacturing business which supplies global FMCG companies was affected by the floods and sales declined in 2011.

Year	Sales Baht Million
2011	1,024
2010	1,087
2009	1,278



Minor International Footprint



 FOOD

 HOTEL & SPA



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Core **Values**

CUSTOMER FOCUS

RESULT ORIENTED

PEOPLE DEVELOPMENT

INNOVATIVE

PARTNERSHIP

Vision

To be a leading international hospitality and lifestyle operator by delivering branded products and services that provide 100% **SATISFACTION** to all stakeholders.

Delivering premium branded hospitality services, restaurant concepts and lifestyle products globally

Every year, over 25,000 service professionals at 75 hotels, 1,257 restaurants and 247 retail outlets have the pleasure of serving more than 90 million customers in 22 countries.

Financial Highlights

		2007	2008	2009	2010	2011
Consolidated (Baht Million)	Net Sales	13,538	15,814	16,460	18,140	26,137
	Total Revenues	14,029	16,399	17,244	19,089	28,332
	Gross Profit	8,980	10,521	10,671	11,250	16,052
	EBITDA	3,759	4,303	3,791	3,633	6,201
	EBIT	2,463	2,924	2,230	2,061	4,221
	Foreign Exchange (Gain) Loss	5	(64)	(15)	(3)	40
	Net Profit	1,611	1,892	1,400	1,236	2,880
	Total Assets	21,280	25,064	28,271	32,799	40,865
	Total Liabilities	11,572	12,760	16,217	19,043	25,931
	Interest Bearing Debt	8,335	9,101	11,530	14,368	19,824
	Total Equity	9,708	12,304	12,054	13,756	14,935
	Net Cash Flow from Operating Activities	2,364	3,388	2,795	2,537	3,813
Profitability Ratio (Percentage)	Gross Profit Margin	66.33	66.53	64.83	62.02	61.41
	Net Profit Margin	11.48	11.54	8.12	6.48	10.17
	Return on Total Assets (ROA)	8.25	8.17	5.25	4.05	7.82
	Return on Equity (ROE)	18.07	17.19	11.50	9.58	20.08
Debt to Equity Ratio (Times)	Interest Bearing Debt/Equity Ratio	0.86	0.74	0.96	1.04	1.33
	Long Term Debt/Equity Ratio	0.76	0.64	0.79	0.94	1.16
	Gearing Ratio	1.19	1.04	1.35	1.38	1.74
Per Share Data (Baht)	Earnings per Share	0.51	0.56	0.43	0.38	0.88
	Book Value per Share	3.21	3.40	3.71	4.22	4.56
	Dividends per Share	0.25	0.31	0.15	0.15	0.25
	Dividend Payout Ratio (%)	48.65	55.07	35.01	39.49	28.39
Share Capital (Thousand Shares)	Par Value	1	1	1	1	1
	Registered Ordinary Shares	3,275,302	3,689,623	3,351,851	3,677,989	3,666,520
	Registered Preferred Shares	63,520	-	-	-	-
	Number of Ordinary Shares Outstanding	2,958,216	3,614,264	3,246,416	3,262,339	3,275,225
	Number of Preferred Shares Outstanding	63,520	-	-	-	-
	Number of Weighted Average Ordinary Shares Outstanding	2,762,173	3,361,793	3,268,811	3,255,950	3,270,879
	Number of Weighted Average Preferred Shares Outstanding	63,520	-	-	-	-
	Number of Warrants Outstanding					
	• Offered to Existing Shareholders	239,140	-	-	325,382	325,380
	• Offered to Employee Stock Option Program	62,065	38,066	66,524	78,080	52,717

Notes: 1. Dividends per share for the year 2007 are consisted of cash dividend at Baht 0.15 per share and share dividend at Baht 0.10 per share.

2. Dividend per share for the performance Year 2011 consisted of cash dividend at Baht 0.15 per share and stock dividend at 10:1 (Baht 0.10 per share)
The above 2011 dividend per share is relied to MINT Board of Director's resolution on 21 February 2012 and this dividend per share will be brought to the Annual General Meeting for Shareholders on 2 April 2012.

3. Dividend payout ratio is calculated from dividend per share divided by earnings per share.

Financial Status at a Glance

Consolidated Statements of Cash Flow

For the Year Ended 31 December 2011

(Baht Million)

Net Cash Inflows from Operating Activities	3,814
Net Cash Payment for Investing Activities (1)	(6,539)
Net Cash Receipts from Financing Activities (2)	2,670
Net decrease in Cash & Cash Equivalents	(55)
Gain on exchange on Cash & Cash Equivalents	40
Cash & Cash Equivalents on 31 December 2010	1,154
Cash & Cash Equivalents on 31 December 2011	1,139

Consolidated Statements of Financial Position

As at 31 December 2010

(Baht Million)

Assets	
Cash & Cash Equivalents	1,154
Other Current Assets	5,691
Investments & Other	10,814
Property Plant and Equipment	15,138
Total Assets	32,797
Liabilities & Equities	
Current Liabilities	6,057
Non-current Liabilities	12,984
Share Capital, Premium & Reserves	6,903
Retained Earnings - net	5,971
Non-Controlling Interests	882
Total Liabilities & Equities	32,797

Consolidated Statements of Income

For the Year Ended 31 December 2011

(Baht Million)

Revenues	28,068
Gross Operating Profit	16,801
S&A Expenses	12,844
Operating Profit	3,957
Profit Sharing	264
Earnings Before Financial Costs and Tax	4,221
Financial Costs	879
Earnings Before Tax	3,342
Corporate Tax	415
Non-Controlling Interests	47
Net Profit	2,880

Consolidated Statements of Financial Position

As at 31 December 2011

(Baht Million)

Assets	
Cash & Cash Equivalents	1,139
Other Current Assets (4)	6,460
Investments & Other (5)	15,155
Property Plant and Equipment (6)	18,104
Total Assets	40,858
Liabilities & Equities	
Current Liabilities	8,580
Non-current Liabilities (7)	17,344
Share Capital, Premium & Reserves (8)	6,006
Retained Earnings - net	8,361
Non-Controlling Interests	567
Total Liabilities & Equities	40,858

Retained Earnings

As at 31 December 2011

(Baht Million)

Balance as at 31 December 2010	5,971
Net Profit for 2011	2,880
Dividends (3)	(490)
Balance as at 31 December 2011	8,361

Notes

- (1) Additional investment of Baht 2,982 million in subsidiaries, Baht 458 million in Joint Venture, Baht 27 million in others and new PPE purchase of Baht 2,779 million.
- (2) Net cash from Financing activities of Baht 2,670 million primarily from borrowings for investment in subsidiaries and issuances of debentures to repay long term loan and redeem debenture.
- (3) In 2011, the Company paid dividend in April (Baht 0.15 per share), total dividend payment amount of Baht 490 million.
- (4) Other current assets increased Baht 769 million primarily due to increase in Trade and Other Receivable from consolidation of Oaks Hotels and Resorts from May 2011.
- (5) Investments & others increased Baht 4,341 million primarily from acquisition investment in subsidiaries and others of Baht 485 million and increase in intangible asset - management letting rights and goodwill from consolidation of Oaks Hotels and Resorts.
- (6) Total net fixed assets increased Baht 2,966 million from new construction in hotel group of Baht 2,160 million, expansion of food group of Baht 724 million, expansion of distribution and manufacturing of Baht 130 million and consolidation of Oaks Hotels & Resorts of 1,697 million with reduction of depreciation of Baht 1,745 million.
- (7) Long-term liabilities increased Baht 4,360 million due to long term borrowings drawn for investment in subsidiaries, issuance of new debentures to repay long term borrowings and to redeem debentures, and consolidation of borrowings from Oaks Hotels & Resorts.
- (8) Share Capital, Premium & Reserves decreased Baht 897 million in 2011, primarily due to reclassification of fair value reserve for investment in S&P Syndicate Pcl. of Baht 1,054 million to realize gain while increased capital of Baht 90 million from exercise of ESOP.

Chairman's Message



DEAR FELLOW STAKEHOLDERS:

I am delighted to report that despite another year of what seemed to be unimaginable challenges, 2011 was our best year ever. Again, the political and economic uncertainties we faced in 2009 and 2010 continued to affect tourism and consumer confidence. On top of this, Thailand experienced its worst floods in decades with more than 40% of Thailand's total land area and large parts of Bangkok submerged for weeks in November. Despite all of this, Minor International's net profit increased 133% to a record Baht 2,880 million.

In 2011, our businesses, including 75 hotels and serviced apartments and 1,257 restaurants across 23 countries, again proved resilient. In the fourth quarter, most of our businesses were affected by the floods and, as a result, we experienced a sudden increase in costs and had to book a Baht 238 million write-off. Despite this increase in expenses, core net profit, excluding extraordinary items such as a gain from a reclassification of our investment in S&P Syndicate Pcl. (S&P) and a goodwill impairment related to our restaurant business in China, was up 55% to Baht 1,919 million.

The hospitality business, including those related to hotel operations, hotel management, service apartments, residential property sales, vacation club and spas, achieved a 139% increase in profit. At the same time, the restaurant business had another great year with profit that was up 160%. Excluding extraordinary items such as the gain from S&P and the goodwill impairment in China, profit from the restaurant business increased by 24%.

Despite such strong performance, we continued to build for the future. Years from now, I think that when we look back on 2011, we will see that this was a defining year and one where our accomplishments firmly created the foundation for many years of future growth. I will highlight some of the most significant strategic achievements of 2011.

WILLIAM E. HEINECKE

Chairman and Chief Executive Officer





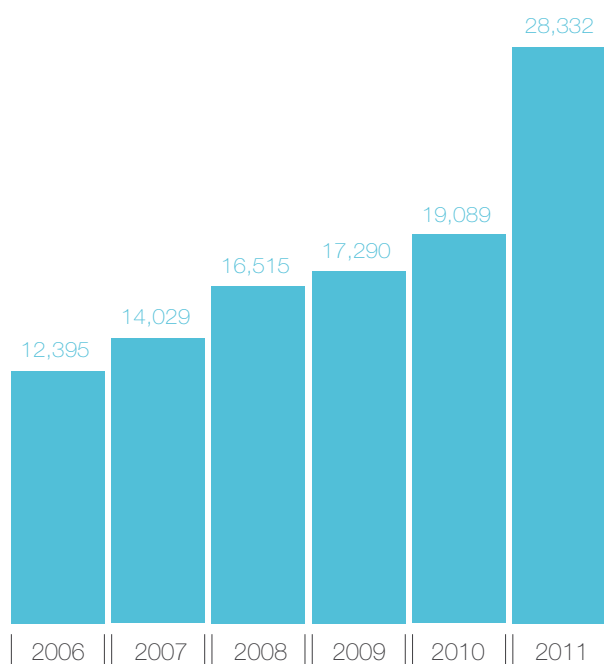
Oaks Hotels & Resorts, Pacific Blue



Anantara Kihavah Resorts & Spa, Maldives

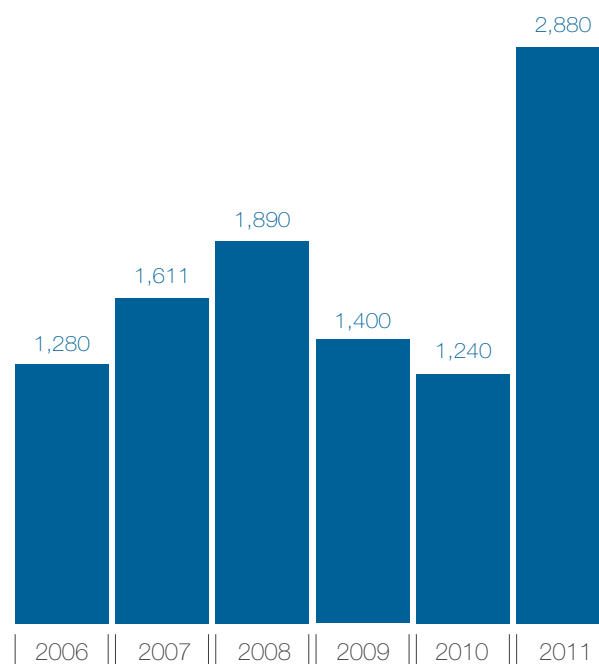
CONSOLIDATED REVENUES

(in Baht million)

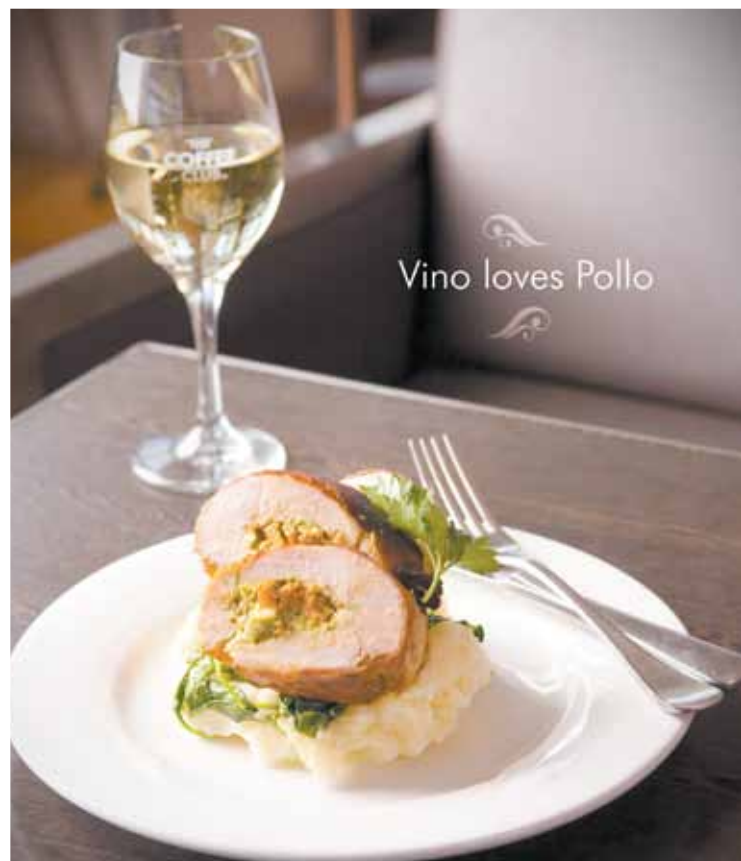


CONSOLIDATED NET PROFIT

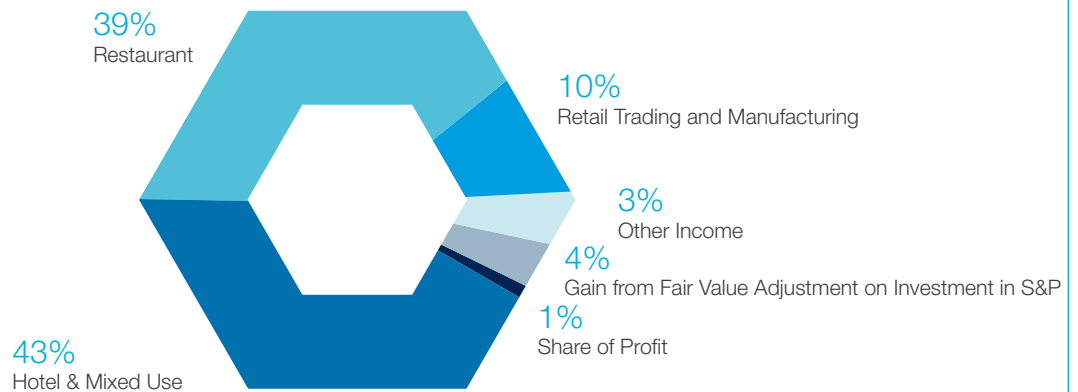
(in Baht million)



- We invested US\$ 90 million to acquire a 100% stake in Australia's leading hospitality operator. The acquisition of **Oaks Hotels and Resorts (Oaks)** contributed to a sharp increase in total profit and it gave us a strong foothold in a growing hospitality market. The investment diversified our portfolio beyond our traditional Thailand base, with hotel and mixed use profits from Thailand declining from 87% to 66% following the acquisition. The Oaks brand will help to drive future growth and I am convinced that, like our own Anantara brand, Oaks will also be able to expand to Asia and the Middle East.
- Our efforts to compete in Thailand's market for luxury branded residential properties were proven successful with the **St. Regis Residences in Bangkok**. In 2011, we sold 55% of the total sellable area at the Residences and this contributed significantly to the increase in total net profit. Once a niche business, luxury branded residential sales are now a core part of our hospitality portfolio and we are already planning our next large scale residential development.
- In early 2011, we launched the **Anantara Vacation Club** to leverage the reputation and international appeal of the Anantara brand. It has since significantly outperformed our expectations while giving us the ability to better leverage what we offer at our Anantara properties. We expect Anantara Vacation Club to contribute significantly to our performance over the next few years.
- We also launched a new hotel brand to fill a niche in the branded up-scale market for hotels and resorts. Having opened our first **Avani** at the end of 2011, we were delighted with the response from the media and consumers. Many of our partners who already have Anantara or Oaks properties have already expressed strong interest in Avani. Today, we have three resort concepts operating under the Anantara, Oaks and Avani brand names and we are well positioned to compete in diverse international markets and serve different consumer segments.



2011 REVENUE BREAKDOWN



- In addition to the acquisition of Oaks, which has geographically diversified our hospitality business, we also made two other acquisitions that helped to strengthen our restaurant business. In 2011, our Coffee Club joint venture in Australia acquired a 100% stake in **Ribs and Rumps** for US\$ 12 million. This acquisition transformed The Coffee Club into a multiple brand restaurant company with the capacity to expand two brands. At the same time, we invested S\$ 17 million to increase our stake in **Thai Express** from 70% to 100%.
- We increased our shareholding in **S&P Syndicate (S&P)**, a restaurant company listed on the Stock Exchange of Thailand, by 5% to 31% through a voluntary tender offer. The investment in S&P was our first investment after making “acquisitions” a core part of our overall corporate strategy and we are delighted with its success. Since making the acquisition in 2006, S&P’s share price has increased from Baht 29 to Baht 70 per share and, as a result, we were able to realize a Baht 1,054 million gain in 2011.

Despite the global economic uncertainties and relative instability in Thailand, we believe that 2011 was the right time to launch these businesses. We moved aggressively into Australia with the acquisition of Oaks.

We proved we could successfully develop luxury residential properties and this has compelled us to do more. With Anantara Vacation Club and Avani, we expanded into new businesses that will eventually develop into core businesses. I believe that these investments have created opportunities for significant future growth and I am confident that 2012 will be another very good year.

On behalf of our shareholders, I would like to extend thanks to our team of more than 25,000 professionals who embody the Minor Drive Culture by working across so many different business areas with a passion for expanding and diversifying our businesses while always providing services that exceed customer expectations. They help our company persevere while always pushing the Company to be more dynamic and international. As we look to 2012 and beyond, I have great faith in their ability to take Minor International to higher levels and achieve greater results in the future.

WILLIAM E. HEINECKE

Chairman and Chief Executive Officer
March 2012

Hospitality

Business

Sector Overview
and Competition

SECTOR OVERVIEW AND COMPETITION

For another year, the Thai hospitality sector was forced to confront challenges associated with one of the worst financial crises the world has seen in 100 years. Fortunately, the social and political issues that have so severely affected Thai tourism over the past few years were somewhat less severe in 2011. Thailand held peaceful elections in May and political protests throughout the year were considerably more subdued. As a result, visitors to Thailand increased by 20%.

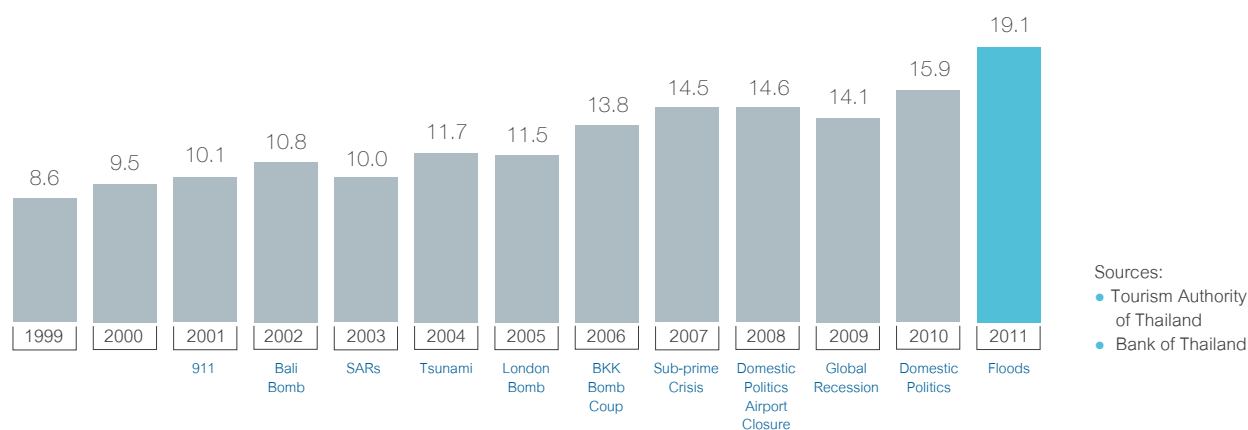
In 2011, the increase in visitors to Thailand was driven primarily by arrivals from Asia including China, Japan, Korea and India. Visitors from Europe and North America were only up slightly as economic uncertainty in these regions continued.

Throughout the year, we endeavoured to gain access to new emerging markets in order to soften the impact on our traditional key markets. Through strong public relations and sales activities, we strengthened our presence in new markets and thus reduced our dependence on visitors from Europe and North America.

Since the acquisition of Oaks Hotels and Resorts in March, the Australian hospitality sector has become a significant market for Minor International. With more than 5,000 rooms under management, Oaks now accounts for more than 50% of all rooms owned and managed by Minor International. Unlike the Thai tourism sector, which largely depends on international visitors, the Australian tourism sector depends primarily on domestic Australian tourism and business travel. Indeed, 73% of gross domestic product from tourism comes from Australian's traveling within Australia. In 2011, domestic in-country tourism increased by 2.2% compared to an average annual growth rate of only 0.5% over the past 10 years.

DEVELOPMENT OF THE THAI TOURIST MARKET

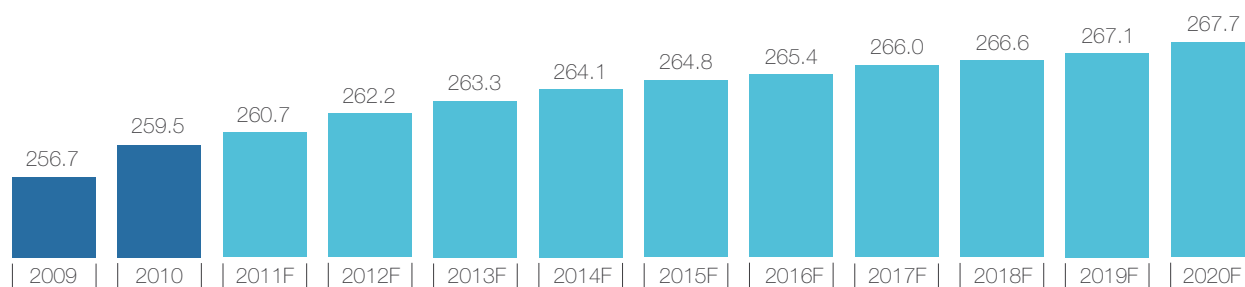
(Visitors in millions)





DEVELOPMENT OF THE DOMESTIC AUSTRALIAN TOURIST MARKET

(Domestic visitor nights in millions)



Source: Department of Resources, Energy and Tourism, Australia

Note: F = Forecast

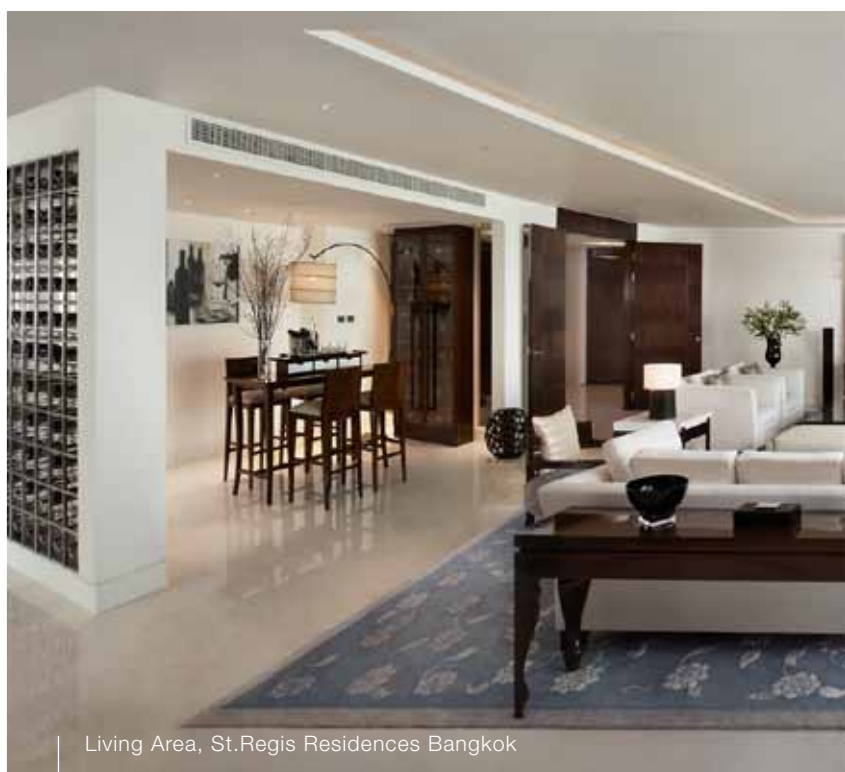
PERFORMANCE HIGHLIGHTS AND DEVELOPMENT PLANS

In 2011, revenues from our hospitality business more than doubled to Baht 12,657 million and profits increased by 139%. The acquisition of Oaks and the sale of residential properties were the primary factors behind this increase in revenues and net profit. Revenue from Oaks, of which we consolidated 100% for only 7 months, amounted to Baht 2,897 million while revenues from the sale of the St. Regis Residences increased from Baht 143 million in 2010 to Baht 2,342 million in 2011.

Following the acquisition of Oaks, our “system” of company-owned and managed resorts increased from 37 to 75 properties and the hospitality business expanded from eight to ten countries. Since Oaks manages most of the properties in its portfolio, the difference between systemwide hotel sales and net hotel revenues increased significantly. During the past year, for example, sales from company-owned and managed hotels (ie, systemwide sales) increased by 106% to Baht 13,792 million while revenues from company-owned hotels and management fees were Baht 8,464 million.



Garden Pool Villa, Anantara Phuket Villas



Living Area, St.Regis Residences Bangkok

Today, our hospitality group is diversified across five core hospitality businesses including 1) owning hotels and resorts, 2) owning 100% of Oaks in Australia, 3) managing hotels and resorts owned by others, 4) developing luxury branded residential properties and 5) developing vacation club shared ownership properties.

Company-Owned Resorts: In 2011, our 28 company-owned Anantara, Four Seasons, Marriott and St. Regis hotels and resorts had revenues that were up by 25% to Baht 5,577 million.

We opened two major company-owned properties in 2011. In February, we opened a 78 pool villa Anantara resort in the Maldives and, in April, we opened a 224 room St. Regis Hotel in Bangkok. Together, these two new resorts combined for Baht 758 million in revenue.

Like almost all new hotels and resorts, the new Anantara and the St. Regis were unprofitable in the first few months after opening. Fortunately, the losses from these new properties were more than offset by the profit from all of our other company-owned resorts.

As these new properties mature and grow in reputation, they will quickly become profitable and contribute significantly to the total profit generated from company-owned properties.

With the addition of the St. Regis, our portfolio of hotels and resorts continues to be one of the best in the world. We continue to receive awards from leading travel publications such as Conde Nast Traveller and Travel + Leisure.

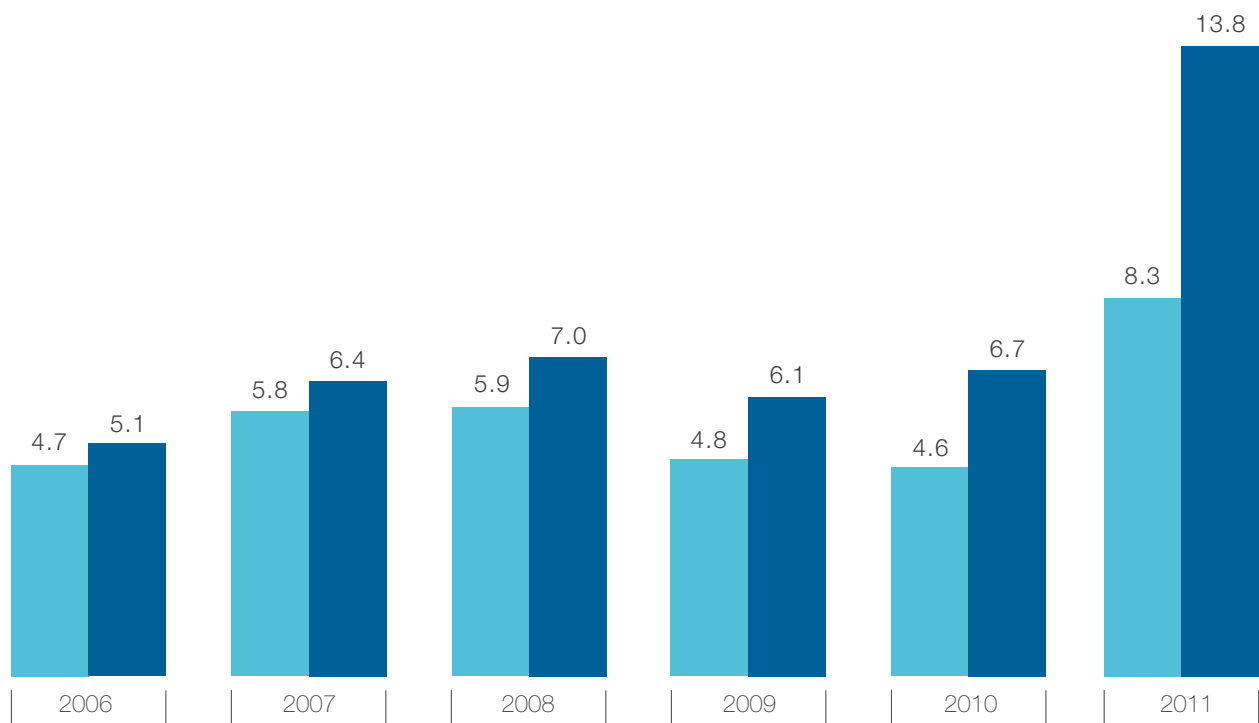
Oaks Hotels and Resorts: In the second quarter of 2011, we completed the acquisition of Oaks. With 38 properties and over 5,000 rooms, Minor International added a well established upscale serviced apartment brand to our hospitality portfolio while giving us exposure to all the gateway cities and regional hubs in Australia, New Zealand and the UAE.

The acquisition underpinned the expansion of our hospitality business and significantly contributed to the revenue and profit growth of the group. In the seven months since completing the acquisition, Oaks' revenues amounted to Baht 2,897 million or 23% of total revenues



COMPANY-OWNED AND MANAGED HOTEL REVENUES

(in Baht billion)



- Net hotel revenues
- Systemwide hotel sales

Note: Systemwide hotel sales includes sales from company-owned and managed hotels.
Net hotel revenues includes only sales from company-owned hotels and management fees.



for our hospitality group and profit was Baht 342 million. This profit accounted for 30% of hospitality profit and 12% Minor International's total net profit.

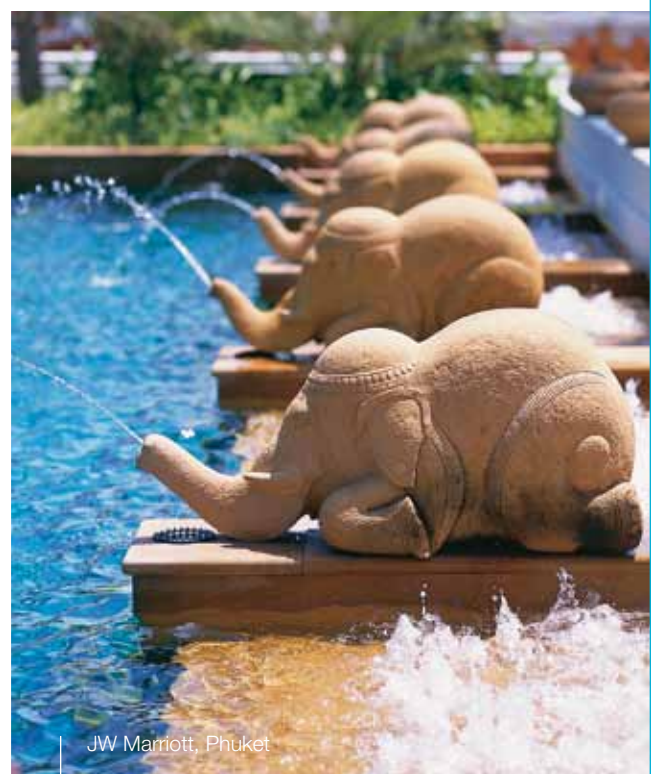
Hotel Management: Revenues from management fees increased by 34% to Baht 330 million. Excluding the hotels and resorts we manage under the Oaks brand, we currently manage 22 resorts of which 17 of them are Anantaras operating in Thailand, the Maldives, Bali, Indonesia, Vietnam and the UAE.

With commitments for us to manage more Anantara properties over the next five years, we expect to have more than 50 Anantara hotels and resorts operating in more than 10 countries by 2017. By then, we expect to have Anantaras operating in prime inner-city locations as well as leading resort destinations not only in Thailand, Vietnam, the UAE, Bali, and the Maldives but also in China, India, Mauritius, Sri Lanka, Laos and Oman. We are delighted with the development of the Anantara brand and it is fast becoming a major Asian and Middle Eastern hotel and resort brand.

Over the next year, six of the properties in our pipeline will complete construction and allow us to finally take responsibility for managing them. As the number of properties we manage increases, the fees from these new properties will contribute significantly to hospitality group profits in the future.

Residential Property: Residential property sales contributed most significantly to the growth in hospitality revenue and profit in 2011. In the past year, we sold 55% of our total residential property inventory and, as a result, residential revenue increased from Baht 143 million in 2010 to Baht 2,342 million.

We will market all of our residential properties to potential buyers who continue to express strong interest in luxury residential properties despite global economic uncertainty. The recent success of our residential projects has significantly enhanced the profile and returns on our wholly-owned resort properties. Today, when we make decisions about which hotel or resort to develop next, our decisions are influenced, in large part, by our ability to also include a residential component.



JW Marriott, Phuket

Our residential inventory, which includes seven villas that are located next to our Four Seasons in Samui and 20 luxury residences that are connected to our St. Regis Hotel in Bangkok, will contribute significantly to revenue and profit over the next few years. In the meantime, plans are being finalized for the development of another large hotel/residential project which, once completed, will maintain high residential revenue and profit through at least 2017.

Vacation Club: With the Anantara brand expanding by 5 - 10 properties each year, we continue to see a great opportunity for our Anantara branded vacation club business. The Anantara Vacation Club was launched in December 2010 to give our guests the opportunity to indulge themselves in a longer term,

more economical lifestyle experience. The Anantara Vacation Club provides our guests with the comfort of secured holidays at today's values, the opportunity to belong to a unique lifestyle club and substantial savings on pre-paid holidays whilst generating incremental income for our hotels.

After selling Anantara Vacation Club for the entire 12 months of 2011, we achieved sales of Baht 524 million. We sold almost two times more than we had budgeted at prices that were higher than we had projected. As the reputation of the Anantara Vacation Club grows and as the properties in our pipeline open, our vacation club business will grow and every year contribute meaningfully to hospitality revenue and profit.

RECENT AWARDS FOR MINOR INTERNATIONAL HOTELS



Serengeti Migration Camp and Four Seasons Chiang Mai: World's Best Awards 2011 – Top 50 hotels
Four Seasons Bangkok, Four Seasons Chiang Mai, Anantara Golden Triangle and JW Marriott Phuket:
T+L 500 Best Hotels 2012









Four Seasons Tented Camp, Chiang Rai and Four Seasons, Chiang Mai: Condé Nast's Gold List 2011



Anantara Si Kao, Trang



Wildlife Encounters, Anantara Desert Islands

	Anantara Seminyak: number 4 in the Top 25 Trendiest Hotels for the Indonesia region and number 8 in the Top 25 Luxury Hotels for the Indonesia region	
	Minor International: Best Developer in Thailand The Residences at Four Seasons Chiang Mai: Best Residential Development in Chiang Mai The Residences at St. Regis Bangkok: Best Condominium Thailand, Best Luxury Condominium Development in Bangkok and Best Interior Design in South East Asia Anantara Vacation Club Bophut: Best Shared Ownership Development	
	Four Seasons Koh Samui: Asia's Leading Beach Resort Anantara Golden Triangle: Thailand's Leading Resort	
	St. Regis Hotel Bangkok: 2011 Luxe List - Thailand	
	The Residences at The St. Regis Bangkok: "Highly Commended" awards in two categories - Development of Multiple Units in Thailand and Apartment in Thailand	 The Residences at Four Seasons Resort Chiang Mai: Top 20 Resort Properties by Property Report South East Asia Magazine



Anantara Rasananda, Phangan

HOTEL & RESIDENTIAL DEVELOPMENT PLAN**Existing Hotel Portfolio**

Country	Hotel	2010	2011	2012F	2013F	2014F
Thailand	Four Seasons Bangkok	354	354	354	354	354
Thailand	Four Seasons Chiang Mai	76	76	76	76	76
Thailand	Four Seasons Tented Camp Chiang Rai	15	15	15	15	15
Thailand	Four Seasons Koh Samui	60	60	60	60	60
Thailand	JW Marriott Phuket	265	265	265	265	265
Thailand	Pattaya Marriott	298	298	298	298	298
Thailand	Hua Hin Marriott	219	219	219	-	-
Thailand	St. Regis Hotel	-	224	224	224	224
Thailand	Anantara Bangkok Riverside Resort & Spa	413	407	407	407	407
Thailand	Anantara Hua Hin	187	187	187	187	187
Thailand	Anantara Golden Triangle	77	77	77	77	77
Thailand	Anantara Koh Samui	106	106	106	106	106
Thailand	Anantara Phuket	83	83	83	83	83
Maldives	Anantara Kihavah	-	78	78	78	78
Sri Lanka	Avani Kalutara	105	105	105	105	105
15	Majority Owned	2,258	2,554	2,554	2,335	2,335
Maldives	Anantara Veli	50	50	50	50	50
Maldives	Anantara Dhigu	110	110	110	110	110
Maldives	Naladhu Resort	19	19	19	19	19
Vietnam	Harbour View Hotel	122	122	122	122	122
Sri Lanka	Avani Bentota	90	90	90	90	90
Sri Lanka	Club Hotel Dolphin	146	146	146	146	146
Sri Lanka	Hotel Sigiriya	79	79	79	79	79
Tanzania	Arusha Coffee Lodge	18	18	18	18	18
Tanzania	Serengeti Migration Camp	20	20	20	20	20
Tanzania	Tarangire Tree Top	20	20	20	20	20
Tanzania	The Manor at Ngorongoro	20	20	20	20	20
Kenya	AfroChic Retreat	20	20	20	20	20
Zanzibar	Kilindi	19	19	19	19	19
13	Joint Venture	733	733	733	733	733
Thailand	Anantara Sikao Resort & Spa	138	139	139	139	139
Thailand	Anantara Baan Rajprasong, Bangkok	97	97	97	97	97
Thailand	Anantara Lawana	122	122	122	122	122
Thailand	Anantara Sathorn	436	436	436	436	436
Thailand	Anantara Rasananda	-	44	44	64	64
Vietnam	Anantara Mui Ne	-	89	89	89	89
Indonesia	Anantara Seminyak, Bali	60	60	60	60	60
UAE	Desert Islands by Anantara	64	64	64	64	64
UAE	Qasr Al Sarab Desert by Anantara	206	206	206	206	206
9	Purely Managed	1,123	1,257	1,257	1,277	1,277
Australia	Oaks	-	5,277	5,377	5,377	5,377
38	Management Letting Rights	-	5,277	5,377	5,377	5,377
75	Total - Existing Hotel	4,114	9,821	9,921	9,722	9,722

F = Forecast

Hotel & Residential Development Plan

Country	Hotel	2010	2011	2012F	2013F	2014F
Sri Lanka	Anantara Sri Lanka				80	150
Australia	Grand Hotel, Gladstone Australia				96	96
2	Majority Owned	-	-	-	176	246
Kenya	Masai Mara Camp			16	16	16
Kenya	Amboseli Camp			16	16	16
Kenya	Meru				16	16
Tanzania	Serengethi Migration Camp Explorer				20	20
4	Joint Venture	-	-	32	68	68
China	Anantara Xishuangbanna			103	103	103
China	Anantara Sanya			122	122	122
Indonesia	Anantara Uluwatu, Bali			77	77	77
UAE	Anantara Al Yamm			30	30	30
UAE	Anantara Al Sahael			30	30	30
UAE	Anantara Eastern Mangroves			222	222	222
Oman	Anantara Al Madina A'Zarqua, Blue City				120	120
Laos	Anantara Luang Prabang				105	105
China	Anantara E-Mei				150	150
China	Anantara Chongqing				150	150
India	Anantara Wayanad				95	95
India	Anantara Mahabalipuram				130	130
Oman	Anantara Al Baleed				136	136
Mauritius	Anantara La Chaland				160	160
China	Anantara Qiandao Lake					104
China	Anantara Baoting					130
Oman	Anantara Al Akhdar					134
17	Purely Managed	-	-	584	1,630	1,998
23	Total - Hotel Development Plan	-	-	616	1,874	2,312
Residential Properties						
Country	Residential	2010	2011	2012F	2013F	2014F
Thailand	The Estates Samui	14	14	14	14	14
Thailand	St. Regis Residence	53	53	53	53	53
2	Total - Residential	67	67	67	67	67
Vacation Club Properties						
Country	Vacation Club	2010	2011	2012F	2013F	2014F
Thailand	AVC - Samui		20	20	20	20
Thailand	AVC - Phuket		2	12	52	93
Australia	AVC - Queenstown		3	3	3	3
Thailand	AVC - Bangkok			13	16	16
	AVC - New Destinations			7	32	66
	Total - Vacation Club	-	25	55	123	198

F = Forecast

Restaurant

Business

Sector Overview
and Competition

THAILAND SECTOR OVERVIEW AND COMPETITION

2011 was a good year for the Thai food service industry. We estimate that industry wide same store sales increased by 5% and that the addition of new restaurant outlets resulted in total sales growth of approximately 10%.

For 2012, we expect that industry wide total sales growth will be 8%, slightly lower than growth in 2011, with same store sales growth of 4%.

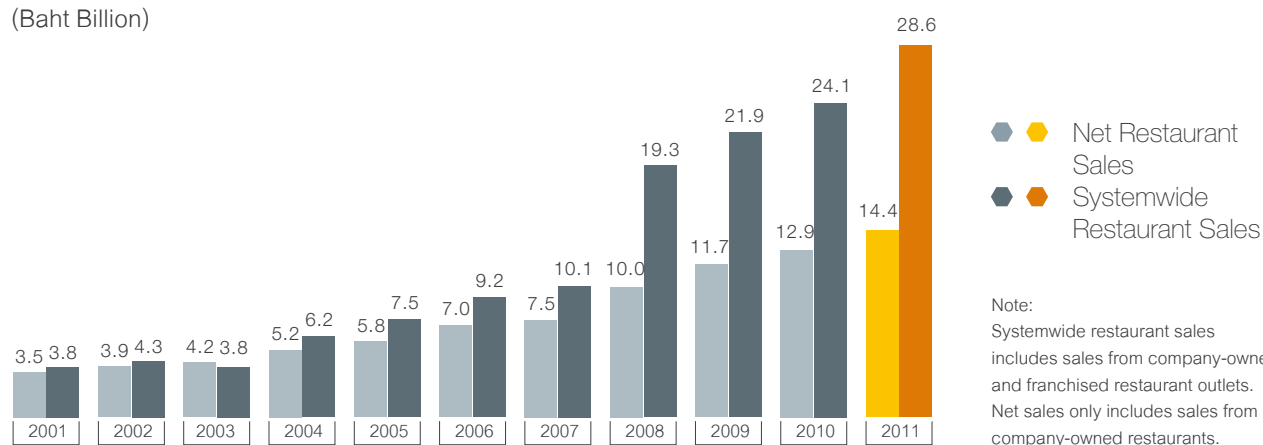
COMPARATIVE MARKET SHARE IN THAI QSR MARKET

Revenue (Baht Million)	Revenue 2009 (%)	Revenue 2010 (%)	Revenue 2011F (%)
Chicken	9,188 32.0	10,781 34.2	11,669 34.5
Hamburger	4,673 16.3	5,103 16.2	5,472 16.2
Pizza	5,277 18.4	5,771 18.3	6,093 18.0
Ice Cream	3,674 12.8	3,813 12.1	4,034 11.9
Others (incl Sizzler)	5,859 20.4	6,013 19.1	6,521 19.3
Total Market	28,670 100.0	31,481 100.0	33,790 100.0
MFG PCL	9,171 32.0	9,932 31.5	11,502 33.3

Source: Ministry of Commerce and industry estimates, MFG sales includes its own domestic franchisees.

MINOR FOOD GROUP REVENUES

(Baht Billion)





PERFORMANCE HIGHLIGHTS AND DEVELOPMENT PLANS

Revenues at our wholly-owned restaurant company, the Minor Food Group, excluding an extraordinary gain from reclassification of investment in S&P increased by 11% to Baht 11,689 million while net profit excluding extraordinary items increased by 24%. All of our brands performed well in 2011. System wide sales increased by 14.1% to Baht 28,578 million and average same stores sales across all of our brands was up by 9%. Had the floods not forced the temporary closure of more than 120 outlets and disrupted supply chain operations, the Food Group would have had an even better year.

Today, we have 1,257 restaurants in Thailand, Singapore, Australia and 15 other countries that operate under a diverse portfolio of 10 brands. These brands are managed by thousands of very talented people who continuously drive for business success. They think like entrepreneurs, execute professionally and find ways to unlock impossibilities. They are the essence of what we call the Minor Drive Culture.

The restaurant business requires good people and we have some of the best. Thanks to the Drive Culture, our restaurant business is stronger than ever and we have been widely recognized for management and business success.

- In 2011, The Minor Food Group joined the Palladium Balanced Scorecard Hall of Fame.
- Swensen's and Sizzler won awards for best employer from AON Hewitt.
- The Pizza Company was International Franchisor of the Year by the Franchising and Licensing Association (Singapore).
- Dairy Queen named Minor as their International Franchisee of the Year.
- Thai Express was recognized by Singapore SME 1000 for excellence in sales and net profit.



THAILAND

Thailand continues to be our largest market and it accounts for more than 70% of total Food Group profit. With 831 restaurants operating under the Pizza Company, Swensen's, Sizzler, Dairy Queen, Burger King and The Coffee Club brands, we account for more than 30% share of the Thai western quick serve restaurant market. In 2011, our restaurant business in Thailand achieved an 11.8% increase in system wide sales.

In Thailand, our best performing brands were The Pizza Company, Sizzler and Dairy Queen. The Pizza Company, which is our largest brand in Thailand by sales and profit, opened 29 new outlets and achieved a 28% increase in operating profit. At the same time, Sizzler and Dairy Queen also performed very well with operating profit increases of 53% and 25%, respectively.

In early 2011, we launched franchising for Dairy Queen and succeeded in opening 26 new outlets. With 263 Dairy Queen outlets already in Thailand, we plan to double the number of Dairy Queen outlets in Thailand over the next five years.

SINGAPORE AND AUSTRALIA

While the Food Group remains strong and very profitable in Thailand, it also has a large and growing business internationally. In addition to the outlets in Thailand, we have 426 outlets internationally. In Australia and Singapore, we own 50% of The Coffee Club and 100% of Thai Express, respectively. We also have 63 Pizza Company and Swensen's outlets operating in 9 countries across the Middle East, India, China and Southeast Asia.

In December 2011, we increased our shareholding in Thai Express from 70% to 100%. With 54 company-owned and 15 franchised outlets, Thai Express continues to be one of Singapore's largest and most successful restaurant companies. 2011 was another difficult year for Thai Express as the recent increase in retail centers has resulted in a intensely competitive market for restaurant operators. Operating profit at Thai Express was down 3% in 2011. Our focus in Singapore is to maintain our leading position in that market while expanding Thai Express internationally. In December, we opened Thai Express restaurants in China and Korea and these outlets have since performed extremely well.



In Australia, the Coffee Club has achieved operating profit increases of 34% and 27% over the past two years, respectively. At the end of 2011, there were 280 outlets in Australia, New Zealand and New Caledonia, six outlets in Thailand and one outlet in China. Also in 2011, the Coffee Club acquired 100% of a very profitable steakhouse brand that operates 7 restaurants under the Ribs and Rumps brand name. The Coffee Club expects to leverage its strong understanding of the Australian market and large network of franchisees to develop both brands simultaneously. Over time and with multiple brands, we expect that The Coffee Club in Australia will grow and succeed in doing what the Minor Food Group has done in Thailand.

OTHER MARKETS

With the exception of Thailand, Singapore, Australia and Beijing, where we have company-owned outlets, we continue to explore ways to expand internationally through acquisitions and franchising. Our acquisitions of The Coffee Club and Thai Express have helped to increase the profitability of the Food Group by almost 40% while also transforming it into a more diverse and more international company. We will continue to pursue acquisitions such as these while, at the same time, expanding our core Pizza Company, Swensen's, The Coffee Club and Thai Express brands internationally through franchising.

MFG SYSTEM-WIDE OUTLET DEVELOPMENT PROGRAM

Number of Outlets	2010	2011	2012F
Domestic			
- Equity	591	616	719
- Franchise	170	215	280
International			
- Equity	94	95	119
- Franchise	293	331	472
Total Outlets	1,148	1,257	1,590



Number of Outlets	2010	2011	2012F
Equity	685	711	838
The Pizza Company	169	189	206
Swensen's	112	118	121
Sizzler	44	45	49
Dairy Queen	243	237	223
Burger King	26	27	28
The Coffee Club	19	19	32
Ribs & Rumps	-	7	11
Thai Express	60	54	59
Others*	12	15	109
Franchise	463	546	752
The Pizza Company	79	88	105
Swensen's	130	149	193
Sizzler	-	-	-
Dairy Queen	-	26	72
Burger King	-	-	-
The Coffee Club	243	268	312
Ribs & Rumps	-	-	2
Thai Express	11	15	19
Others*	-	-	49
Total Outlets	1,148	1,257	1,590

Note: F = Forecast

* Others include restaurant operator at airports.



Retail

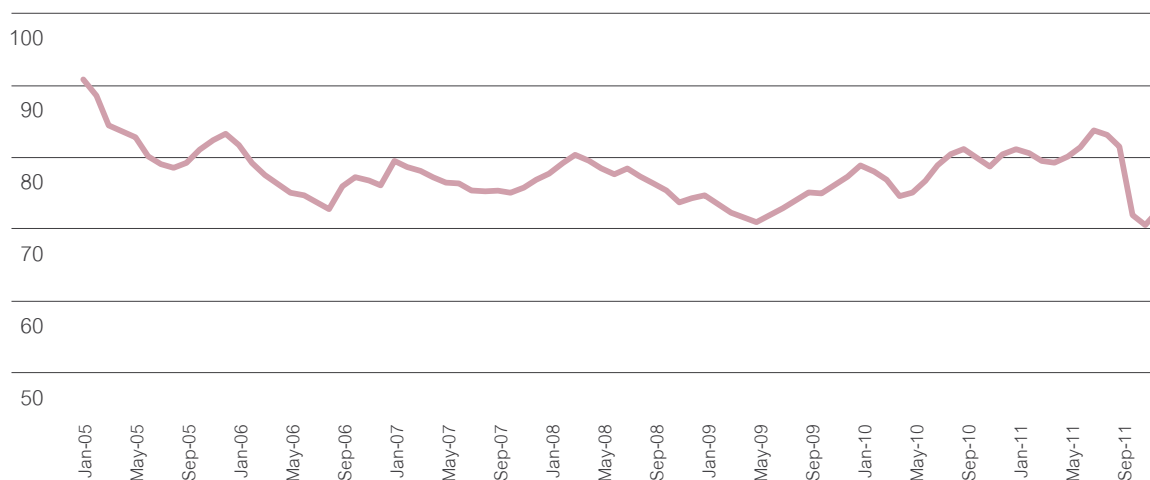
Business

Sector Overview
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SECTOR OVERVIEW

For Thai retail and manufacturing, 2011 was a somewhat better year than 2010. Although consumer confidence was up slightly and the political situation was more predictable, the November floods served to depress the Thai retail market and consumption during the holidays.

CONSUMER CONFIDENCE INDEX



Source: Thai Chamber of Commerce University, Bank of Thailand

For the most part, the competitive landscape remained largely unchanged. Most retail brands continued to expand during 2011 in order to follow the development of new and renovated shopping malls, largely in the Greater Bangkok area. New arrivals of bigger international fashion retailers with large store formats put competitive pressure on the lower end of the mass apparel market, both in terms of pricing and marketing strategies. In addition, the floods resulted in an increase in discount activities across the market to help retail brands clear inventory. This trend will continue into early 2012.



RETAIL PERFORMANCE

Our wholly-owned retail business, Minor Corporation, is one of Thailand's leading lifestyle brand distributors and contract manufacturers. It sells fashion and cosmetics brands such as Gap, Esprit, Bossini, Charles & Keith, Tumi, Red Earth and Bloom and makes household products for some of the world's largest fast moving consumer goods (FMCG) companies.

In the first nine months of 2011, Minor Corporation achieved a net profit of Baht 76 million and this was up significantly from the net profit of Baht 21 million achieved during the first nine months of 2010. Following the November floods, which damaged our contract manufacturing facility and some facilities where we store retail inventory, Minor Corporation reported 2011 full year loss of Baht 110 million. Had our factory and inventories not been affected by the floods, Minor Corporation would have booked a profit of Baht 126 million or profit that was two times greater than 2010.

In 2011, the lifestyle fashion and cosmetics distribution business experienced a 20% increase in sales. Gap, which we introduced to Thailand in early 2010, continued to expand. Our other fashion brands, including Esprit, Charles & Keith and Bossini achieved comparable growth rates between 10% and 42%. Charles and Keith achieved particularly strong growth as the market for ladies' footwear and accessories continued to expand.

We also continued to focus on free-standing branded stores whilst reducing our presence in department stores. This helped drive store productivity and brand recognition especially for Esprit. In 2011, we further refined our retail trading portfolio by selling our Laneige business.

Through a joint venture, we also launched a website named thaisale.co.th to capture the growing online retail sales market in Thailand. Our members' only sales site was launched to the general public in November 2011 and acquired more than 40,000 members within six weeks.



Our contract manufacturing business, NMT Limited, was severely affected by the floods in 2011. The floods forced us to close the factory on October 15 and some of NMT's equipment was damaged. Although we are working through the impact of the floods with our insurance providers, our factory was forced to recognize a write-off of Baht 83 million. We expect the factory to return to full operating status by second quarter of 2012.

RETAIL POINTS OF SALE

No. of outlet	2007	2008	2009	2010	2011
Esprit	97	101	102	93	86
Bossini	63	73	73	69	66
Tumi	7	8	6	5	7
Charles & Keith	19	19	22	17	18
GAP	-	-	-	3	6
Total Fashion	186	201	203	187	183
Red Earth	37	32	28	20	17
Bloom	18	15	14	15	14
Laneige*	17	14	13	13	12
Smashbox	2	4	4	6	6
Total Cosmetics	74	65	59	54	49
Other (Zwilling J.A. Henckels)	30	22	18	17	15
Grand Total	290	288	280	258	247

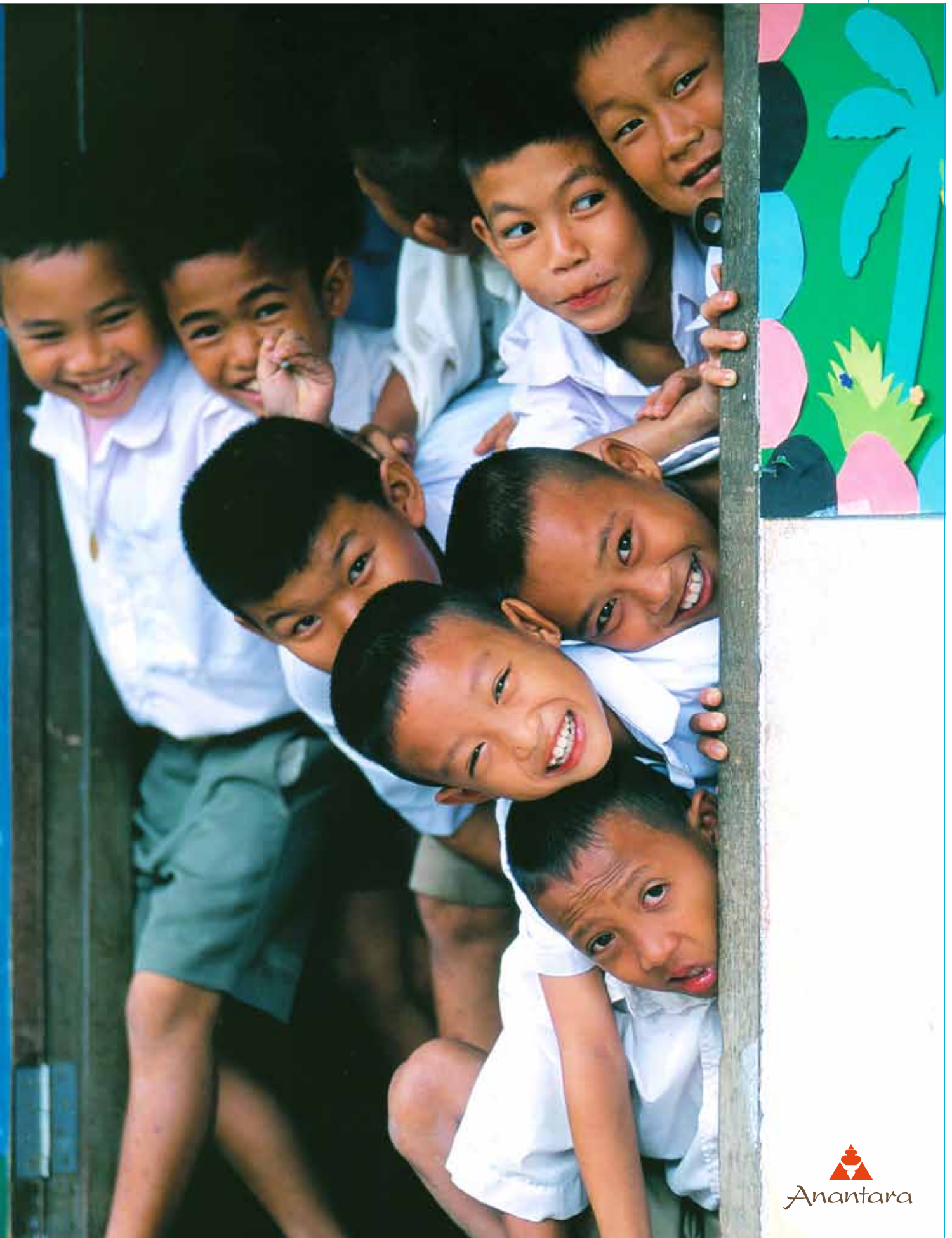
* During the fourth quarter of 2011, Minor Corporation Public Company Limited has entered into the agreement to sell its entire investment in Amore Pacific (Thailand) Limited (the distributor of 'Laneige').



Our Journey to Sustainability

Being a good, socially responsible corporate citizen is an integral part of our values and this extends beyond ad hoc philanthropy. At Minor International, we strive for sustainability of our own business, to ensure the benefits to our stakeholders both in the short and long term; sustainability of our customers and partners, to be able to grow with us; and sustainability of communities around us, for a better society at large.

Balancing economic, social and environmental goals in the midst of competitive environment is the essence of our sustainable growth, and aligning it to our corporate strategy ensures that our efforts positively impact everything around us. We believe four key factors - people, customers, partners, and environment - drive the sustainability of Minor International and our community.



DRIVING PEOPLE DEVELOPMENT

One of our philosophies has long been that “people are the greatest assets” - not only to our company, but to their families and the communities surrounding them. People are the crucial factor that drives our business goals, supports national competitiveness and ultimately is the strength of our economy.

“Development of Human Capital” is one area where we focus closely. We try to help our people develop business and practical skills and we reach out to develop the future generations of Thailand and the countries that are home to our businesses.

In a service industry such as leisure and hospitality, a key success factor is the quality of people. We continue to develop our team by promoting high standards, operational excellence, ethical conduct, efficient evaluation systems and continuous improvement programs, while at the same time, encouraging entrepreneurial thinking. We invest in our people through series of training courses in relevant areas such as sales, marketing, accounting,

leadership, and English literacy, as well as softer skills such as grooming and personal hygiene.

People development is not only limited to our own staff. Minor International has a **Student Working Program** for over 20 years. We hire students as part-time employees and provide them with opportunities to participate in programs such as Talent Development and Skill Training. These programs focus on developing the necessary skills in the food and service industries. The programs give both economic value and pride to students and provide them with opportunities to work with us full time in the future. We were the first company in Thailand to instigate this Part-Time Youth Employee System.

Minor International is committed to improving education quality and enhancing career opportunities for children. We work in **partnership with various government agencies** such as the Ministry of Social Development and Human Security, the Ministry of Education, the National Council for Child and Youth Development, and the Office of the National Economic and Social Development Board in the development



of national strategies and policies with a focus on “children & youth development”. We have also initiated the **curriculum co-development** with Rajabhat University and several vocational schools to encourage Minor professionals to work with teachers and share knowledge and best practices. Minor professionals volunteer to teach classes and students are given an opportunity to earn class credits by working in one of our many restaurants, hotels or retail shops.

At the grassroots level, we continue to **support students in disadvantaged schools to develop basic learning ability** through a program called “Life Value, Life Style, and Life Skill.” We work hand in hand with teachers and communities and continuously support their long term education quality through various means such as improving school facilities, providing learning media such as English interactive books, computers and playground, and teaching them about health and hygiene. We are currently working closely with 5 schools - Baan Klang Dong School (Nakhon Ratchasima Province), Wat Bot Woradit School (Ang Thong Province), Baan Nong Kham School (Prachuap Khiri Khan Province), Chao Thai Mai School (Phang Nga Province), and

Baan Huay Bong School (Uthai Thani Province). We will continue to support them and use our learning from these projects as models for our future school programs.

We also **partner with the Raks Thai Foundation on the “84 Schools for The King’s 84th Birthday” Project** where our Anantara hotels in Thailand raised funds in commemoration of the King’s 84th Birthday. With the funds we raised, we are able to support children & teacher development programs in 9 schools across the country and create better lives for close to one thousand students.

Our business units also run their own individual education programs. **The Book Club Campaign**, run by The Pizza Company to encourage students’ book reading habits, has attracted over 40,000 students from 200 schools this year. At the same time, Minor Corporation promotes **English Literacy Campaign** with Time Life Books to improve children’s ability to communicate in English. We work with schools throughout the country as volunteer teachers and help them campaign for book donations.



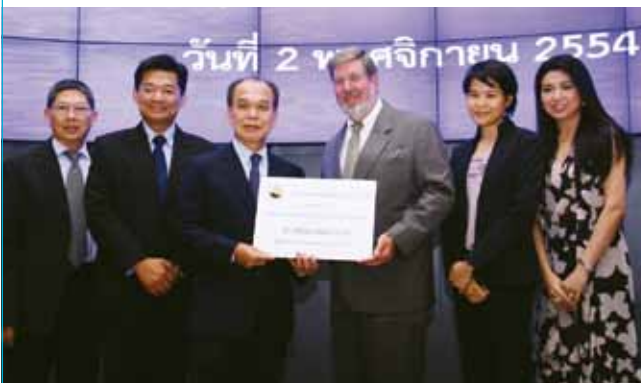
Through Minor International and the **Roy E. Heinecke Scholarship Foundation**, we provide **education scholarships** to students from primary school to university levels. We encourage students to be both academically excellent and socially responsible. In 2011, a total of 442 students were granted scholarships. A majority of the students were nominated from schools in communities where we have business presence including the Klongtoey railway community (Bangkok), Thonburi, Chiang Rai, Chiang Mai, Pattaya, Hua Hin, Samui, and Phuket.

ENGAGING IN END-TO-END CUSTOMER EXPERIENCE

Customers' experience with our products and services is fundamental to the company's sustainability. At Minor, we strive to understand, engage, and educate our customers beyond the customers' contact point. We are committed to ensure we deliver the best products to our customers in a socially responsible manner, whether it is in the form of product quality and safety or responsible media.

We are very focused on **food safety** in all of our food outlets, within the food and hotel groups alike. We make sure that our ingredients and products achieve high hygiene standard all the way from our suppliers, through logistics and delivery, until they reach our outlets and our customers. We conduct very stringent supplier selection and regular audits of them. All employees are well trained with high standard procedures and tools, and are monitored and audited both internally and by third party professionals. In addition, we promote food traceability to ensure that all ingredients can be traced back to their sources to ensure product safety throughout the value chain. We believe that educating our staff about food safety does not only result in best food quality for our customers, but is also instrumental in creating a hygiene awareness and habits for our employees and their families.

Minor International aims to **engage in end-to-end customer experience**. Beyond the normal customer interactions, we start to get involved in other aspects of customers' experience with us. For example, Sizzler promotes the allergen awareness in food served at our



restaurants to increase our customers' awareness and reduce food safety risk. Minor Food Group initiated a program to include the telephone number and email of our brands' customer relations team at the bottom of receipts so customers can reach out to them when needed. We also make sure that we create responsible media when communicating to our customers without controversial or incorrect contents.

COMMITTING TO LONG-TERM & SUSTAINABLE PARTNERSHIPS

One of our core values is "partnership", and we strive to develop win-win relationships with our partners, whether they are our suppliers, joint venture partners, owners, principals, franchisees or third party service providers.

Approximately 80% of our supplies are sourced from **local producers**, and where possible, we encourage sourcing from local communities where our business units are based. Our goal is to maximize the local sourcing of our supplies, and to continually develop our local suppliers to operate and produce products

at international standards. For example, our dairy and cheese factories buy majority of milk from local farmers and at the same time provide them with access to milk production knowledge/experts in order to help improve quality of products. In addition, as many of our staff are from the local area, we were very much engaged in helping the community including supporting them during flood and school improvement projects.

We support **The Royal Projects** in helping hill tribe communities develop organic vegetables and low chemical products to serve health-conscious customers in Sizzler's restaurants and our hotels in the North.

Minor Hotel Group also supports the **local cultures**. Through the "**Anantara Experience**" concept, our hotel staff work with the **local communities** and invite guests to experience and learn more about the cultures around our properties' locations.

Selecting the right partner is critical to Minor International's sustainability. As we grow, the number



of partners we work with also increases. We realize the importance of having partners with track record of good reputation and ethical conduct, professionalism and employees' welfare which is up to our standard. We continue to develop and grow together with our partners and learn from each other's strengths to create synergies.

MANAGING ENVIRONMENTAL IMPACTS

The Minor Group cares deeply about the community and the environment. We encourage our employees and customers to be concerned about environmental protection through a "rethink, reduce, reuse and recycle" life style. This year, we began reviewing environmental impacts in each business unit which will eventually translate into our environmental policies. We also continuously contribute to animal and wildlife conservation in ecosystems where we operate.

Our Hotel Group has a number of **on-going environmental preservation programs** and is drawing

up new strategies to conserve energy, reduce waste, save the wildlife and increase participation in the local communities. All Anantara resorts have effective recycling, energy-conservation and waste management programs. In 2011, thirteen Anantara hotels in Thailand and overseas were Green Globe Certified, with the aim of five more to be certified within the first half of 2012.

Our **Golden Triangle Elephant Foundation** in Chiang Rai is an ongoing project that offers sanctuary to elephants that were used by poor families to beg on the streets of Thailand's major cities. We provide shelter not only to the elephants, but also to their mahouts and family. The elephants and mahouts became our hotel's live-in employees and their families are given opportunities for children's education and family's additional income generation through cottage industry such as weaving products which are sold at the hotel's gift shop.

We continue to organize the annual **King's Cup Elephant Polo Tournament**. All proceeds of the



tournament are used to support elephants' welfare, sustenance, employment, mahout training, medical treatments, and other elephant-related projects.

Our **Mai Khao Marine Turtle Foundation** in Phuket provides support for the protection of sea turtles and the environment in which they live. We support sea turtle research and education and a sea turtle hatchery close to our Phuket properties. By working closely with local communities, the foundation sponsors activities and events that increase the environmental awareness of tourists, government agencies and communities such as Mai Khao Turtle Mini Marathon, Mai Khao Beach and Reef Cleaning Day and annual Turtle Release Event.

FOSTERING SOCIAL RESPONSIBLE MINDSET

Sustainability cannot be achieved without being socially responsible. Minor International promotes social responsibility and volunteer spirits among employees and stakeholders through our business operations and through various campaigns and activities such as:

- Minor's **"Together With Love"** campaign - our symbol for collaboration in corporate social responsibilities. This campaign promotes volunteerism and support for the people in need. In 2011 we have launched many activities under this campaign including various flood relief efforts, free water during flood crisis, quarterly blood donation, sewing bras for breast cancer patients, incorporation of CSR activities in company outings, and many more.
- **Minor Founder's Day**, which occurs every June 4th, is our "volunteer day". All staff are encouraged to spend a day supporting a charity of their own choice or join volunteer activities organized by Minor's CSR Club or their home business unit.
- **Support to the Thai Red Cross** - with the Thai Red Cross's extended and professional network, we believe we can touch even more people by working in collaboration with them. Minor International has participated in many of their



activities, including donation of blood, funds and products. This year, we were also one of the main sponsors of Craniofacial Surgery project of The Princess Sirindhorn Craniofacial Center, Chulalongkorn Hospital.

- **Contribution to the Community** - In addition to activities aligned with our key sustainability drivers, Minor as a group and independently by individual business units also contribute in various forms to the communities where we operate. Examples of these are: MINT's donation to SET for the Flood Restoration program; The Coffee Club being a major supporter of the Children's Hospitals of Australia; and Four Seasons Bangkok's Cancer Care Run to benefit the Queen Sirikit Center for Breast Cancer; and various other charity activities.

CSR RECOGNITION IN 2011

Performance and Recognition: This year, Minor International was recognized in the area of CSR by several organizations and national events:

- **AMCHAM Corporate Social Responsibility Excellence Recognition for 2011** - awarded by the American Chamber of Commerce for meeting business objectives and social needs while creating economic benefit and social gain for all stakeholders.
- **Green Globe Certifications for Anantara hotels** - demonstration of the standard and quality of environmental consideration and global warming concerns.
- **"Best Employer in Thailand 2011" in hospitality and restaurant category** - awarded by AON Hewitt to Swensen's (Thai) and Sizzler - reassurance of our philosophy and quality of Minor's People Development.



Minor International Public Company Limited

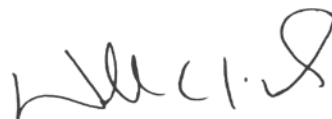
FINANCIAL STATEMENTS

Report of the Board of Directors' Responsibilities for Financial Statements

The Board of Directors of Minor International Public Company Limited is responsible for the financial statements of the Company and subsidiaries which have been prepared in accordance with generally accepted accounting standards in Thailand. The policies pursued are deemed appropriate and applied consistently with adequate disclosure of important information in the notes to the financial statements.

The Board has appointed an Audit Committee comprising three independent members to provide effective oversight of finances and the internal control system to ensure that accounting records are accurate, complete and timely, to prevent fraud and materially irregular operations. The views of the Audit Committee are reported in the Committee's report in this annual report.

The Board is confident that the internal control system of Minor International Public Company Limited and subsidiaries presents the financial position, results, operations, and cash flow accurately.



WILLIAM E. HEINECKE

Chairman of the Board of Director

Report of the Audit Committee

COMPOSITION OF THE AUDIT COMMITTEE

The Audit Committee of Minor International Public Company Limited is comprised of three independent directors. The Company's Chief Financial Officer and Internal Audit Director, and the Corporate Secretary serve as ex-officio members.

AUDIT COMMITTEE'S PRINCIPAL RESPONSIBILITIES

The Audit Committee is empowered by the Board of Directors to examine all matters relating to the financial status of the Company, and its internal and external audits. The Committee pursues and promotes good corporate governance by actively creating awareness and providing advice to management on risk management, appropriate internal control practices, and other related activities of the Company in compliance with the rules and regulations of the Stock Exchange of Thailand.

The Audit Committee met independently with the management and the internal and external auditors of the Company, conducted reviews and evaluations of accounting policies, the procedures relative to the accounting policies, the internal control assessment, and the audit plan. The Audit Committee also verified and accepted the consolidated financial statements for every quarter-end and provided assessments and recommendations to the Board of Directors. Where weaknesses were identified in internal controls, corrective and preventive action plans were established to eliminate or reduce the associated risks. The Board of Directors following the review and recommendations of the Audit Committee approved the policy and reports for related party transactions.

The Internal Audit Department serves to identify and verify business risks and control weaknesses within the Company by carrying out systematic audit activities across the Company and its subsidiaries. The reports on compliance with internal control practices and procedures were discussed with the relevant management teams to incorporate their agreed action plans and submitted to senior management and the Audit Committee.

The Internal Audit function serves as a facilitator and change management agent to improve Company's risk management awareness through audit projects, post-audit follow up, and implementation of a risk management self assessment system. The team also works closely with Human Resource Divisions to ensure that staff development programs include corporate culture and risk management training utilizing existing Code of Conduct guidelines.

THE AUDIT COMMITTEE'S PRINCIPAL ACTIVITIES DURING THE YEAR

In 2011, the Committee's principal activities including the following matters:

1. Approved quarterly financial statement and reviewed full year financial statements, and provided assessments and recommendations to the Board of Directors.
2. Reviewed accomplishments of the Company with respect to the performance effectiveness especially performance of new project operations and highlighted major concerns of overseas subsidiaries.
3. Consideration of the Group's IT project updates and related risks
4. Acknowledged the Company's risk management profile, and the appropriateness of its mitigation plans.

5. Reviewed investment updates, and helped formulate risk weighted evaluation criteria for future investments.
6. Approved contracts for co-sourcing internal audits in Australia, Singapore, Sri Lanka, and Tanzania.
7. Reviewed management's plan for the transition to International Financial Reporting Standard (IFRS). This included the assurance that the transition plan demonstrated clear understanding of the changes, identified key conversion activities, the time table, the resources required, and training of all staff affected by the transition. The Company appointed KPMG to be the implementation consultant to assist with the IFRS transition process. The status of the IFRS transition plan was updated to the Audit Committee every quarter.
8. The minutes of the Audit Committee Meetings were sent to the Board of Directors for acknowledgement. Major issues were discussed in the Board of Director meetings.

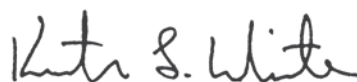
THE AUDIT COMMITTEE PROVIDED THE FOLLOWING OPINIONS:

1. The Company's financial reports are accurate, complete, and reliable.
2. The Company's assets are appropriately safeguarded, proper accounting records are maintained, and resources are effectively and efficiently utilized.
3. The Company complied with the securities laws, the Exchange's regulations, and other laws relating to the Company's businesses.
4. PricewaterhouseCoopers ABAS, the Company's auditor, is suitable and provided appropriate services.
5. The related transactions arising in 2011 were rational and contributed optimal benefits of the Company.
6. For the year 2011, the Audit Committee held five meetings; four meetings to review the Company's consolidated financial statements that had been certified by the external auditor and one meeting to review internal audit plan. The attendance of such meetings by each committee member was as follows;

	Position	Attendance/ Audit Committee Meeting
1. Mr. Kenneth L. White	Chairman	5/5
2. Khunying Jada Wattanasiritham	Member	5/5
3. Ms. Chantana Sukumanont	Member	4/5

7. Audit Committee performed its duties in accordance with its Charter, approved by the Board of Directors

Accordingly, the Audit Committee has recommended to the Board of Directors that Pricewaterhouse Coopers ABAS, be reappointed as the Company's auditor for the financial year ending 31 December 2012. The re-appointment of the audit firm and acceptance of its fees will be subjected to the approval of the shareholders at the Annual General Meeting to be held on 2 April 2012.



KENNETH L. WHITE

Chairman of the Audit Committee

Auditor's Report

TO THE SHAREHOLDERS OF MINOR INTERNATIONAL PUBLIC COMPANY LIMITED

I have audited the accompanying consolidated and Company statement of financial position as of 31 December 2011 and 2010, and the related consolidated and Company statements of income and statements of comprehensive income, changes in shareholders' equity and cash flows for the years then ended of Minor International Public Company Limited and its subsidiaries, and of Minor International Public Company Limited, respectively. The Company's management is responsible for the correctness and completeness of information in these financial statements. My responsibility is to express an opinion on these financial statements based on my audits.

I conducted my audits in accordance with generally accepted auditing standards. Those standards require that I plan and perform an audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audits provide a reasonable basis for my opinion.

In my opinion, the consolidated and Company financial statements referred to above present fairly, in all material respects, the consolidated and Company financial positions as at 31 December 2011 and 2010, and the consolidated and Company results of operations, and cash flows for the years then ended of Minor International Public Company Limited and its subsidiaries, and of Minor International Public Company Limited, respectively, in accordance with generally accepted accounting principles.



ANOTHAI LEEKITWATTANA

Certified Public Accountant (Thailand) No. 3442

PricewaterhouseCoopers ABAS Ltd.

Bangkok

21 February 2012

Statement of Financial Position

Minor International Public Company Limited
As at 31 December 2011 and 2010

	Notes	Consolidated		Company	
		2011	2010	2011	2010
		Baht	Restated Baht	Baht	Baht
ASSETS					
Current assets					
Cash and cash equivalents	7	1,145,782,127	1,156,280,782	160,384,206	171,519,212
Trade and other receivables	8	2,739,262,266	1,575,537,003	743,132,460	633,869,402
Inventories	9	1,465,953,495	949,984,942	6,420,370	5,375,717
Points for right-to-use in time sharing resort		21,722,282	119,423,721	-	-
Land and real estates project for sales	10	1,574,095,989	2,418,721,480	-	-
Other current assets	11	659,868,801	627,189,312	83,886,800	30,467,727
Total current assets		7,606,684,960	6,847,137,240	993,823,836	841,232,058
Non-current assets					
Long-term loans to related parties	14	507,373,802	384,728,390	14,833,186,192	13,068,542,277
Investments in subsidiaries, associates and interests in joint ventures	12	3,925,130,532	1,535,859,281	7,833,049,475	6,653,674,504
Other long-term investments	13	160,000,924	1,915,606,279	121,849	1,804,547,765
Land and projects under development	15	33,097,764	3,955,349,423	-	-
Investment properties	16	933,472,475	950,129,055	-	-
Property, plant and equipment	17	17,137,372,678	10,232,531,068	477,523,400	462,932,604
Intangible assets	18	7,566,047,473	4,298,766,931	11,691,572	9,883,594
Leasehold rights	19	1,840,833,908	1,847,758,206	4,360,956	4,983,973
Other non-current assets	20	1,155,189,820	830,906,358	47,055,236	59,404,186
Total non-current assets		33,258,519,376	25,951,634,991	23,206,988,680	22,063,968,903
Total assets		40,865,204,336	32,798,772,231	24,200,812,516	22,905,200,961

The notes to the consolidated and Company financial statements on pages 65 to 153 form an integral part of the financial statements.

Statement of Financial Position (Continued)

Minor International Public Company Limited
As at 31 December 2011 and 2010

		Consolidated		Company	
		2011	2010	2011	2010
			Restated		
Notes	Baht	Baht	Baht	Baht	
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Bank overdrafts and short-term loans from					
financial institutions	21	1,097,347,519	576,809,741	580,000,000	-
Trade and other payables	22	3,992,364,487	2,961,299,952	276,058,903	236,649,261
Short-term loans from related parties	14	-	-	1,549,601,374	1,376,380,033
Current portion of liabilities under					
finance lease agreement	21	141,235,490	-	-	-
Current portion of long-term borrowings	21	382,164,249	555,022,409	60,000,000	244,000,000
Current portion of debentures	21	1,840,000,000	1,000,000,000	1,840,000,000	1,000,000,000
Current portion of deferred income		42,673,862	27,503,779	-	-
Income tax payable		210,162,426	156,614,249	-	-
Other current liabilities	23	880,780,953	781,388,975	16,797,903	22,084,979
Total current liabilities		8,586,728,986	6,058,639,105	4,322,458,180	2,879,114,273
Non-current liabilities					
Liabilities under financial lease agreement	21	80,061,460	-	-	-
Long-term borrowings	21	5,923,300,380	2,335,864,290	-	1,052,000,000
Debentures	21	10,360,000,000	9,900,000,000	10,360,000,000	9,900,000,000
Provision for employee benefits	24	151,386,706	117,336,321	11,537,689	18,007,894
Other non-current liabilities	25	829,219,738	630,886,974	2,387,347	6,330,925
Total non-current liabilities		17,343,968,284	12,984,087,585	10,373,925,036	10,976,338,819
Total liabilities		25,930,697,270	19,042,726,690	14,696,383,216	13,855,453,092

The notes to the consolidated and Company financial statements on pages 65 to 153 form an integral part of the financial statements.

Statement of Financial Position (Continued)

Minor International Public Company Limited
As at 31 December 2011 and 2010

	Notes	Consolidated		Company	
		2011	2010	2011	2010
		Baht	Restated Baht	Baht	Baht
LIABILITIES AND SHAREHOLDERS' EQUITY (Continued)					
Shareholders' equity					
Share capital	26				
Authorised share capital					
3,666,519,673 ordinary shares					
of Baht 1 each		3,666,519,673	3,677,988,773	3,666,519,673	3,677,988,773
Issued and paid-up share capital					
3,275,224,580 ordinary shares					
of Baht 1 each		3,275,224,580	3,262,339,373	3,275,224,580	3,262,339,373
Share premium	26				
Ordinary shares		3,215,325,916	3,133,793,954	3,189,673,540	3,108,141,578
Advance for shares subscription		-	4,218,918	-	4,218,918
Expired warrants in a subsidiary		104,788,723	104,788,723	-	-
Discount on business combination					
under common control		(755,412,590)	(755,412,590)	(587,397,515)	(587,397,515)
Unrealised gain on dilution of investment		4,992,405	4,992,405	-	-
Discount on additional investment in subsidiary 12 a)		(32,750,744)	-	-	-
Retained earnings					
Appropriated - legal reserve	28	367,799,113	367,799,113	367,799,113	367,799,113
Unappropriated		8,360,372,348	5,970,642,877	3,249,675,289	1,840,818,166
Other components of equity	29	(172,988,573)	781,065,422	9,454,293	1,053,828,236
Equity attributable to owners of the parent		14,367,351,178	12,874,228,195	9,504,429,300	9,049,747,869
Non-controlling interests		567,155,888	881,817,346	-	-
Total shareholders' equity		14,934,507,066	13,756,045,541	9,504,429,300	9,049,747,869
Total liabilities and shareholders' equity		40,865,204,336	32,798,772,231	24,200,812,516	22,905,200,961

The notes to the consolidated and Company financial statements on pages 65 to 153 form an integral part of the financial statements.

Statement of Income

Minor International Public Company Limited
For the years ended 31 December 2011 and 2010

	Notes	Consolidated		Company	
		2011 Baht	2010 Restated Baht	2011 Baht	2010 Baht
Revenues	14				
Revenues from hotel and related services operations		8,134,806,546	4,321,852,872	446,866,374	412,478,281
Rental income from property business		423,343,817	388,391,716	-	-
Revenues from entertainment operations		148,063,066	119,914,381	148,063,066	119,914,381
Revenues from spa services		298,419,740	295,918,225	-	-
Sales of food and beverage		10,707,906,421	9,590,770,343	-	-
Sales of real estates		2,820,830,458	205,338,437	-	-
Sales from distribution and manufacturing		2,925,539,697	2,679,626,833	-	-
Revenues from management service		329,588,532	246,354,795	215,008,300	250,118,255
Franchise fee income		348,296,036	291,733,063	-	-
Dividends income		83,786,267	82,555,167	492,932,543	1,554,727,692
Other income	30	1,847,464,581	650,247,886	2,188,165,874	513,257,793
Total revenues		28,068,045,161	18,872,703,718	3,491,036,157	2,850,496,402
Expenses	14				
Direct cost of hotel and related services operations		4,141,358,554	2,297,583,697	191,153,620	179,865,885
Direct cost of rental from property business		218,790,063	211,952,554	-	-
Direct cost of entertainment operations		39,440,139	33,284,103	77,159,862	66,452,014
Direct cost of providing spa services		183,584,968	176,684,951	-	-
Cost of sales of food and beverage		3,573,832,477	3,189,060,062	-	-
Cost of sales of real estates		1,332,394,229	149,545,557	-	-
Cost of sales from distribution and manufacturing		1,777,920,590	1,646,040,601	-	-
Selling expenses		9,501,027,824	7,602,534,929	354,610,013	328,006,476
Administrative expenses		3,342,751,331	1,721,216,267	352,622,270	261,781,663
Total expenses		24,111,100,175	17,027,902,721	975,545,765	836,106,038

The notes to the consolidated and Company financial statements on pages 65 to 153 form an integral part of the financial statements.

Statement of Income (Continued)

Minor International Public Company Limited
For the years ended 31 December 2011 and 2010

	Notes	Consolidated		Company	
		2011 Baht	2010 Restated Baht	2011 Baht	2010 Baht
Operating profit		3,956,944,986	1,844,800,997	2,515,490,392	2,014,390,364
Share of net profit of investments in associates and joint ventures	12 b)	263,814,915	216,542,775	-	-
Profit before finance costs and income tax expense	31	4,220,759,901	2,061,343,772	2,515,490,392	2,014,390,364
Finance costs		(879,402,380)	(458,074,996)	(616,220,000)	(497,345,167)
Profit before income tax expense		3,341,357,521	1,603,268,776	1,899,270,392	1,517,045,197
Income tax expense	32	(414,526,997)	(291,070,786)	-	-
Profit for the year		2,926,830,524	1,312,197,990	1,899,270,392	1,517,045,197
Profit attributable to:					
Owners of the parent		2,880,142,740	1,236,458,233	1,899,270,392	1,517,045,197
Non-controlling interests		46,687,784	75,739,757	-	-
		2,926,830,524	1,312,197,990	1,899,270,392	1,517,045,197
Earnings per share	33				
Basic earnings per share		0.8805	0.3798	0.5807	0.4659
Diluted earnings per share		0.8758	0.3762	0.5776	0.4616

The notes to the consolidated and Company financial statements on pages 65 to 153 form an integral part of the financial statements.

Statement of Comprehensive Income

Minor International Public Company Limited
For the years ended 31 December 2011 and 2010

	Consolidated		Company	
	2011 Baht	2010 Restated Baht	2011 Baht	2010 Baht
Profit for the year	2,926,830,524	1,312,197,990	1,899,270,392	1,517,045,197
Other comprehensive income:				
Gain (loss) on remeasuring of available-for-sale investments	21,746,245	1,036,981,885	(2)	992,753,630
<u>Less</u> Transfer due to changing status of investment	(1,053,812,318)	-	(1,053,812,318)	-
Exchange differences on translating financial statements	76,599,238	(144,340,273)	-	-
Actuarial gains	2,613,337	-	9,438,377	-
Other comprehensive income (expense) for the year, net of tax	(952,853,498)	892,641,612	(1,044,373,943)	992,753,630
Total comprehensive income (expense) for the year	1,973,977,026	2,204,839,602	854,896,449	2,509,798,827
Total comprehensive income (expense) attributable to:				
Owners of the parent	1,926,088,745	2,162,715,941	854,896,449	2,509,798,827
Non-controlling interests	47,888,281	42,123,661	-	-
	1,973,977,026	2,204,839,602	854,896,449	2,509,798,827

The notes to the consolidated and Company financial statements on pages 65 to 153 form an integral part of the financial statements.

Statement of Changes in Shareholders' Equity

Minor International Public Company Limited
For the years ended 31 December 2011 and 2010

Consolidated (Baht)																	
Attributable to owners of the parent																	
											Other components of equity						
											Other comprehensive income						
											Remeasuring of available- for-sale investment	Translation adjustment	Actuarial gains		Total other component of equity	Total owners of the parent	Total shareholders' equity
Notes	Issued and paid-up share capital	Share premium	Advance for shares subscription	Expired warrants in a subsidiary	Discount on business combination under common control	Unrealised gain on dilution of investments	Discount on additional investment in subsidiary	Legal reserve	Retained earnings								
Beginning balance 1 January 2011 – as previously reported	3,262,339,373	3,133,793,954	4,218,918	104,788,723	(755,412,590)	4,992,405	-	367,799,113	6,020,494,253		1,120,285,109	(339,219,687)	-	781,065,422	12,924,079,571		13,805,896,917
Retrospective adjustments	-	-	-	-	-	-	-	-	(49,851,376)		-	-	-	-	(49,851,376)		(49,851,376)
Beginning balance 1 January 2011 – restated	3,262,339,373	3,133,793,954	4,218,918	104,788,723	(755,412,590)	4,992,405	-	367,799,113	5,970,642,877		1,120,285,109	(339,219,687)	-	781,065,422	12,874,228,195		13,756,045,541
Changes in equity for the year																	
Additional ordinary shares	12,885,207	81,531,962	(4,218,918)	-	-	-	-	-	-		-	-	-	-	90,198,251	-	90,198,251
Dividend paid	-	-	-	-	-	-	-	-	(490,413,269)		-	-	-	-	(490,413,269)	(12,382,315)	(502,795,584)
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	-		-	-	-	-	-	(350,167,424)	(350,167,424)
as a result of investment in subsidiary	-	-	-	-	-	-	-	-	-		-	-	-	-	-	-	-
Discount on additional investment in subsidiary	-	-	-	-	-	-	(32,750,744)	-	-		-	-	-	-	(32,750,744)	-	(32,750,744)
Total comprehensive income (expense) for the year	-	-	-	-	-	-	-	2,880,142,740	(1,032,066,073)		75,398,741	2,613,337	(954,053,995)	1,926,088,745	47,888,281	1,973,977,026	
Ending balance 31 December 2011	3,275,224,580	3,215,325,916	-	104,788,723	(755,412,590)	4,992,405	(32,750,744)	367,799,113	8,360,372,348		88,219,036	(263,820,946)	2,613,337	(172,988,573)	14,367,351,178	567,155,888	14,934,507,066

The notes to the consolidated and Company financial statements on pages 65 to 153 form an integral part of the financial statements.

Statement of Changes in Shareholders' Equity (Continued)

Minor International Public Company Limited
For the years ended 31 December 2011 and 2010

Consolidated (Baht)																
Attributable to owners of the parent																
	Notes	Attributable to owners of the parent														
		Issued and paid-up share capital	Share premium	Advance for shares subscription	Expired warrants in a subsidiary	Discount on business combination under common control	Unrealised gain on dilution of investments	Legal reserve	Retained earnings	Other components of equity				Total owners of the parent	Non-controlling interests	Total shareholders' equity
										Other comprehensive income		Remeasuring of available-for-sale investment	Translation adjustment			
Beginning balance 1 January 2010 – as previously reported	5	3,246,415,792	3,065,856,272	231,030	104,788,723	(755,412,590)	-	347,774,113	5,287,565,500 (45,209,415)	83,303,224	(228,495,510)			(145,192,286)	11,152,026,554 (45,209,415)	902,216,026
Beginning balance 1 January 2010 – restated		3,246,415,792	3,065,856,272	231,030	104,788,723	(755,412,590)	-	347,774,113	5,242,356,085	83,303,224	(228,495,510)	(145,192,286)	11,106,817,139	902,216,026	-	12,009,033,165
Changes in equity for the year																
Additional ordinary shares	26	15,923,581	67,937,682	(231,030)	-	-	-	-	-	-	-	-	83,630,233	-	-	83,630,233
Advance for share subscription		-	-	4,218,918	-	-	-	-	-	-	-	-	4,218,918	-	-	4,218,918
Legal reserve	28	-	-	-	-	-	-	20,025,000	(20,025,000)	-	-	-	-	-	-	-
Dividend paid	34	-	-	-	-	-	-	-	(488,146,441)	-	-	-	(488,146,441)	(92,971,775)	-	(581,118,216)
Unrealised gain on dilution of investment		-	-	-	-	-	4,992,405	-	-	-	-	-	4,992,405	2,458,595	-	7,451,000
Increase in non-controlling interests as a result of investment in subsidiary		-	-	-	-	-	-	-	-	-	-	-	-	27,990,839	-	27,990,839
Total comprehensive income (expense) for the year		-	-	-	-	-	-	-	1,236,458,233	1,036,981,885	(110,724,177)	926,257,708	2,162,715,941	42,123,661	-	2,204,839,602
Ending balance 31 December 2010		3,262,339,373	3,133,793,954	4,218,918	104,788,723	(755,412,590)	4,992,405	367,799,113	5,970,642,877	1,120,285,109	(339,219,687)	781,065,422	12,874,228,195	881,817,346	-	13,756,045,541

The notes to the consolidated and Company financial statements on pages 65 to 153 form an integral part of the financial statements.

Statement of Changes in Shareholders' Equity (Continued)

Minor International Public Company Limited
For the years ended 31 December 2011 and 2010

	Notes	Company (Baht)									
		Issued and paid-up share capital	Premium on paid-up capital	Advance for shares subscription	Discount on business combination under common control	Legal reserve	Retained earnings	Other components of equity			
								Other comprehensive income			
								Remeasuring of available-for-sale investment	Actuarial gains	Total other component of equity	
Beginning balance 1 January 2011		3,262,339,373	3,108,141,578	4,218,918	(587,397,515)	367,799,113	1,840,818,166	1,053,828,236	-	1,053,828,236	9,049,747,869
Changes in equity for the year											
Additional ordinary shares	26	12,885,207	81,531,962	(4,218,918)	-	-	-	-	-	-	90,198,251
Dividend paid	34	-	-	-	-	-	(490,413,269)	-	-	-	(490,413,269)
Total comprehensive income (expense) for the year		-	-	-	-	-	1,899,270,392	(1,053,812,320)	9,438,377	(1,044,373,943)	854,896,449
Ending balance 31 December 2011		3,275,224,580	3,189,673,540	-	(587,397,515)	367,799,113	3,249,675,289	15,916	9,438,377	9,454,293	9,504,429,300

The notes to the consolidated and Company financial statements on pages 65 to 153 form an integral part of the financial statements.

Statement of Changes in Shareholders' Equity (Continued)

Minor International Public Company Limited
For the years ended 31 December 2011 and 2010

	Notes	Company (Baht)								Total shareholders' equity
		Issued and paid-up share capital	Premium on paid-up capital	Advance for shares subscription	Discount on business combination under common control	Legal reserve	Retained earnings	Other components of equity		
								Other comprehensive income	Total other component of equity	
Opening balance 1 January 2010		3,246,415,792	3,040,203,896	231,030	(587,397,515)	347,774,113	831,943,587	61,074,606	61,074,606	6,940,245,509
Changes in equity for the year										
Additional ordinary shares	26	15,923,581	67,937,682	(231,030)	-	-	-	-	-	83,630,233
Advance for shares subscription		-	-	4,218,918	-	-	-	-	-	4,218,918
Legal reserve	28	-	-	-	-	20,025,000	(20,025,000)	-	-	-
Dividend paid	34	-	-	-	-	-	(488,145,618)	-	-	(488,145,618)
Total comprehensive income (expense) for the year		-	-	-	-	-	1,517,045,197	992,753,630	992,753,630	2,509,798,827
Ending balance 31 December 2010		3,262,339,373	3,108,141,578	4,218,918	(587,397,515)	367,799,113	1,840,818,166	1,053,828,236	1,053,828,236	9,049,747,869

The notes to the consolidated and Company financial statements on pages 65 to 153 form an integral part of the financial statements.

Statements of Cash Flows

Minor International Public Company Limited
For the years ended 31 December 2011 and 2010

	Notes	Consolidated		Company	
		2011	2010	2011	2010
		Baht	Restated Baht	Baht	Baht
Cash flows from operating activities					
Profit before income tax		3,341,357,521	1,603,268,776	1,899,270,392	1,517,045,197
Adjustments for:					
Depreciation and amortisation	31	1,980,192,301	1,571,094,740	87,827,387	81,275,876
Amortisation of other assets		43,024,766	38,800,997	26,324,550	14,276,765
Amortisation of borrowing cost		4,981,684	-	-	-
Provision for impairment of trade receivables (Reversal)		7,706,314	4,350,852	(187,901)	(29,660)
Realisation of deferred income		(39,008,424)	(47,489,361)	-	-
Share of net profit of investments in associates and joint ventures	12	(263,814,915)	(216,542,775)	-	-
Interest expenses		879,402,380	458,074,996	616,220,000	497,345,167
Interest income	30	(42,739,709)	(28,051,380)	(653,836,566)	(463,722,120)
Dividends income		(83,786,267)	(82,555,167)	(492,932,543)	(1,554,727,692)
Transalation adjustment for equity loan		(68,214,698)	42,230,401	-	-
Unrealised loss on exchange rate		9,560,606	5,510,954	-	-
Gain on capital returned from subsidiary	30	-	-	(418,150,898)	-
Loss (gain) on sales of other long-term investment		312,500	(29,693,470)	-	-
Gain from fair value adjustment of investment	30	(1,257,036,173)	-	(1,053,811,504)	-
Write-off, impairment and loss (gain) on disposals of property, plant and equipment		45,376,083	24,413,845	47,890	(113,104)
Allowance for inventory obsolescence (Reversal)		137,400,095	(6,614,973)	-	-
Provision for impairment and write-off of other assets (Reversal)		117,120,403	(16,120,292)	77,280	-
Provision for employee benefits	24	25,966,426	19,221,326	3,284,612	3,068,348

The notes to the consolidated and Company financial statements on pages 65 to 153 form an integral part of the financial statements.

Statements of Cash Flows (Continued)

Minor International Public Company Limited
For the years ended 31 December 2011 and 2010

	Consolidated		Company	
	2011	2010	2011	2010
Notes	Baht	Restated Baht	Baht	Baht
Changes in working capital				
Trade and other receivables	(596,444,087)	85,168,944	(35,700,865)	(52,054,485)
Inventories	(564,647,717)	(191,807,524)	(1,044,653)	(51,040)
Points for right-to-use in time sharing resort	97,701,439	-	-	-
Land and real estates project for sales	1,093,715,699	(21,158,892)	-	-
Other current assets	(38,749,578)	(58,582,166)	(2,799,898)	6,513,809
Trade and other payables	416,215,890	92,095,901	17,796,918	(6,753,101)
Other current liabilities	(112,926,349)	171,602,897	(5,287,076)	11,967,745
Deferred income	26,018,845	10,585,742	-	-
Other non-current liabilities	92,204,560	(15,982,141)	(3,943,578)	(2,988,302)
Cash generated from operations	5,250,889,595	3,411,822,230	(16,846,453)	51,053,403
Interest paid	(827,611,914)	(448,116,034)	(596,157,854)	(482,323,350)
Income tax paid	(608,215,914)	(357,312,504)	(17,482,026)	(16,489,442)
Employee benefits paid 24	(1,658,120)	(68,949,552)	(316,440)	(24,190,580)
Net cash generated from (used in) operating activities	3,813,403,647	2,537,444,140	(630,802,773)	(471,949,969)

The notes to the consolidated and Company financial statements on pages 65 to 153 form an integral part of the financial statements.

Statements of Cash Flows (Continued)

Minor International Public Company Limited
For the years ended 31 December 2011 and 2010

	Notes	Consolidated		Company	
		2011	2010	2011	2010
		Baht	Restated Baht	Baht	Baht
Cash flows from investing activities					
Increase in loans to and amounts due from related parties		(85,533,583)	(127,514,857)	(1,764,643,915)	(4,247,684,075)
(Increase) decrease in loan to other company		(86,581,810)	644,920,374	-	644,920,374
Payments for additional investments in subsidiaries, associates and joint venture		(918,665,032)	(704,220,000)	(346,736,371)	(14,000,000)
Net cash payment for acquisition of investment in subsidiary		(2,520,549,496)	(303,303,545)	-	-
Cash received from capital returned from subsidiary		-	-	1,346,413,294	-
Cash received from disposal of investment in subsidiary		-	-	-	250,000
Cash received from decrease in share capital of subsidiary	12 a)	-	-	43,622,004	43,622,004
Interest received		28,723,524	79,298,477	653,836,566	512,975,924
Dividends received from subsidiaries, associates, related parties and other companies		197,984,293	156,818,223	407,035,108	1,554,109,961
Cash invested in other long-term investments	13	(27,797,214)	(73,006,457)	(97,898)	(67,982,519)
Cash received from sales of long-term investment		312,500	65,449,666	-	-
Payments for land and project under development		(547,779,486)	(3,209,115,290)	-	-
Payments for investment properties		(10,246,529)	(1,102,560)	-	-
Purchases of property, plant and equipment		(2,319,348,116)	(1,080,768,444)	(116,452,251)	(37,417,163)
Proceeds from disposals of property, plant and equipment		98,543,461	54,599,074	46,075	113,551
Purchases of intangible assets		(175,985,536)	(121,677,100)	(6,385,563)	(3,462,817)
Cash payment for other non-current assets		(171,636,727)	(98,681,277)	(13,975,605)	(15,640,439)
Net cash receipts (payments) for investing activities		(6,538,559,751)	(4,718,303,716)	202,661,444	(1,630,195,199)

The notes to the consolidated and Company financial statements on pages 65 to 153 form an integral part of the financial statements.

Statements of Cash Flows (Continued)

Minor International Public Company Limited
For the years ended 31 December 2011 and 2010

	Notes	Consolidated		Company	
		2011	2010	2011	2010
		Baht	Restated Baht	Baht	Baht
Cash flows from financing activities					
Increase (decrease) in short-term loans, amount due to and advances from related parties		-	(13,138,279)	173,221,341	143,327,245
Receipts from short-term loans		2,658,299,350	4,428,049	580,000,000	-
Repayments of short-term loans		(2,185,045,800)	(73,886,488)	-	-
Repayments of financial lease liabilities		(132,919,134)	-	-	-
Receipts from long-term borrowings	21	5,273,868,884	859,341,952	-	-
Repayments of long-term borrowings	21	(3,831,820,641)	(635,022,371)	(1,236,000,000)	(344,000,000)
Receipts of debentures	21	2,300,000,000	4,000,000,000	2,300,000,000	4,000,000,000
Redemptions of debentures	21	(1,000,000,000)	(1,275,000,000)	(1,000,000,000)	(1,275,000,000)
Issue of additional ordinary shares	26	90,198,251	83,630,233	90,198,251	83,630,233
Cash received from increase in share capital of a subsidiary		-	7,451,000	-	-
Advance for shares subscription		-	4,218,918	-	4,218,918
Dividends paid	34	(502,795,584)	(581,118,216)	(490,413,269)	(488,145,618)
Net cash receipts from financing activities		2,669,785,326	2,380,904,798	417,006,323	2,124,030,778

The notes to the consolidated and Company financial statements on pages 65 to 153 form an integral part of the financial statements.

Statements of Cash Flows (Continued)

Minor International Public Company Limited
For the years ended 31 December 2011 and 2010

	Consolidated		Company	
	2011 Baht	2010 Restated Baht	2011 Baht	2010 Baht
Notes				
Net increase (decrease) in cash and cash equivalents	(55,370,778)	200,045,222	(11,135,006)	21,885,610
Cash and cash equivalents at the beginning of the year	1,154,232,290	968,814,956	171,519,212	149,633,602
Gain (loss) on exchange rate	39,786,696	(14,627,888)	-	-
Cash and cash equivalents at the end of the year	1,138,648,208	1,154,232,290	160,384,206	171,519,212

Cash and cash equivalents as at 31 December

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Notes				
Cash and cash equivalents	7	1,145,782,127	1,156,280,782	160,384,206
Bank overdrafts	21	(7,133,919)	(2,048,492)	-
		1,138,648,208	1,154,232,290	160,384,206

Supplementary information for cash flows

Non-cash transaction

Significant non-cash activities for the years ended 31 December 2011 and 2010 are as follows:

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Acquisition of property, plant and equipment, and land held for future development and projects under development by payable	227,186,732	196,497,696	3,131,522	1,580,944
Account payable arisen from purchase of investment in a subsidiary	5,170,784	57,962,859	-	-
Account payable arisen from provision of investment	23,768,400	45,226,950	-	-

The notes to the consolidated and Company financial statements on pages 65 to 153 form an integral part of the financial statements.

Notes to the Consolidated and Company Financial Statements

Minor International Public Company Limited
For the years ended 31 December 2011 and 2010

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, United Arab Emirates, Sri Lanka, and Australia, etc.

These consolidated and Company financial statements were authorised for issue by the Board of Directors on 21 February 2012.

2. ACCOUNTING POLICIES

The principal accounting policies adopted 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 Accounting 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 financial statements are disclosed in Note 3.

Comparative figures have been adjusted to conform with changes in presentation in the current year as mentioned in Note 5 - Change in accounting policies.

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.

2.2 New accounting standards, new financial reporting standards, new interpretation and amendments to accounting standards

- a) New accounting standards, new financial reporting standards, new interpretation and amendments to accounting standards effective for the periods beginning on or after 1 January 2011 adopted by the Group, except TAS 19 Employee Benefits which has been early adopted since 2009.

TAS 1	(Revised 2009)	Presentation of Financial Statements
TAS 2	(Revised 2009)	Inventories
TAS 7	(Revised 2009)	Statement of Cash Flows
TAS 8	(Revised 2009)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10	(Revised 2009)	Events after the Reporting Period
TAS 11	(Revised 2009)	Construction Contracts
TAS 16	(Revised 2009)	Property, Plant and Equipment
TAS 17	(Revised 2009)	Leases
TAS 18	(Revised 2009)	Revenue
TAS 19		Employee Benefits
TAS 23	(Revised 2009)	Borrowing Costs
TAS 24	(Revised 2009)	Related Party Disclosures
TAS 26		Accounting and Reporting by Retirement Benefit Plans
TAS 27	(Revised 2009)	Consolidated and Separate Financial Statements
TAS 28	(Revised 2009)	Investments in Associates
TAS 29		Financial Reporting in Hyperinflationary Economies
TAS 31	(Revised 2009)	Interests in Joint Ventures
TAS 33	(Revised 2009)	Earnings per Share
TAS 34	(Revised 2009)	Interim Financial Reporting
TAS 36	(Revised 2009)	Impairment of Assets
TAS 37	(Revised 2009)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38	(Revised 2009)	Intangible Assets

TAS 40 (Revised 2009)	Investment Property
TFRS 2	Share-based Payment
TFRS 3 (Revised 2009)	Business Combinations
TFRS 5 (Revised 2009)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6	Exploration for and Evaluation of Mineral Resources
TFRIC 15	Agreements for the Construction of Real Estate
TSIC 31	Revenue - Barter Transactions Involving Advertising Services

The Company's management has determined that the new accounting standards, new financial reporting standards, new interpretation and amendments to accounting standards will not significantly impact the financial statements being presented except as disclosed below.

TAS 1 (Revised 2009): The revised standard will prohibit the presentation of items of income and expenses in the statement of changes in equity. Entities can choose whether to present one statement (the statement of comprehensive income) or two statements (the income statement and statement of comprehensive income). Where entities restate or reclassify comparative information, they will be required to present a restated statement of financial position as at the beginning comparative period in addition to the current requirement to present statement of financial position at the end of the current period and comparative period. However, for the financial statements which period beginning on or after 1 January 2011 and are the first period apply this standard, an entity can choose to present statement of financial position only two statements without the statement of financial position as at the beginning comparative period. The Group has adopt TAS 1 (Revised 2009) from 1 January 2011. The Group choose to present two statements (the statement of income and statement of comprehensive income).

TAS 16 (Revised 2009): The revised standard requires the entity to include in cost of PPE, 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 obligation to do. An entity requires that an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item shall be depreciated separately. The revised standard also requires an entity to review useful life, residual value and depreciation method at least at each financial year-end. The Group has adopted this standard from 1 January 2011 with an adjustment to retained earnings amounting to Baht 50 million (Note 5).

TAS 24 (Revised 2009): The definition of related party has been expanded include parties with joint control over the entity, joint venture in which the entity is a venturer and post-employment benefit plan for the benefit of employees of an entity. The Group has adopt the revised standard from 1 January 2011 which may impact only to the disclosure of related parties information in the notes to financial statements.

TAS 40 (Revised 2009): The standard has specific presentation and measurement requirements for investment property. The Group has to present an investment property separately in the statement of financial position. The entity can choose to measure it either cost model or fair value model. Under fair value model, any changes in fair value are recognised in profit or loss. The Group has adopted the standard from 1 January 2011. The Group has applied cost model for measurement and reclassified them from land and projects under development and property, plant and equipment category (Note 5).

TFRS 3 (Revised 2009): The revised standard continues to apply the acquisition method to business combinations, with some significant changes. For example, all payments to purchase a business are to be recorded at fair value at the acquisition date, with contingent payments classified as debt subsequently re-measured through profit or loss. There is a choice on an acquisition-by-acquisition basis to measure the 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. All acquisition-related costs should be expensed. The Group has adopted the revised standard prospectively to all business combination from 1 January 2011.

- b) **New accounting standards, new interpretation and amendment to accounting standards that are not yet effective and have not been early adopted by the group**

Effective for the periods beginning on or after 1 January 2013

TAS 12	Income taxes
TAS 20 (Revised 2009)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (Revised 2009)	The Effects of Changes in Foreign Exchange Rates
TSIC 10	Government Assistance - No Specific Relation to Operating Activities
TSIC 21	Income Taxes - Recovery of Revalued Non-Depreciable Assets
TSIC 25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders

TAS 12: This deals with taxes on income, comprising current tax and deferred tax. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, using tax rates and tax law that have been enacted or substantively enacted by the end of the reporting period. Deferred taxes are measured by based on the temporary difference between the tax base of an asset or liability and its carrying amount in the financial statements and using the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates and tax law that have been enacted or substantively enacted by the end of the reporting period. The Group will apply this standard from 1 January 2013 retrospectively with an expectation to incur of deferred tax account and changes in retained earnings and income tax expense. The management is currently assessing the impact of applying this standard.

2.3 Investments in subsidiaries, associates and interests in joint ventures

(1) Subsidiaries

Subsidiaries are all 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, including potential voting rights held by another entity, 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 equity interests issued by the group and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. 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.

(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.

(3) Investments in associates and joint venture

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. Joint venture is an entity which the Group has interest in jointly control.

In the consolidated financial statement, investments in associates and joint venture are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in associates and joint venture includes goodwill identified on acquisition, net of any accumulated impairment loss.

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 an associate and joint venture equals or exceeds its interest in the associate and joint venture, 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 and joint venture.

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

Accounting policies of associates and joint venture 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 or loss.

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

A list of the Group's principal associates and joint ventures is set out in Note 12 b) - 12c).

2.4 Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using its local currency. The consolidated financial statements are presented in Thai Baht.

Foreign currency transactions are translated into Thai Baht using the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated to Thai Baht 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 and loss.

The statements of comprehensive income and cash flows of foreign entities are translated into the 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 other component of 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 business segments and geographical areas of the Group's operations.

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 profit or loss within administrative expenses.

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 Points for right-to-use in time sharing resort

The Group accounts for points for right-to-use in time sharing resort for sales at acquisition costs plus costs directly attributable to the acquisition of the points for right-to-use in time sharing resort.

2.10 Land and real estates project for sales

Land and real estates project are stated at the lower of cost or net realisable value. 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.

2.11 Other investments

Investments other than investments in subsidiaries, associates and joint ventures are classified into the following two categories: available-for-sale 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 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.

General investments are carried at cost less impairment.

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.

2.12 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.

2.13 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 office equipment	4 years, 5 years, 10 years and 15 years
Other equipment	4 years, 5 years and 10 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 and 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 profit or loss.

2.14 Intangible assets

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 venture 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 venture is included in investments in associates and joint venture and is tested for impairment as part of the overall balance.

Goodwill is tested annually for impairment and carried at cost less accumulated 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.

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.

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 balance sheet 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.

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.

2.15 Leasehold right

Leasehold right is capitalised and amortised using the straight-line method over the lease period. Leasehold right is not re-valued. The carrying amount of leasehold right is reviewed annually for impairment where it is considered necessary.

2.16 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.

2.17 Long-term 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.

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 balance sheet. 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.

2.18 Borrowings

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

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.

2.19 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 a reliable estimate of the amount can be made. 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.

2.20 Employee benefits

The Group has both defined benefit and defined contribution plans. A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension 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 defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, 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.

Past-service costs are recognised immediately in income, unless the changes to the pension plan are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past-service costs are amortised on a straight-line basis over the vesting period.

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.

A 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 statement of income in the year to which they relate.

2.21 Income taxes

The Group does not recognise income taxes payable or receivable in future periods in respect of temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. The principal temporary differences arise from depreciation on plant and equipment, provision for impairment of receivables, allowance for inventory obsolescence, provision for impairment loss, provision for employee benefits, tax losses carried forward and the difference between the fair values of the net assets acquired and their tax base.

2.22 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.

2.23 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.

2.24 Revenue recognition

Revenue from hotel operations, mainly consisting of room sales, food and beverage sales and revenue from auxiliary activities, 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.

Revenues from sales of foods and beverages are recognised upon delivery and services 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.

Revenues from spa services are recognised upon delivery and services rendered are 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.

Revenues from distribution and manufacturing are 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.

Revenue from sales of right-to-use 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 of right-to-use if the resort is not ready for use.

Other revenue earned by the Group is 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.

2.25 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. 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.

3.1 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.

3.2 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.

3.3 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.

3.4 Provision for employee benefits

The present value of the provision for employee benefits 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.

4. RISK MANAGEMENT

4.1 Financial risk management

The Group's business activities maybe expose to a variety of financial risks including currency risk and interest rate risk. The Group's overall risk management programme focuses on minimising potential adverse effects on the financial performance of the Group. 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.

Financial risk management for the Group 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

4.1.1 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.

4.1.2 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 do not oblige to pay any fee upon entering forward foreign exchange contract.

4.1.3 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.

4.2 Capital risk management

The Group's objectives are to maximize shareholder wealth while maintaining an appropriate capital structure and 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.

4.3 The seasonality of the tourism industry risk management

Hotel business has unpredictable and uncontrollable risks on tourism industry such as political situation, terrorism, epidemic concern, natural disaster including unrest situation in the country. The Group has strategy in coping with seasonality of tourism industry by the geographical diversification of its hotels throughout the country, the policy in optimising revenues between the hotel room and hotel food and beverages, the policy to increase number of domestic customers and expand foreign customer base to cover more countries. Moreover, the Group has a strategy to expand the food business to reduce the risk of seasonality of hotel business which is generally more certainty and less seasonality than hotel business.

5. CHANGES IN ACCOUNTING POLICIES

5.1 Property, plant and equipment

TAS 16 (Revised 2009) requires the entity to include in cost of property, plant and equipment an initial estimate of the costs of dismantling and removing the items and restoring the site on which it is located, when the entity has the obligation to do so. This accounting standard is effective since 1 January 2011.

The Group has adopted this accounting standard 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 financial statements for the year ended 31 December 2010 are summarised as follows:

	Consolidated
	Baht
Statement of financial position as at 31 December 2010	
Increase in property, plant and equipment, net	12,603,683
Increase in other non-current liabilities	62,455,059
Decrease in retained earnings at 1 January 2010	(45,209,415)
Decrease in retained earnings at 1 January 2011	(49,851,376)
Income statement for the year ended 31 December 2010	
Increase in depreciation expenses	4,641,961
Decrease in profit for the year	(4,641,961)
Decrease in basic earnings per share	(0.0014)
Decrease in diluted earnings per share	(0.0014)

5.2 Investment properties

The Group has adopted accounting standard regarding investment property since 1 January 2011 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 financial statements for the year ended 31 December 2010 are summarised as follows:

	Consolidated
	Baht
Statement of financial position as at 31 December 2010	
Increase in investment properties, net	950,129,056
Decrease in land and projects under development	(331,280,644)
Decrease in property, plant and equipment, net	(618,848,412)

6. SEGMENT INFORMATION

6.1 Financial information by business segments

The Group and the Company operate in several business segments. Financial information by segment for the consolidated financial statements is as follows:

		For the years ended 31 December (Baht Million)																			
		Hotel and related Services operations		Property rental business		Entertainment operations		Spa Services		Food and beverage operations		Real estates for sales		Distribution		Manufacturing		Management operations		Total	
		2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
External		8,135	4,323	423	388	148	120	298	296	11,056	9,883	2,821	205	1,902	1,592	1,024	1,087	330	246	26,137	18,140
Related parties		47	42	97	91	-	-	5	3	-	-	309	1,237	-	-	-	-	1,096	760	1,554	2,133
Eliminated		(47)	(42)	(97)	(91)	-	-	(5)	(3)	-	-	(309)	(1,237)	-	-	-	-	(1,096)	(760)	(1,554)	(2,133)
Net revenues		8,135	4,323	423	388	148	120	298	296	11,056	9,883	2,821	205	1,902	1,592	1,024	1,087	330	246	26,137	18,140
Segment results		4,021	2,048	286	253	71	53	81	86	7,482	6,693	1,462	56	1,059	930	88	105	1,426	1,006	15,976	11,230
Eliminated		(27)	(24)	(82)	(77)	38	34	33	33	-	-	27	-	-	-	-	-	(1,096)	(760)	(1,107)	(794)
Net segment results		3,994	2,024	204	176	109	87	114	119	7,482	6,693	1,489	56	1,059	930	88	105	330	246	14,869	10,436

		As at 31 December (Baht Million)																							
		Hotel and related Services operations		Property rental business		Entertainment operations		Spa Services		Food and beverage for sales		Real estates for sales		Distribution		Manufacturing		Management operations		Investing in other companies		Eliminated		Total	
		2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
Project under development	- 3,772	-	-	-	-	-	-	-	-	-	33	17	-	32	-	-	-	-	-	-	-	134	33	3,955	
Property, plant and equipment	13,632	7,074	22	14	142	105	26	32	2,371	2,244	424	-	236	156	127	8	80	75	56	378	17,137	10,233			
Other assets	11,125	7,342	1,272	1,266	29	5	343	297	6,323	5,949	3,204	3,408	955	772	123	325	34,015	25,136	(40,275)	(28,781)	23,695	18,611			
Total assets	24,757	18,188	1,294	1,280	171	110	369	329	8,694	8,193	3,661	3,425	1,191	960	250	472	6,602	2,900	34,095	25,211	(40,219)	(28,269)	40,865	32,799	

6.2 Financial information by geographical segments

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

Thailand is the home country of the parent company which is also the main operating. The areas of operation are principally hotel operations, entertainment operations, food and beverage operations, real estates for sales, distribution, manufacturing, property rental business, spa services and management operations.

Singapore - The Group operates food and beverage operations.

Australia - The Group operates hotel operations and food and beverage operations.

People's Republic of China - The predominant activity is food and beverage operations and spa services.

Republic of Maldives - The main activities are hotel operations and spa.

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

	Revenues		Segment results		Total assets	
	2011 Baht Million	2010 Baht Million	2011 Baht Million	2010 Baht Million	2011 Baht Million	2010 Baht Million
Thailand	21,423	17,474	11,983	9,143	49,591	50,757
Singapore	2,200	2,078	1,657	1,591	7,377	2,647
Australia	2,601	-	1,374	-	11,864	-
People's Republic of China	495	464	330	306	292	295
Republic of Maldives	749	143	473	102	2,435	2,087
Sri Lanka	104	-	62	-	200	-
The United Arab Emirates	26	19	23	16	-	-
Others	93	95	73	72	9,325	5,282
Eliminated	(1,554)	(2,133)	(1,106)	(794)	(40,219)	(28,269)
	26,137	18,140	14,869	10,436	40,865	32,799

7. CASH AND CASH EQUIVALENTS

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Cash on hand	112,955,845	84,615,206	7,279,953	1,676,014
Cash at bank	1,032,826,282	1,071,665,576	153,104,253	169,843,198
Total cash and cash equivalents	1,145,782,127	1,156,280,782	160,384,206	171,519,212

The average effective interest rate of deposits with banks was 0.1% to 3.5% per annum (2010: 0.1% to 1.52% per annum).

8. TRADE AND OTHER RECEIVABLES

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Trade receivables - third parties, gross	1,519,019,464	1,005,716,583	18,801,728	17,466,336
<u>Less</u> Provision for impairment of trade receivables	(69,417,902)	(24,453,370)	(260)	(188,162)
Trade receivables - third parties, net	1,449,601,562	981,263,213	18,801,468	17,278,174
Prepayments	380,583,358	151,257,998	7,995,801	5,973,296
Receivables from others	686,734,968	376,911,064	5,178,129	25,721,585
Receivables from related parties (Note 14)	222,342,378	66,104,728	711,157,062	584,896,347
Total trade and other receivables	2,739,262,266	1,575,537,003	743,132,460	633,869,402

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

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Not yet due	1,144,065,583	796,258,483	16,254,018	15,262,237
Overdue				
Under 90 days	211,078,013	156,981,270	2,543,682	1,823,895
91 days to 180 days	88,921,121	25,940,284	2,726	85,514
Over 181 days	74,954,747	26,536,546	1,302	294,690
Trade receivables - third parties	1,519,019,464	1,005,716,583	18,801,728	17,466,336
<u>Less</u> Provision for impairment of trade receivables	(69,417,902)	(24,453,370)	(260)	(188,162)
Trade receivables - third parties, net	1,449,601,562	981,263,213	18,801,468	17,278,174

9. INVENTORIES

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Food and beverage	97,448,205	48,478,062	2,978,666	2,713,929
Finished goods (net with allowance)	350,588,967	275,763,483	-	-
Raw materials (net with allowance)	694,406,774	443,133,494	-	-
Work in process	16,005,115	9,028,410	-	-
Goods in transit	99,803,200	61,476,058	-	-
Supplies and others	207,701,234	112,105,435	3,441,704	2,661,788
Total inventories	1,465,953,495	949,984,942	6,420,370	5,375,717

The cost of inventories recognised as expense and included in cost of sales amounted to Baht 6,920 million (2010: Baht 6,015 million).

During 2011, Baht 66 million was recorded to the income statement for allowance for obsolete and damaged inventories (2010: Reversal of Baht 7 million).

10. LAND AND REAL ESTATES PROJECT FOR SALES

	Consolidated	
	2011 Baht	2010 Baht
Land	96,864,164	96,864,162
Land under lease agreement	455,214,701	440,771,216
Construction cost	1,828,114,044	1,787,853,481
Furniture and fixtures	685,010,777	203,958,825
Interest capitalised	186,151,188	243,551,473
Others	38,530,650	176,866,511
	3,289,885,524	2,949,865,668
<u>Less</u> Cost of sales - accumulated	(1,715,789,535)	(531,144,188)
Land and real estates project for sales	1,574,095,989	2,418,721,480

As at 31 December 2011, the Group has commitment relating to the construction contracts of real estates project for sales of Baht 0.9 million (2010: Baht 12.3 million).

11. OTHER CURRENT ASSETS

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Prepaid income tax	206,906,820	171,860,158	46,490,654	16,485,489
Advance for construction	118,589,611	363,521,793	20,614,005	-
Current portion of loans to other companies	13,139,237	-	-	-
Others	321,233,133	91,807,361	16,782,141	13,982,238
Total other current assets	659,868,801	627,189,312	83,886,800	30,467,727

12. INVESTMENTS IN SUBSIDIARIES, ASSOCIATES AND INTERESTS IN JOINT VENTURES

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Subsidiaries	-	-	5,658,569,135	6,629,390,044
Associates	3,905,609,849	1,521,253,975	2,150,195,880	-
Interests in joint ventures	19,520,683	14,605,306	24,284,460	24,284,460
Total investments in subsidiaries, associates and interests in joint ventures	3,925,130,532	1,535,859,281	7,833,049,475	6,653,674,504

a) Investments in subsidiaries

	Company	
	2011 Baht	2010 Baht
At 1 January	6,629,390,044	6,659,262,048
Additions	1,063,491	14,000,000
Capital returned from subsidiary	(928,262,396)	-
Disposals	-	(250,000)
Decapitalisation in property fund	(43,622,004)	(43,622,004)
At 31 December	5,658,569,135	6,629,390,044

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 (%)	
			2011	2010
Chao Phaya Resort Limited	Hotel operation and shopping mall	Thailand	81.24	81.24
Hua Hin Resort Limited	Hotel operation	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	98.91	98.91
MI Square 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	99.72	99.72
Royal Garden Plaza Limited	Shopping mall	Thailand	100	100
MSpa 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

Company	Company - 31 December			
	Nature of business	Country of incorporation	Investment portion (%)	
			2011	2010
Lodging Investment (Labuan) Limited	Holding investment	Malaysia	100	100
Minor International (Labuan) Limited	Hotel operation	Malaysia	100	100
AVC Club Developer Limited	Sales of point for right-to-use in time sharing resort	Republic of Mauritius	100	100
AVC Vacation Club Limited	Sales of point for right-to-use in time sharing resort	Republic of Mauritius	100	100
Thai Project Property Fund	Property investment	Thailand	99.90	99.90
Sub Thawee Property Fund	Property investment	Thailand	99.86 ⁽⁴⁾	99.86 ⁽⁴⁾
Thai Assets Management Property Fund	Property investment	Thailand	100	100
Phuket Beach Club Owner Limited	Management	Thailand	100	-

- (1) Investment portion of 45.30% represents direct holding in Maerim Terrace Resort Limited. Another 25.74% indirect holding is invested through subsidiary.
- (2) Investment portion of 51% represents direct holding in MST. Another 49% indirect holding is invested through subsidiary.
- (3) Investment portion of 91.35% represents direct holding in MINOR. Another 8.57% indirect holding is invested through subsidiary.
- (4) Investment portion of 99.86% represents direct holding in Sub Thawee Property Fund. Another 0.14% indirect holding is invested through subsidiary. Paid-up capital of Sub Thawee Property Fund is investment in Class B and Class C unitholders.

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

Company	Company - 31 December			
	Nature of business	Country of incorporation	Investment portion (%)	
			2011	2010
MFG’s subsidiaries				
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
International Franchise Holding (Labuan) Limited’s subsidiaries				
Franchise Investment Corporation of Asia Ltd.	Franchise owner	British Virgin Islands	100	100
The Minor Food Group (China) Limited	Sales of food and beverage	People’s Republic of China	100	100
Primacy Investment Limited’s subsidiaries				
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
ThaiExpress Concepts Pte. Ltd.	Holding investment	Singapore	100	70

Company	Company - 31 December			
	Nature of business	Country of incorporation	Investment portion (%)	
			2011	2010
Delicious Food Holding (Singapore) Pte. Ltd.'s subsidiaries				
Delicious Food Holding (Australia) Pte. Ltd.	Holding investment	Australia	100	100
Delicious Food Australia Finance Pty. Ltd.	Management	Australia	100	-
MHG Hotel Holding Australia Pty. Ltd.	Holding investment	Australia	100	-
MHG Hotel Holding Australia Pty. Ltd.'s subsidiary				
Oaks Hotels & Resorts Limited ("OAKS")	Providing services for accommodation	Australia	100	-
MSpa International Limited's subsidiaries				
MSpa Ventures Limited	Spa services	British Virgin Islands	100	100
MSpa Enterprise Management (Shanghai) Limited	Spa services	People's Republic of China	100	100
Minor Hotel Group Limited's subsidiary				
Hospitality Investment International Limited	Holding investment	British Virgin Islands	100	100
Hospitality Investment International Limited's subsidiaries				
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 (formerly "Cyprea Lanka (Private) Limited")	Hotel operation	Sri Lanka	80.1	80.1
Elewana Investment Limited	Holding investment	Republic of Mauritius	100	-
Royal Garden Development Limited's subsidiaries				
Rajadamri Residence Limited	Hotel and sales of property	Thailand	-	100
Rajadamri Lodging Limited	Hotel operation	Thailand	-	100

Company	Company - 31 December			
	Nature of business	Country of incorporation	Investment portion (%)	
			2011	2010
MI Squared Limited's subsidiaries				
Rajadamri Residence Limited	Hotel and sales of property	Thailand	100	-
Rajadamri Lodging Limited	Hotel operation	Thailand	100	-
AVC Vacation Club Limited's subsidiary				
Anantara Vacation Club (HK) Limited	Marketing services	Hong Kong	100	-
ThaiExpress Concepts Pte. Ltd.'s subsidiaries				
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
ThaiExpress Concepts Sdn Bhd.	Sales of food and beverage	Malaysia	100	100
BBZ Design International Pte. Ltd.'s subsidiary				
Element Spice Cafe Pte. Ltd. (formerly "NYYN Pte. Ltd.")	Sales of food and beverage	Singapore	100	100
MINOR's subsidiaries				
Armin Systems Limited	Distribution - kitchen utensils, garment and shoes	Thailand	100	100

Company	Company - 31 December			
	Nature of business	Country of incorporation	Investment portion (%)	
			2011	2010
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
Amore Pacific (Thailand) Limited	Distribution - cosmetics and perfume	Thailand	51	51
Marvelous Wealth Limited	Holding investment	British Virgin Islands	100	100
OAKS's subsidiaries				
Boathouse Management Pty. Ltd.	Providing services for accommodation	Australia	100	-
Calypso Plaza Management Pty. Ltd.	Providing services for accommodation	Australia	100	-
Concierge Apartments Australia Pty. Ltd.	Providing services for accommodation	Australia	100	-
Goldsborough Management Pty. Ltd.	Providing services for accommodation	Australia	100	-
IMPROPERTY Pty. Ltd.	Providing services for accommodation	Australia	100	-
Oaks Hotels & Resorts (Qld) Pty. Ltd.	Providing services for accommodation	Australia	100	-
Oaks Hotels & Resorts (NSW) Pty. Ltd.	Providing services for accommodation	Australia	100	-
Oaks Hotels & Resorts (NSW) No. 1 Pty. Ltd.	Providing services for accommodation	Australia	100	-
Oaks Hotels & Resorts (NSW) No. 2 Pty. Ltd.	Providing services for accommodation	Australia	100	-
Oaks Hotels & Resorts (SA) Pty. Ltd.	Providing services for accommodation	Australia	100	-

Company	Company - 31 December			
	Nature of business	Country of incorporation	Investment portion (%)	
			2011	2010
Oaks Hotels & Resorts (VIC) Pty. Ltd.	Providing services for accommodation	Australia	100	-
Queensland Accommodation Corporation Pty. Ltd.	Providing services for accommodation	Australia	100	-
Seaforth Management Pty. Ltd.	Providing services for accommodation	Australia	100	-
183 on Kent Management Pty. Ltd.	Providing services for accommodation	Australia	100	-
187 Kent Pty. Ltd.	Providing services for accommodation	Australia	100	-
361 Kent Pty. Ltd.	Providing services for accommodation	Australia	100	-
Pacific Hotel Market Street Pty. Ltd.	Providing services for accommodation	Australia	100	-
Pacific Blue Management Pty. Ltd.	Providing services for accommodation	Australia	100	-
Queen Street Property Management Pty. Ltd.	Providing services for accommodation	Australia	100	-
The Oaks Resort & Hotel Management Pty. Ltd.	Providing services for accommodation	Australia	100	-
Furniture Services Australia Pty. Ltd.	Providing services for accommodation	Australia	100	-
Brisbane Apartment Management Pty. Ltd.	Providing services for accommodation	Australia	100	-
Housekeepers Pty. Ltd.	Providing services for accommodation	Australia	100	-
Oaks Hotels & Resorts (Nth Qld) Pty. Ltd.	Investment holding	Australia	100	-
Kent Street Sydney Pty. Ltd.	Investment holding	Australia	100	-
Oaks Hotels & Resorts NZ Ltd.	Providing services for accommodation	New Zealand	100	-
187 Cashel Apartments Ltd.	Providing services for accommodation	New Zealand	100	-
Oaks Cashel Management Ltd.	Providing services for accommodation	New Zealand	100	-
Oaks 187 Cashel Management Ltd.	Providing services for accommodation	New Zealand	100	-
Oaks Hotels & Resorts JLT Ltd.	Providing services for accommodation	The United Arab Emirates	100	-
Oaks Hotels & Resorts Investments Pty. Ltd.	Investment holding	Australia	100	-
Regis Towers Management Pty. Ltd.	Providing services for accommodation	Australia	50	-

Thai Assets Management Property Fund

On 24 December 2002, the Group invested in the Thai Assets Management Property Fund which is registered with the Securities and Exchange Commission. The Fund was established for the purpose of investment in real estate. The financial statements of the Property Fund are fully consolidated in the consolidated financial statements because the Group has power to exercise control over the financing and operating policies of the Property Fund.

As at 31 December 2011, the Group holds 100% of the property Fund's Class C and Class D units. The Class C and Class D unitholders have the right to receive dividends after dividends are paid to Class A and Class B unitholders. As at 31 December 2011, the Class A and Class B unitholders have investments amounting to Baht 125 million (2010: Baht 225 million). These unitholders will receive dividends at the specified interest rates and have rights to receive dividends before other classes of unitholders. Such capital of Class A and Class B unitholders is classified as borrowings (Note 21) according to its underlying substance.

Changes in investments in subsidiaries for the year ended 31 December 2011 comprise:

Royal Garden Development Limited

On 1 June 2011, Royal Garden Development Limited, a subsidiary of the Company, had entire business transfer of its assets and liabilities to MI Squared Limited, another subsidiary of the Company, at fair value or equivalent to comply with the Revenue Code. At the Extraordinary Shareholders' Meeting of this company on 1 June 2011, it was resolved to liquidate this company and registered the liquidation with the Ministry of Commerce on 1 June 2011. Currently, it is in the liquidation process.

On 15 June 2011, the liquidator of this company was resolved that this company returned partial share capital to the shareholders of Baht 1,346 million. The Company received money and recognised gain from capital return from this subsidiary of Baht 418 million. This gain is presented in other income of the Company's financial statements.

Oaks Hotels & Resorts Limited ("OAKS")

During the first quarter of 2011, a subsidiary of the Group acquired ordinary shares of Oaks Hotels & Resorts Limited ("OAKS"), a listed company in the Australian Security Exchange, of 26 million shares totalling AUD 9.1 million (equivalent to Baht 274 million). The investment portion is 14.99%. During the second quarter of 2011, the subsidiary additionally acquired ordinary shares of 8.7 million shares totalling AUD 3.0 million (equivalent to Baht 95 million). This made the Group increase the investment portion to 19.96%. The investment was classified as other long-term investment.

During the second quarter of 2011, another subsidiary of the Group has entered into tender offer agreement of OAKS and acquired 131.1 million ordinary shares, totalling Baht 2,194 million which represented 75.43% of OAKS's paid-up shares. The investment in OAKS changed from "Other long-term investment" to "Investment in subsidiary" at the date that the Group has control of OAKS. The Group adjusted fair value of this investment at that date and recognised gain on fair value adjustment of Baht 203.2 million in the income statement.

During the third quarter and the fourth quarter of 2011, the Group acquired additional shares from the process of compulsory acquisition of 0.17% of paid-up shares from minority shareholders of OAKS.

As at 31 December 2011, the Group had an investment in OAKS representing 100% interest amounting to Baht 2,880 million and an outstanding liability of AUD 0.16 million (equivalent to Baht 5.2 million), presented it in other current liabilities.

OAKS has completed the process of de-listing from Australian Securities Exchange on 31 October 2011.

The financial statements of OAKS has included in the consolidated financial statements on 26 May 2011 that the Group has control over this subsidiary.

Details of the acquisition are as follows:

	Baht
Purchase consideration	2,879,934,938
Net carrying value of OAKS under interest acquired	(2,264,373,034)
Purchases price over net assets presented in goodwill	615,561,904

The book value at 100% interest of assets and liabilities acquired in OAKS at the date that the Group has control over this subsidiary are as follows:

	Baht
Cash and cash equivalents	150,989,989
Trade accounts receivable	302,926,470
Inventories	84,989,301
Investment property	57,412,511
Property, plant and equipment, net	1,622,288,935
Intangible assets, net	2,742,250,893
Other assets	488,868,760
Trade accounts payable	(324,731,217)
Long-term loan from financial institution	(1,897,986,000)
Liabilities under financial lease agreement	(350,510,782)
Accrued expenses and other liabilities	(612,125,826)
Book value of net assets	2,264,373,034
Interest acquired	100%
Book value of net assets acquired	2,264,373,034

Net assets from acquisition of investment in OAKS are stated at the net book value of tangible and intangible assets and liabilities at the date of acquisition. The Group is in the process of appraising the fair value of tangible and intangible assets and liabilities and the adjustments to fair value will be done. The difference between net book value and net fair value will be adjusted with goodwill.

Elewana Investment Limited

During the second quarter of 2011, a subsidiary of the Group acquired ordinary shares of Elewana Investment Limited of 1,000 shares with a par value of USD 1.

Anantara Vacation Club (HK) Limited

During the second quarter of 2011, a subsidiary of the Company acquired ordinary shares of Anantara Vacation Club (HK) Limited of 10,000 shares with a par value of HKD 1.

Delicious Food Australia Finance Pty. Ltd.

During the third quarter of 2011, a subsidiary of the Group acquired ordinary shares of Delicious Food Australia Finance Pty. Ltd. of 100 shares with a par value of AUD 1.

During the fourth quarter of 2011, Delicious Food Australia Finance Pty. Ltd. issued redeemable preference share of 59,000,000 shares with par value of AUD 1 per share, totaling AUD 59,000,000 to Delicious Food Holding (Singapore) Pte. Ltd.

MHG Hotel Holding Australia Pty. Ltd.

During the third quarter of 2011, a subsidiary of the Group acquired ordinary shares of MHG Hotel Holding Australia Pty. Ltd., a new established company, of 100 shares with a par value of AUD 1.

Jada Resort and Spa (Private) Limited (formerly "Cyprea Lanka (Private) Limited")

On 9 August 2010, a subsidiary of the Group acquired ordinary shares of Jada Resort and Spa (Private) Limited (formerly "Cyprea Lanka (Private) Limited") of 82,010,192 ordinary shares with a par value of 10 Sri Lanka Rupee, totaling USD 11,399,948 or Baht 366.1 million, representing 80.10% of this company's paid-up shares.

During the third quarter of 2011, the Group completed calculating net asset fair value of this company. In consideration of fair value of asset, the Group determined the measurement of the asset and considers the possibility that the Group received economic benefit reasonably.

The financial statements of Jada Resort and Spa (Private) Limited has included in the consolidated financial statements since the date that the Group has control over this subsidiary.

Details of the acquisition are as follows:

	Baht
Purchasing consideration	366,825,199
Net fair value of Jada Resort and Spa (Private) Limited under interest acquired	(193,389,845)
Goodwill	173,435,354

On the acquisition date, the fair value at 80.10% interest of assets and liabilities acquired in Jada Resort and Spa (Private) Limited are as follows:

	Baht
Cash and cash equivalents	1,784,739
Trade accounts receivable	16,239,742
Inventories	3,666,692
Property, plant and equipment, net	253,916,195
Leasehold right, net	9,198,689
Trade accounts payable	(7,464,705)
Payables from related parties	(16,837,453)
Accrued expenses and other liabilities	(19,068,388)
Fair value of net assets	241,435,511
Interest acquired	80.10%
Fair value of net assets acquired (Baht)	193,389,845

Phuket Beach Club Owner Limited

During the forth quarter of 2011, the Company acquired ordinary shares of Phuket Beach Club Owner Limited of 10,000 shares with a par value of Baht 100. However, the Company has not paid for those share subscription to this company.

ThaiExpress Concepts Pte. Ltd.

During the forth quarter of 2011, a subsidiary of the Group acquired additional shares of 90,000 shares totalling SGD 16.8 million (equivalent to Baht 402.97 million) from minority shareholders of ThaiExpress Concepts Pte. Ltd. This made the Group increase the investment portion from 70% to 100% and recognise discount from additional investment in this subsidiary amounting to Baht 32,750,744 in the shareholders' equity.

Amore Pacific (Thailand) Limited

During the forth quarter of 2011, a subsidiary of the Group has entered into the agreement to sell its entire investment of 140,000 shares, representing 51% holding, in Amore Pacific (Thailand) Limited to Amore Pacific Global Operations Limited amounting to Baht 12.05 million. However, this transaction has not been completed within reporting period.

b) Investments in associates

The Group's share of the result of its principal associates, all of which are unlisted, and its share of the assets including goodwill and liabilities are as follows:

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
At 1 January	1,521,253,975	1,338,996,099	-	-
Additions	427,616,362	-	345,672,880	-
Transfer from other long-term investment (Note 13)	1,804,523,000	-	1,804,523,000	-
Transfer from advance for share subscription (HVC)	-	17,707,880	-	-
Provision for additional payment of investment	-	22,775,100	-	-
Share of profit of investments in associates	266,414,538	216,037,952	-	-
Dividends received	(114,198,026)	(74,263,056)	-	-
At 31 December	3,905,609,849	1,521,253,975	2,150,195,880	-

Companies under associates comprise:

Company	Consolidated - 31 December			
	Nature of business	Country of incorporation	Investment portion (%)	
			2011	2010
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	51
Harbour View Corporation Limited	Hotel operation	Vietnam	30.4	30.4
Zuma Bangkok Limited	Sales of food and beverage	Thailand	51 ⁽¹⁾	-
Tidal Swell Pty. Ltd.	Providing services for accommodation	Australia	25	-
S&P Syndicate Public Company Limited	Sales of food and beverage	Thailand	31.3	-

⁽¹⁾ Investment portion in Zuma Bangkok Limited is 51% but the Group has voting right at 35%.

Company	Company - 31 December			
	Nature of business	Country of incorporation	Investment portion (%)	
			2011	2010
S&P Syndicate Public Company Limited	Sales of food and beverage	Thailand	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/(loss) Baht
Year ended 31 December 2011				
Hotel operation and related services	1,540,268,512	1,292,703,186	813,866,872	60,977,317
Sales of food and beverage	1,620,439,494	827,985,669	2,996,094,424	205,437,221
	3,160,708,006	2,120,688,855	3,809,961,296	266,414,538

	Assets Baht	Liabilities Baht	Revenues Baht	Profit/(loss) Baht
Year ended 31 December 2010				
Hotel operation and related services	1,194,700,151	1,054,110,020	655,491,928	79,271,750
Sales of food and beverage	393,577,097	211,316,220	969,408,932	136,766,202
	1,588,277,248	1,265,426,240	1,624,900,860	216,037,952

Companies under associates comprise:

Company	Consolidated - 31 December			
	Nature of business	Country of incorporation	Investment portion (%)	
			2011	2010
Tanzania Tourism and Hospitality Investment Limited's subsidiaries				
Elewana Afrika (T) Limited	Hotel operation	United Republic of Tanzania	100	100
Elewana Afrika Limited	Holding Investment	Kenya	100	100
Zanzibar Tourism and Hospitality Investment Limited's subsidiaries				
Elewana Afrika (Z) Limited	Hotel operation	United Republic of Tanzania	100	100
The Grande Stone Town Limited	Holding Investment	United Republic of Tanzania	100	100
Elewana Afrika Limited's subsidiaries				
Flora Holding Limited	Holding Investment	Kenya	100	100
Rocky Hill Limited	Hotel operation	Kenya	100	-
Sand River Eco Camp Limited	Hotel operation	Kenya	100	-

Company	Consolidated - 31 December			
	Nature of business	Country of incorporation	Investment portion (%)	
			2011	2010
Flora Holding Limited's subsidiary Parrots Limited	Hotel operation	Kenya	100	100
The Grande Stone Town Limited's subsidiary Parachichi Limited	Hotel operation	United Republic of Tanzania	100	100
Select Service Partner Limited's subsidiary Select Service Partner (Cambodia) Limited	Sale of food and beverage	The Kingdom of Cambodia	100	100
The Coffee Club Holdings Pty. Ltd.'s subsidiaries				
Espresso Pty. Ltd.	Property investment	Australia	100	100
The Coffee Club Investment Pty. Ltd.	Franchise owner	Australia	100	100
The Coffee Club Franchising Company Pty. Ltd.	Franchise business	Australia	100	100
The Coffee Club (NSW) Pty. Ltd.	Property investment	Australia	100	100
The Coffee Club (Vic) Pty. Ltd.	Property investment	Australia	100	100
The Coffee Club (Properties) Pty. Ltd.	Property investment	Australia	100	100
The Coffee Club Properties (NSW) Pty. Ltd.	Property investment	Australia	100	100
The Coffee Club Pty. Ltd. (as trustee for The Coffee Club Unit Trust)	Franchise owner	Australia	100	100
The Coffee Club (International) Pty. Ltd.	Franchise owner	Australia	100	100
The Coffee Club (Korea) Pty. Ltd.	Franchise owner	Australia	100	100
The Coffee Club (Mena) Pty. Ltd.	Franchise owner	Australia	100	100
The Coffee Club (NZ) Pty. Ltd.	Franchise owner	Australia	100	100
First Avenue Company Pty. Ltd.	Sale of food and beverage	Australia	100	100
Ribs and Rumps Holding Pty. Ltd.	Sale of food and beverage	Australia	100	-

Select Service Partner Limited

Investment in Select Service Partner Limited is classified as associated company in the consolidated financial statements because the Group does not have control over this company although the Group holds equity interest of 51%. The equity method of accounting is applied to this investment in the consolidated financial statements.

Changes in investments in associates for the year ended 31 December 2011 comprise:

Zuma Bangkok Limited

During the first quarter of 2011, a subsidiary of the Group acquired ordinary shares of Zuma Bangkok Limited of 81,600 shares with a par value of Baht 100. The subsidiary paid for those share subscriptions to this company in the second quarter of 2011.

S&P Syndicate Public Company Limited ("S&P")

During the third quarter of 2011, the board of directors passed the resolution to have the intention to hold the investment in S&P in the long-term period. The Company has entered into the process of voluntary tender offer at Baht 70 per share which is the fair value assessed by the financial advisor.

The investment in S&P changed from "Other long-term investment" to "Investment in associate" at the date that the Group has significant influence of S&P. The Group adjusted fair value of this investment at that date and recognised gain on fair value adjustment of Baht 1,053.8 million in the income statement of the consolidated and Company financial statements.

As at 13 October 2011, the Company completed the process of voluntary tender offer and could additionally acquire shares from this tender offer of 4,938,184 shares totalling Baht 345.7 million, which represented 5.03% of S&P paid-up shares.

Ribs and Rumps Holdings Pty. Ltd.

During the third quarter of 2011, an associate of the Group acquired ownership of assets of Ribs and Rumps Holdings Pty. Ltd. totalling AUD 11 million or Baht 362.2 million.

Tidal Swell Pty. Ltd.

During the forth quarter of 2011, a subsidiary of the Group acquired 25% ordinary shares of Tidal Swell Pty. Ltd. totalling AUD 2.4 million or Baht 71.7 million.

c) Interests in joint ventures

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
At 1 January	14,605,306	14,100,483	24,284,460	24,284,460
Addition	7,515,000	-	-	-
Share of profit (loss) of interests in joint ventures	(2,599,623)	504,823	-	-
At 31 December	19,520,683	14,605,306	24,284,460	24,284,460

The jointly controlled entities are:

Company	Consolidated - 31 December			
	Nature of business	Country of incorporation	Investment portion (%)	
			2011	2010
Maikhao Vocation Villas Limited	Sales of right-to-use in time sharing resort	Thailand	50	50
Thaisale.co.th Limited	Distribution	Thailand	50.1	-

Company	Company - 31 December			
	Nature of business	Country of incorporation	Investment portion (%)	
			2011	2010
Maikhao Vocation Villas Limited	Sales of right-to-use in time sharing resort	Thailand	50	50

The following amounts represent the Group's share of the assets and liabilities and sales and results of the joint ventures and are included in the statement of financial position and income statements:

	Consolidated	
	2011 Baht	2010 Baht
Non-current assets	2,204,761	-
Current assets	22,391,962	11,415,788
Total assets	24,596,723	11,415,788
Current liabilities	(8,522,059)	(117,419)
Total liabilities	(8,522,059)	(117,419)
Net assets	16,074,664	11,298,369
Revenues	461,077	1,942,486
Expenses	(3,060,700)	(1,437,663)

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

Change in interests in joint ventures for the year ended 31 December 2011 comprises:

Thaisale.co.th Limited

During the third quarter of 2011, a subsidiary of the Group acquired ordinary shares of Thaisale.co.th Limited, a new established company, of 150,298 shares with a par value of Baht 100. The ordinary shares were paid-up 50%.

d) Provision for investment in associate

As at 31 December 2011, the Group had provision for investment in associate amounting to USD 0.75 million. (2010: USD 1.5 million).

13. OTHER LONG-TERM INVESTMENTS

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Other companies	147,073	669,539	121,849	24,765
Related companies	159,853,851	1,914,936,740	-	1,804,523,000
Other long-term investments	160,000,924	1,915,606,279	121,849	1,804,547,765

a) Investments in other companies

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Opening net book amount	669,539	27,410,070	24,765	19,318
Additions	97,898	5,023,938	97,898	-
Disposals	(625,000)	(35,756,480)	-	-
Reversal of fair value of investment	-	3,983,988	-	-
Changes in fair value of investments	4,636	8,023	(814)	5,447
Ending net book amount	147,073	669,539	121,849	24,765

Investments in other companies as at 31 December comprises:

	Consolidated	
	2011 Baht	2010 Baht
Available-for-sale securities, cost	107,532	9,634
Changes in fair value of investments	26,317	21,681
Available-for-sale securities, net	133,849	31,315
General investments, cost	2,163,574	2,788,574
<u>Less</u> Impairment loss	(2,150,350)	(2,150,350)
General investments, net	13,224	638,224
Investments in the other companies, net	147,073	669,539

	Company	
	2011 Baht	2010 Baht
Available-for-sale securities, cost	105,933	8,034
Changes in fair value of investments	15,916	16,731
Investments in the other companies, net	121,849	24,765

b) Investments in related companies

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Opening net book amount	1,914,936,740	812,421,239	1,804,523,000	743,792,300
Additions	27,699,316	67,982,519	-	67,982,519
Transfer to investment in associate (Note 12 b)	(1,804,523,000)	-	(1,804,523,000)	-
Change in fair value of investments	21,740,795	1,034,532,982	-	992,748,181
Ending net book amount	159,853,851	1,914,936,740	-	1,804,523,000

b) Investments in related companies (Continued)

	Consolidated							
	Nature of business	Country of incorporation	Nature of relationship	Paid-up capital (Baht Million)	Investment portion (%)	Cost (Baht)	Change in fair value (Baht)	Net investment (Baht)
31 December 2011								
Available-for-sale securities								
Serendib Hotels Limited	Hotel	Sri Lanka	Shareholder	160 (570 Sri Lanka Rupee Million)	19.84	71,658,763	88,195,088	159,853,851
Total investments in related companies						71,658,763	88,195,088	159,853,851
31 December 2010								
Available-for-sale securities								
S&P Syndicate Public Company Limited	Sale of food and beverage	Thailand	Shareholder	490	26.28	750,711,496	1,053,811,504	1,804,523,000
Serendib Hotels Limited	Hotel	Sri Lanka	Shareholder	120 (412 Sri Lanka Rupee Million)	19.84	43,959,447	66,454,293	110,413,740
Total investments in related Company						794,670,943	1 120,265,797	1,914,936,740

b) Investments in related companies (Continued)

	Company							
	Nature of business	Country of incorporation	Nature of relationship	Paid-up capital (Baht Million)	Investment portion (%)	Cost (Baht)	Change in fair value (Baht)	Net investment (Baht)
31 December 2010								
Available-for-sale securities								
S&P Syndicate Public Company Limited	Sale of food and beverage	Thailand	Shareholder	490	26.28	750,711,496	1,053,811,504	1,804,523,000
Total investment in related company						750,711,496	1,053,811,504	1,804,523,000

As at 31 December 2011, the Group has no investment in available-for-sale securities.

Change in other long-term investments for the year ended 31 December 2011 comprise:

Serendib Hotels PLC

At the Board of Directors' Meeting of Serendib Hotels PLC on 1 April 2011, it was resolved to split ordinary voting and non-voting share's of the Company in the proportion of five shares for every one share held, The number of shares held by the Group increased to 11,977,605 ordinary voting shares and 5,725,400 ordinary non-voting shares.

During the second quarter of 2011, this company increased its registered share capital of 15,102,948 ordinary voting shares and 7,202,211 ordinary non-voting shares with par value of Sri Lanka Rupee 24.50 and Sri Lanka Rupee 18.25, respectively. The Group acquired the ordinary shares of 2,994,401 ordinary voting shares and 1,431,350 ordinary non-voting shares, totalling Sri Lanka Rupee 99.49 million (equivalent to Baht 28 million). Additional acquisition of these ordinary shares do not change the investment portion of the Group.

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.

The following transactions were carried out with related parties:

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Revenues				
Sales				
Associates and joint ventures	84,228,626	65,095,299	-	-
Total sales	84,228,626	65,095,299	-	-
Sale of real estate				
Related party	136,457,250	-	-	-
Total sale of real estate	136,457,250	-	-	-
Rental income				
Subsidiaries	-	-	43,049,477	41,807,093
Associates and joint ventures	-	630,000	-	-
Related parties	462,977	240,862	-	-
Total rental income	462,977	870,862	43,049,477	41,807,093
Interest income				
Subsidiaries	-	-	647,232,838	459,489,624
Associates and joint ventures	13,048,268	14,352,304	-	-
Total interest income	13,048,268	14,352,304	647,232,838	459,489,624
Management fee income				
Subsidiaries	-	-	206,805,183	236,034,619
Associates and joint ventures	149,237,764	96,779,087	-	-
Related parties	7,343,444	12,889,523	600,000	8,313,389
Total management fee income	156,581,208	109,668,610	207,405,183	244,348,008

Management fee income is mainly from hotel, information system and finance management.

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Revenues (Continued)				
Dividend income				
Subsidiaries	-	-	409,147,880	1,474,516,784
Associates and joint ventures	114,198,026	74,262,932	-	-
Related parties	83,784,050	80,210,350	83,784,050	80,210,350
Total dividend income	197,982,076	154,473,282	492,931,930	1,554,727,134
Other income				
Subsidiaries	-	-	7,263,814	3,443,494
Associates and joint ventures	6,434,340	7,948,928	180,536	183,467
Total other income	6,434,340	7,948,928	7,444,350	3,626,961
Gain from capital returned				
Subsidiary	-	-	418,150,898	-
Total gain from capital returned	-	-	418,150,898	-
Expenses				
Purchases				
Associates and joint ventures	11,586,630	-	-	-
Related parties	37,170,477	43,572,675	-	-
Total purchases	48,757,107	43,572,675	-	-
Rental expenses				
Subsidiaries	-	-	65,631,410	57,996,655
Related parties	13,683,088	10,576,116	-	-
Total rental expenses	13,683,088	10,576,116	65,631,410	57,996,655
Interest expenses				
Subsidiaries	-	-	27,028,995	14,490,731
Total interest expenses	-	-	27,028,995	14,490,731
Management fee expenses				
Subsidiaries	-	-	66,879,391	70,316,684
Associates and joint ventures	-	-	157,433	-
Total management fee expenses	-	-	67,036,824	70,316,684

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Expenses (Continued)				
Royalty fee				
Subsidiaries	-	-	646,456	581,573
Total royalty fee expenses	-	-	646,456	581,573
Other expenses				
Subsidiaries	-	-	55,819	-
Related parties	23,561,198	18,513,112	8,094,123	16,171,713
Total other expenses	23,561,198	18,513,112	8,149,942	16,171,713

Management benefit expenses

Management benefit expenses for the year ended 31 December 2011 comprised short-term benefits such as salaries, bonus and other allowances amounting to Baht 148,049,646 (2010: Baht 117,732,863) for the consolidated financial statements and Baht 81,208,366 (2010: Baht 62,384,781) for the Company financial statements.

As at 31 December 2011 and 2010, outstanding balances arising from receivable, payable, advances and loans from/to related parties are summarised as follows:

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Receivables from:				
Subsidiaries	-	-	640,911,198	582,849,409
Associates and joint ventures	221,585,241	47,376,548	70,236,720	1,666,610
Related parties	757,137	18,728,180	9,144	380,328
Total receivables from related parties	222,342,378	66,104,728	711,157,062	584,896,347
Long-term loans to related parties:				
Subsidiaries	-	-	14,833,186,192	13,068,542,277
Associates and joint ventures	507,373,802	384,728,390	-	-
Total long-term loans to related parties	507,373,802	384,728,390	14,833,186,192	13,068,542,277

Long-term loans to related parties are unsecured and denominated in Thai Baht. 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 following year.

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Short-term loans from related parties:				
Subsidiaries	-	-	1,549,601,374	1,376,380,033
Payables to:				
Subsidiaries	-	-	4,588,935	9,909,403
Associates and joint ventures	20,359,332	1,642,757	5,172	-
Related parties	11,088,121	14,388,963	1,994,714	93,594
Total payables to related parties	31,447,453	16,031,720	6,588,821	10,002,997

Short-term loans 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

Land and projects under development are stated at cost and are held by the following subsidiaries:

	Consolidated	
	2011 Baht	2010 Restated Baht
Minor International (Labuan) Limited	-	1,674,332,280
Samui Beach Club Owner Limited	30,707,270	181,111,847
Chao Phaya Resort and Residence Limited	2,390,494	2,390,494
Rajadamri Lodging Limited	-	2,097,514,802
Total land and projects under development	33,097,764	3,955,349,423

As at 31 December 2011, land and projects under development of Minor International (Labuan) Limited, Rajadamri Lodging Limited and a project of Samui Beach Club Owner Limited were completed and transferred to property, plant and equipment amounting to Baht 4,587,061,754 (Note 17).

	Consolidated
	Baht Million
Commitments in respect of construction contracts and purchases of assets as at 31 December 2011	1
Commitments in respect of construction contracts and purchases of assets as at 31 December 2010	315

16. INVESTMENT PROPERTIES

	Consolidated		
	Land and land improvement Baht	Buildings and building improvement Baht	Total Baht
At 1 January 2010			
Cost	356,642,414	1,450,409,441	1,807,051,855
<u>Less</u> Accumulated depreciation	(1,335,681)	(777,887,179)	(779,222,860)
Net book amount	355,306,733	672,522,262	1,027,828,995
Year ended 31 December 2010			
Opening net book amount	355,306,733	672,522,262	1,027,828,995
Additions	-	2,568,660	2,568,660
Depreciation	(118,219)	(80,150,381)	(80,268,600)
Closing net book amount	355,188,514	594,940,541	950,129,055
As at 31 December 2010			
Cost	356,642,414	1,452,978,101	1,809,620,515
<u>Less</u> Accumulated depreciation	(1,453,900)	(858,037,560)	(859,491,460)
Net book amount	355,188,514	594,940,541	950,129,055

	Consolidated		
	Land and land improvement Baht	Buildings and building improvement Baht	Total Baht
Year ended 31 December 2011			
Opening net book amount	355,188,514	594,940,541	950,129,055
Additions	-	10,246,529	10,246,529
Acquisition from investment in subsidiary (Note 12)	-	57,412,511	57,412,511
Depreciation	(115,647)	(84,796,432)	(84,912,079)
Translation adjustment	-	596,459	596,459
Closing net book amount	355,072,867	578,399,608	933,472,475
As at 31 December 2011			
Cost	356,642,414	1,521,244,057	1,877,886,471
<u>Less</u> Accumulated depreciation	(1,569,547)	(942,844,449)	(944,413,996)
Net book amount	355,072,867	578,399,608	933,472,475
Fair value	442,210,500	1,381,975,550	1,824,186,050

Amortisation of Baht 84,555,217 (2010: Baht 79,911,738) has been charged in the cost of sales and services and Baht 356,862 (2010: Baht 356,862) in administration expenses.

The Group's investment properties were revalued as at 31 December 2011 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.

A subsidiary of the Group has mortgaged freehold apartment amounting to AUD 1.8 million or equivalent to Baht 58 million (2010: Nil) to secure loans with foreign banks (Note 21).

Amount recognised in profit and loss which is relate to investment property are as follows:

	2011 Baht	2010 Baht
Rental income	350,601,220	309,172,329
Direct operating expense arise from investment property that generated rental income	87,078,697	80,275,533

Capital commitments

As at 31 December 2011, the Group has commitments for purchase of investment property amounting to AUD 0.7 million or equivalent to Baht 23 million (2010: Nil).

17. PROPERTY, PLANT AND EQUIPMENT

	Consolidated - Baht								
	Land and land improvement	Building and fitting equipment	Building and leasehold improvement	Furniture, fixtures and office equipment	Other equipment	Motor vehicles	Operating equipment	Construction in progress	Total
At 1 January 2010 - Restated									
Cost	1,159,197,845	8,963,308,739	3,881,967,896	4,525,819,536	1,955,576,937	221,751,402	551,887,258	95,776,361	21,356,257,973
Less Accumulated depreciation	(135,303,558)	(3,581,023,106)	(2,141,291,131)	(3,304,104,631)	(1,386,319,897)	(146,450,563)	(201,326,743)	-	(10,896,791,628)
Less Provision for impairment	-	-	(9,422,313)	(19,859,665)	(8,917,786)	-	(38,317)	-	(38,238,081)
Net book amount	1,023,894,287	5,382,285,633	1,731,254,452	1,201,855,240	560,339,254	75,300,839	350,522,198	95,776,361	10,421,228,264
Year ended 31 December 2010									
Opening net book amount	1,023,894,287	5,382,285,633	1,731,254,452	1,201,855,240	560,339,254	75,300,839	350,522,198	95,776,361	10,421,228,264
Additions	66,239,202	13,660,560	101,043,785	189,435,889	96,349,448	21,660,231	106,865,065	570,941,546	1,166,195,726
Acquisition from investment in subsidiary	22,974,609	20,297,175	92,717,669	407,873	13,573,665	332,704	1,563,908	1,270,564	153,138,167
Disposals, net	(4,903)	-	(13,490,127)	(13,453,283)	(147,582)	(215,032)	(2,935,603)	-	(30,246,530)
Write-offs, net	-	-	(28,187,541)	(6,655,599)	(973,793)	(25,168)	(8,848,160)	(562,347)	(45,252,608)
Reclassification	2,164,853	11,512,015	370,213,556	257,356,135	8,730,445	975,825	(46,488,494)	(604,464,335)	-
Transfer from (to) other accounts	-	-	(3,458)	7,577,774	(119,490)	-	(89,986,239)	(3,923,290)	(86,454,703)
Depreciation charge	(15,884,259)	(344,402,505)	(364,230,185)	(389,918,274)	(149,698,171)	(23,577,527)	(33,631,872)	-	(1,321,342,793)
Impairment reversal (charge)	-	-	9,272,256	(9,453,668)	(5,625,677)	-	38,317	-	(5,768,772)
Translation adjustment	(1,139,426)	(1,029,404)	(12,335,934)	132,329	(2,777,216)	(110,282)	(978,786)	(726,964)	(18,965,683)
Closing net book amount	1,098,244,363	5,082,323,474	1,886,254,473	1,237,284,416	519,650,883	74,341,590	276,120,334	58,311,535	10,232,531,068
At 31 December 2010 - Restated									
Cost	1,249,128,558	9,021,349,107	4,198,934,735	4,830,483,675	2,043,930,747	231,154,941	507,479,517	58,311,535	22,140,772,815
Less Accumulated depreciation	(150,884,195)	(3,939,025,633)	(2,312,530,204)	(3,563,885,926)	(1,509,736,401)	(156,813,351)	(231,359,183)	-	(11,864,234,893)
Less Provision for impairment	-	-	(150,058)	(29,313,333)	(14,543,463)	-	-	-	(44,006,854)
Net book amount	1,098,244,363	5,082,323,474	1,886,254,473	1,237,284,416	519,650,883	74,341,590	276,120,334	58,311,535	10,232,531,068

17. PROPERTY, PLANT AND EQUIPMENT (Continued)

	Consolidated - Baht								
	Land and land improvement	Building and fitting equipment	Building and leasehold improvement	Furniture, fixtures and office equipment	Other equipment	Motor vehicles	Operating equipment	Construction in progress	Total
Year ended 31 December 2011									
Opening net book amount	1,098,244,363	5,082,323,474	1,886,254,473	1,237,284,416	519,650,883	74,341,590	276,120,334	58,311,535	10,232,531,068
Additions	256,221,518	111,835,091	192,183,293	313,215,534	148,343,655	26,506,181	93,704,145	1,196,098,349	2,338,107,766
Acquisition from investment in subsidiary (Note 12)	-	684,344,296	145,013,371	620,296,440	-	-	132,260,161	40,374,667	1,622,288,935
Adjustment in fair value of assets from investment in subsidiary	121,075,203	(20,297,175)	-	-	-	-	-	-	100,778,028
Disposals, net	-	(5,841)	(37,733,055)	(21,039,533)	(705,533)	(3)	(18,381,613)	(1,275,700)	(79,141,278)
Write-offs, net	-	(10,128,238)	(24,045,084)	(8,809,446)	(522,233)	(75,513)	(461,196)	(306,449)	(44,348,159)
Reclassification	85,000	74,537,641	388,233,840	444,857,893	35,140,444	14,649,493	(27,356,159)	(930,148,152)	-
Transfer from project under development	1,529,341,065	2,676,349,857	-	381,370,832	-	-	-	-	4,587,061,754
Transfer from (to) other accounts	(32,060,866)	-	1,782,946	8,426,345	(14,022)	-	(40,156,431)	(1,826)	(62,023,854)
Depreciation charge	(78,825,983)	(452,151,335)	(408,990,953)	(523,062,685)	(123,513,078)	(27,526,902)	(46,346,617)	-	(1,660,417,553)
Impairment reversal (charge)	-	(21,943,535)	(11,797,945)	(576,563)	14,454,886	-	(574,522)	-	(20,437,679)
Translation adjustment	75,079,400	6,837,831	17,167,893	17,457,444	3,458,280	31,276	2,514,720	426,806	122,973,650
Closing net book amount	2,969,159,700	8,131,702,066	2,148,068,779	2,469,420,677	596,293,282	87,926,122	371,322,822	363,479,230	17,137,372,678
At 31 December 2011									
Cost	3,201,388,531	12,524,261,988	4,612,340,496	6,658,868,569	2,202,728,885	271,052,899	802,555,922	363,479,230	30,636,676,520
Less Accumulated depreciation	(232,228,831)	(4,370,616,387)	(2,452,323,714)	(4,159,557,996)	(1,606,347,025)	(183,126,777)	(430,658,578)	-	(13,434,859,308)
Less Provision for impairment	-	(21,943,535)	(11,948,003)	(29,889,896)	(88,578)	-	(574,522)	-	(64,444,534)
Net book amount	2,969,159,700	8,131,702,066	2,148,068,779	2,469,420,677	596,293,282	87,926,122	371,322,822	363,479,230	17,137,372,678

17. PROPERTY, PLANT AND EQUIPMENT (Continued)

	Company - Baht								
	Land and land improvement	Buildings and fitting equipment	Building and leasehold improvement	Furniture, fixtures and office equipment	Other equipment	Motor vehicles	Operating equipment	Construction in progress	Total
Year ended 31 January 2010									
Cost	10,011,983	607,764,518	62,086,259	363,877,127	29,692,770	25,284,874	15,833,660	14,475,800	1,129,026,991
Less Accumulated depreciation	(117,965)	(333,845,164)	(27,206,181)	(227,605,922)	(12,715,701)	(17,567,273)	(9,251,699)	-	(628,309,905)
Net book amount	9,894,018	273,919,354	34,880,078	136,271,205	16,977,069	7,717,601	6,581,961	14,475,800	500,717,086
Year ended 31 December 2010									
Opening net book amount	9,894,018	273,919,354	34,880,078	136,271,205	16,977,069	7,717,601	6,581,961	14,475,800	500,717,086
Additions	-	302,695	7,842,232	9,312,410	582,987	-	969,880	18,434,243	37,444,447
Disposals, net	-	-	-	(447)	-	-	-	-	(447)
Reclassification	-	7,236,180	3,113,196	10,647,554	557,249	-	-	(21,554,179)	-
Depreciation charge	(63,099)	(33,148,204)	(6,668,768)	(26,003,514)	(5,128,068)	(2,093,001)	(2,123,828)	-	(75,228,482)
Closing net book amount	9,830,919	248,310,025	39,166,738	130,227,208	12,989,237	5,624,600	5,428,013	11,355,864	462,932,604
At 31 December 2010									
Cost	10,011,983	615,303,393	73,041,687	383,040,595	30,833,006	25,284,874	16,803,540	11,355,864	1,165,674,942
Less Accumulated depreciation	(181,064)	(366,993,368)	(33,874,949)	(252,813,387)	(17,843,769)	(19,660,274)	(11,375,527)	-	(702,742,338)
Net book amount	9,830,919	248,310,025	39,166,738	130,227,208	12,989,237	5,624,600	5,428,013	11,355,864	462,932,604

17. PROPERTY, PLANT AND EQUIPMENT (Continued)

	Company - Baht								
	Land and land improvement	Buildings and fitting equipment	Building and leasehold improvement	Furniture, fixtures and office equipment	Other equipment	Motor vehicles	Operating equipment	Construction in progress	Total
Year ended 31 December 2011									
Opening net book amount	9,830,919	248,310,025	39,166,738	130,227,208	12,989,237	5,624,600	5,428,013	11,355,864	462,932,604
Additions	-	225,000	1,345,837	8,999,474	1,242,254	14,000,000	293,841	71,282,419	97,388,824
Disposals, net	-	-	-	(93,965)	-	-	-	-	(93,965)
Reclassification	-	3,166,715	21,596,440	13,145,127	42,005,459	-	144,720	(80,058,461)	-
Depreciation charge	(71,655)	(34,210,271)	(9,987,823)	(27,889,263)	(5,392,072)	(4,296,395)	(856,584)	-	(82,704,063)
Closing net book amount	9,759,264	217,491,469	52,121,191	124,388,581	50,844,878	15,328,205	5,009,990	2,579,822	477,523,400
At 31 December 2011									
Cost	10,011,983	618,695,065	95,984,006	404,421,096	74,080,720	39,284,874	17,242,101	2,579,822	1,262,299,667
Less Accumulated depreciation	(252,719)	(401,203,596)	(43,862,815)	(280,032,515)	(23,235,842)	(23,956,669)	(12,232,111)	-	(784,776,267)
Net book amount	9,759,264	217,491,469	52,121,191	124,388,581	50,844,878	15,328,205	5,009,990	2,579,822	477,523,400

During 2002 to 2003, certain subsidiaries have entered into sale and leaseback agreements with the Thai Assets Management Property Fund and Sub Thawee Property Fund with the first right of repurchase. The Property Funds are consolidated in the consolidated financial statements of the Group. The sale and leaseback transactions have been accounted for as secured borrowings (Note 21). There is no accounting entries relating to property, plant and equipment required to record in the consolidated financial statements. As at 31 December 2011, other long-term borrowings (Note 21) are secured by fixed assets of these subsidiaries with book values of Baht 841 million.

Building included building under sublease agreement for 30 years amounting to Baht 2,527 million.

A subsidiary of the Group has mortgaged building amounting to AUD 21 million or equivalent to Baht 687 million to secure loans with foreign banks (Note 21).

Capital commitments

	Consolidated		Company
	Baht Million	AUD Million	Baht Million
Commitments in respect of building renovation contracts and purchases of equipment as at 31 December 2011	145.8	16.0	4.6
Commitments in respect of building renovation contracts and purchases of equipment as at 31 December 2010	39.2	-	18.7

Depreciation expense of Baht 1,021,798,968 (2010: Baht 717,156,317) has been charged in cost of sales and services, Baht 606,114,287 (2010: Baht 542,339,757) in selling expenses and Baht 32,504,298 (2010: Baht 61,846,719) in administrative expenses.

The impairment charge of Baht 26 million and the write-off of Baht 3 million for property, plant and equipment was from the disaster of floods in 2011. Another impairment charge of AUD 0.09 million or equivalent to Baht 3 million was from some the assets in which one of the subsidiaries cannot generate the economic benefits as expected.

18. INTANGIBLE ASSETS

	Consolidated - Baht						
	Franchise development expenses	Initial Franchise fees	Goodwill	Brand	Computer Software	Computer software under installation	Total
At 1 January 2010							
Cost	171,569,612	135,881,519	3,400,758,332	560,030,233	176,384,542	171,850,909	4,616,475,147
Less Accumulated amortisation	(158,178,566)	(92,630,123)	(391,808,039)	-	(89,123,102)	-	(731,739,830)
Less Provision for impairment	-	-	-	-	(6,305,909)	-	(6,305,909)
Net book amount	13,391,046	43,251,396	3,008,950,293	560,030,233	80,955,531	171,850,909	3,878,429,408
Year ended 31 December 2010							
Opening net book amount	13,391,046	43,251,396	3,008,950,293	560,030,233	80,955,531	171,850,909	3,878,429,408
Additions	-	3,995,590	-	-	(83,550,387)	37,374,906	124,920,883
Acquisition from investment in a subsidiary	-	-	254,158,555	-	-	-	254,158,555
Write-offs, net	(484,914)	(93,396)	-	-	(6,065,058)	-	(6,643,368)
Reclassification	-	-	-	-	128,338,680	(128,338,680)	-
Transfer from (to) other account	(6,494,218)	(34,755)	-	-	70,340,084	52,781,600	116,592,711
Adjustment to actual costs	-	-	(14,661,334)	-	-	-	(14,661,334)
Amortisation charge	(3,348,850)	(4,811,424)	-	-	(51,329,951)	-	(59,490,225)
Reversal of impairment charge	-	-	-	-	5,055,779	-	5,055,779
Translation adjustment	136,569	894,132	-	-	(626,179)	-	404,522
Closing net book adjustment	3,199,633	43,201,543	3,248,447,514	560,030,233	310,219,273	133,668,735	4,298,766,931
At 31 December 2010							
Cost	164,727,049	140,643,090	3,640,255,553	560,030,233	451,922,456	133,668,735	5,091,247,116
Less Accumulated amortisation	(161,527,416)	(97,441,547)	(391,808,039)	-	(140,453,053)	-	(791,230,055)
Less Provision for impairment	-	-	-	-	(1,250,130)	-	(1,250,130)
Net book amount	3,199,633	43,201,543	3,248,447,514	560,030,233	310,219,273	133,668,735	4,298,766,931

18. INTANGIBLE ASSETS (Continued)

	Consolidated - Baht								
	Management letting rights	Intellectual property right	Franchise development expenses	Initial Franchise fees	Goodwill	Brand	Computer Software	Computer software under installation	Total
Year ended 31 December 2011									
Opening net book amount	-	-	3,199,633	43,201,543	3,248,447,514	560,030,233	310,219,273	133,668,735	4,298,766,931
Additions	38,637	-	-	3,368,054	-	-	41,810,863	114,834,066	160,051,620
Acquisition from investment in a subsidiary (Note 12)	2,683,739,077	16,329,234	-	-	645,924,770	-	11,819,716	-	3,357,812,797
Adjustment of fair value of assets from investment in subsidiary	-	-	-	-	(80,723,201)	-	-	-	(80,723,201)
Disposals, net	-	-	-	-	-	-	(136,568)	-	(136,568)
Write-offs, net	-	-	-	-	-	-	(729,241)	(323,951)	(1,053,192)
Reclassification	-	-	-	-	-	-	112,108,452	(112,108,452)	-
Transfer from (to) other account	-	-	-	-	-	-	4,271,402	41,516,411	45,787,813
Amortisation charge	(43,869,558)	-	(250,538)	(4,971,339)	-	-	(77,967,395)	-	(127,058,830)
Impairment charge	-	-	-	-	(115,808,680)	-	(101,834)	-	(115,910,514)
Translation adjustment	25,696,178	172,619	59,279	547,370	320,970	-	1,714,200	-	28,510,617
Closing net book amount	2,665,604,334	16,501,853	3,008,374	42,145,628	3,698,161,374	560,030,233	403,008,868	177,586,809	7,566,047,473
At 31 December 2011									
Cost	3,197,263,947	16,501,853	164,727,049	144,079,938	4,205,778,093	560,030,233	723,978,225	177,586,809	9,189,946,147
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	2,665,604,334	16,501,853	3,008,374	42,145,628	3,698,161,374	560,030,233	403,008,868	177,586,809	7,566,047,473

A subsidiary of the Group has mortgaged management letting rights amounting to AUD 83 million or equivalent to Baht 2,666 million to secure loans with foreign banks (Note 21).

As at 31 December 2011, the Group has commitments for acquisition of management letting rights amounting to AUD 1.91 million or equivalent to Baht 61.5 million.

18. INTANGIBLE ASSETS (Continued)

	Company - Baht		
	Computer software	Computer software under installation	Total
At 1 January 2010			
Cost	27,351,688	-	27,351,688
<u>Less</u> Accumulated amortisation	(15,506,534)	-	(15,506,534)
Net book amount	11,845,154	-	11,845,154
Year ended 31 December 2010			
Opening net book amount	11,845,154	-	11,845,154
Additions	3,462,817	-	3,462,817
Amortisation charge	(5,424,377)	-	(5,424,377)
Closing net book amount	9,883,594	-	9,883,594
At 31 December 2010			
Cost	30,814,505	-	30,814,505
<u>Less</u> Accumulated amortisation	(20,930,911)	-	(20,930,911)
Net book amount	9,883,594	-	9,883,594
Year ended 31 December 2011			
Opening net book amount	9,883,594	-	9,883,594
Additions	3,176,267	3,209,296	6,385,563
Write-offs, net	(77,280)	-	(77,280)
Amortisation charge	(4,500,305)	-	(4,500,305)
Closing net book amount	8,482,276	3,209,296	11,691,572
At 31 December 2011			
Cost	33,913,492	3,209,296	37,122,788
<u>Less</u> Accumulated amortisation	(25,431,216)	-	(25,431,216)
Net book amount	8,482,276	3,209,296	11,691,572

Amortisation of Baht 63,605,018 (2010: Baht 20,132,363) has been charged in the cost of sales and services; Baht 20,115,932 (2010: Baht 16,643,758) in selling expenses, Baht 43,337,880 (2010: Baht 22,714,104) in administrative expenses.

19. LEASEHOLD RIGHT

	Consolidated	Company
	Baht	Baht
At 1 January 2010		
Cost	3,637,148,355	18,690,531
<u>Less</u> Accumulated amortisation	(1,673,566,632)	(13,083,541)
Net book amount	1,963,581,723	5,606,990
Year ended 31 December 2010		
Opening net book amount	1,963,581,723	5,606,990
Additions	53,317,885	-
Acquisition from investment in subsidiary	9,198,689	-
Transfer to other account	(20,620,698)	-
Amortisation charge	(123,430,568)	(623,017)
Translation adjustment	(34,288,825)	-
Closing net book amount	1,847,758,206	4,983,973
At 31 December 2010		
Cost	3,646,284,291	18,690,531
<u>Less</u> Accumulated amortisation	(1,798,526,085)	(13,706,558)
Net book amount	1,847,758,206	4,983,973
Year ended 31 December 2011		
Opening net book amount	1,847,758,206	4,983,973
Additions	70,444,611	-
Write-offs, net	(20,127)	-
Transfer from other account	31,803,447	-
Amortisation charge	(125,204,832)	(623,017)
Translation adjustment	16,052,603	-
Closing net book amount	1,840,833,908	4,360,956
At 31 December 2011		
Cost	3,728,549,255	18,690,531
<u>Less</u> Accumulated amortisation	(1,887,715,347)	(14,329,575)
Net book amount	1,840,833,908	4,360,956

Amortisation of Baht 55,784,697 (2010: Baht 55,878,666) has been charged in the cost of sales and services, Baht 57,068,881 (2010: Baht 55,115,629) in selling expenses, Baht 12,351,254 (2010: Baht 12,436,273) in administrative expenses.

20. OTHER NON-CURRENT ASSETS

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Loans to other companies	73,442,573	-	-	-
Deposits	685,021,679	579,317,538	7,549,462	4,473,860
Deferred charges	187,107,037	213,736,693	39,505,774	54,930,326
Others	209,618,531	37,852,127	-	-
Total other non-current assets	1,155,189,820	830,906,358	47,055,236	59,404,186

Loans to other companies carry interest at MLR rate.

21. BORROWINGS

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Current				
Bank overdrafts	7,133,919	2,048,492	-	-
Short-term borrowings from banks	1,090,213,600	574,761,249	580,000,000	-
Current portion of long-term borrowings				
Bank borrowings	218,453,609	390,762,409	60,000,000	244,000,000
Debentures	1,840,000,000	1,000,000,000	1,840,000,000	1,000,000,000
Other borrowings	163,710,640	164,260,000	-	-
Finance lease liabilities	141,235,490	-	-	-
Borrowing from related parties (Note 14)	-	-	1,549,601,374	1,376,380,033
Total current borrowings	3,460,747,258	2,131,832,150	4,029,601,374	2,620,380,033
Non-current				
Bank borrowings	5,898,400,380	2,147,253,650	-	1,052,000,000
Debentures	10,360,000,000	9,900,000,000	10,360,000,000	9,900,000,000
Other borrowings	24,900,000	188,610,640	-	-
Finance lease liabilities	80,061,460	-	-	-
Total non-current borrowings	16,363,361,840	12,235,864,290	10,360,000,000	10,952,000,000
Total borrowings	19,824,109,098	14,367,696,440	14,389,601,374	13,572,380,033

Short-term borrowings from banks for the consolidated financial statements include loans denominated in Yuan amounting to Yuan 63,000,000 which carry interest rates at the rates from 6.41% - 7.93% per annum.

Short-term borrowings from banks for the Company financial statements carry interest rates at the rates 3.35% and 3.38% per annum.

Bank borrowings

As at 31 December 2011, long-term bank borrowings in the consolidated financial statements totalling Baht 6,117 million comprise:

- a) The Company's unsecured outstanding loan from a local bank of Baht 60 million. The loan carries interest rate of 12 months fixed deposit rate of a local bank plus a margin and is due for repayment in semi-annual installments of Baht 60 million per installment with the first repayment from November 2007. The loan is subject to certain conditions which the Company has to comply throughout the loan period.
- b) The Company's unsecured loan from a foreign bank (Bangkok Branch) of Baht 1,116 million. The loan carries interest rate of THB FIX plus a margin and is due for repayment in 9 semi-annual installments with the first repayment from June 2010. The loan is subject to certain conditions which the Company has to comply throughout the loan period.

In the first and second quarter of 2011, the Company fully repaid loans before maturity date of Baht 1,116 million.

- c) A subsidiary's unsecured outstanding loan from a foreign bank (Bangkok Branch) of USD 6.7 million. The loan carries interest rate of LIBOR plus a margin and is due for repayment in 9 semi-annual instalments of USD 2.22 million per installment with the first repayment in May 2009. The loan is subject to certain conditions which the subsidiary has to comply throughout the loan period.

As at 31 December 2011, the Group has outstanding cross currency swap which convert the above loan of USD 6.7 million into of AUD 7.6 million with a fixed interest rate. Moreover, the Group also entered into a foreign currency forward contract to convert the AUD payment obligation into THB which has outstanding balance of Baht 191 million.

- d) A subsidiary's unsecured loan from two local banks of Baht 20 million (total loan facilities of Baht 3,050 million). The loan carries interest rate of MLR less a margin and is due for repayment between 2011 and 2017. The loan is subject to certain conditions which the subsidiary has to comply with throughout the loan period.

During the second quarter of 2011, a subsidiary fully repaid loans of Baht 20 million.

- e) A subsidiary's unsecured loan from local bank of USD 30 million. The loan carries interest rate of 6 months SIBOR plus a margin and 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 2011, the Group has outstanding interest rate swap contracts with a financial institution for the above loan of USD 20 million which converts floated interest rates of SIBOR plus a margin and which is effective from 15 June 2010 to 15 December 2016.

- f) A subsidiary's unsecured loan from two local banks AUD 92.2 million. The loan carries interest rate of LIBOR plus a margin and is due for repayment in 2013 to 2014. The loan is subject to certain conditions which the subsidiary has to comply with throughout the loan period.
- g) A subsidiary's secured loans from two foreign banks of AUD 60.5 million. The loans carry interest rates of 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).

Other borrowings

Other borrowings amounting to Baht 189 million represent borrowings by the two property funds as follows:

- a) Long-term borrowing of Baht 125 million representing Class A and Class B investment units in the Thai Assets Management Property Fund being held by financial institutions with 10 years maturity until 2013. The unit holders receive interest at fixed rates and MLR less a margin as specified in the Unit Holders Agreement.

Thai Assets Management Property Fund holds sub-lease rights and legal titles in the Group's property, plant and equipment with a book value of Baht 651 million as collateral.

- b) Long-term borrowing of Baht 64 million representing Class A investment units in the Sub Thawee Property Fund being units held by financial institutions with 10 years maturity until 2012. The unit holders receive interest at MLR less a margin as specified in the Unit Holders Agreement.

Sub Thawee Property Fund holds the sub-lease rights and legal titles in the Group's property, plant and equipment with a book value of Baht 190 million as collateral.

Debentures

- a) Debentures of Baht 2,060 million issued in September 2007 which are unsecured, senior and without a debenture holders' representative. These debentures have a fixed rate of interest and are due for repayment within 2014.

- b) Debentures of Baht 1,840 million issued in September 2007 which are unsecured, senior and without a debenture holders' representative. These debentures have a fixed rate of interest and are due for repayment within 2012.
- c) Debentures of Baht 1,000 million issued in October 2008 which are secured senior and without a debenture holders' representative. These debentures have a fixed rate of interest and were repaid in full during October 2011.
- d) Debentures of Baht 2,000 million issued in July 2009 which are unsecured, senior and with a debenture holders' representative. These debentures have a fixed rate of interest and are due for repayment within 2013.
- e) Debentures of Baht 2,500 million issued in May 2010 which are unsecured, senior and with a debenture holders' representative. These debentures have a fixed rate of interest due for payment of interest semi-annually and are due for repayment within 2015.
- f) Debentures of Baht 500 million issued in December 2010 which are unsecured, senior and without a debenture holders' representative. These debentures have a fixed rate of interest and are due for repayment within 2015.
- g) Debentures of Baht 1,000 million issued in December 2010 which are unsecured, senior and with a debenture holders' representative. These debentures have a fixed rate of interest and are due for repayment within 2017.
- h) Debentures of Baht 1,500 million issued in March 2011 which are unsecured, senior and with a debenture holders' representative. These debentures have a fixed rate of interest and are due for repayment within 2018.
- i) Debentures of Baht 500 million issued in October 2011 which are unsecured, senior and with a debenture holders' representative. These debentures have a fixed rate of interest and are due for repayment within 2018.
- j) Debentures of Baht 300 million issued in October 2011 which are unsecured, senior and with a debenture holders' representative. These debentures have a fixed rate of interest and are due for repayment within 2021.

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 25 April 2008, the shareholders passed a resolution to approve issuance of no 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 2011, a total of Baht 9,300 million debentures have been issued under this shareholders' resolution.

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 2011, a total of Baht 15,000 million debentures have not been issued under this shareholders' resolution.

The carrying amounts of long-term bank borrowings and other borrowings as of 31 December 2011 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	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Debentures	12,200,000,000	10,900,000,000	12,382,350,744	11,166,263,030

The fair values are based on discounted cash flows using discount rates based upon market yield rates which are quoted by The Thai Bond Associates 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	
	2011 Billion Baht	2010 Billion Baht	2011 Billion Baht	2010 Billion Baht
Borrowings:				
- at fixed rates	13	11	12	10
- at floating rates	7	3	1	2
Total borrowings	20	14	13	12

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

	Consolidated		Company	
	2011 %	2010 %	2011 %	2010 %
Bank borrowings	6.13	4.97	3.94	4.46
Debentures	4.58	4.58	4.58	4.58

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	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Next year	382,164,249	555,022,409	60,000,000	244,000,000
Between 2 and 5 years	5,923,300,380	2,034,351,290	-	1,052,000,000
After 5 years	-	301,513,000	-	-
Total long-term borrowings	6,305,464,629	2,890,886,699	60,000,000	1,296,000,000

Borrowing facilities

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

	31 December 2011		
	Consolidated		Company
	Baht Million	AUD Million	Baht Million
Floating interest rate			
- expiring within one year	6,515	23	5,000
- expiring beyond one year	3,000	-	3,000
	9,515	23	8,000

	31 December 2010	
	Consolidated	Company
	Baht Million	Baht Million
Floating interest rate		
- expiring within one year	7,030	4,000
- expiring beyond one year	1,000	1,000
	8,030	5,000

22. TRADE AND OTHER PAYABLES

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Trade payables - third parties	1,265,804,693	1,098,459,466	7,825,829	7,178,698
Trade payables - related parties (Note 14)	5,762,571	10,119,928	3,426,684	5,243,140
Amounts due to related parties (Note 14)	25,684,882	5,911,792	3,162,137	4,759,857
Accrued expense	1,818,974,429	957,156,814	235,081,559	185,850,703
Account payable - contractor	194,578,748	234,504,767	3,131,522	1,580,944
Other payables	681,559,164	655,147,185	23,431,172	32,035,919
Total trade and other payables	3,992,364,487	2,961,299,952	276,058,903	236,649,261

23. OTHER CURRENT LIABILITIES

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Sales of residence received in advance	129,390,853	295,581,427	-	-
Booking deposits	261,660,104	195,432,440	6,151,862	4,702,820
Provisions for investments	23,768,400	45,226,950	-	-
Payable from purchase of investment	5,170,784	58,006,388	-	-
Provision for onerous contracts	94,950,874	-	-	-
Others	365,839,938	187,141,770	10,646,041	17,382,159
Total other current liabilities	880,780,953	781,388,975	16,797,903	22,084,979

24. PROVISION FOR EMPLOYEE BENEFITS

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

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Present value of funded obligations	-	-	-	-
Present value of unfunded obligations	154,000,043	117,336,321	20,976,066	18,007,894
Unrecognised actuarial gains	(2,613,337)	-	(9,438,377)	-
Liability in the statement of financial position	151,386,706	117,336,321	11,537,689	18,007,894

The movement in the defined obligation over the year is as follows:

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
At 1 January	117,336,321	167,064,547	18,007,894	39,130,126
Current service cost	23,841,832	17,400,620	2,559,501	2,450,629
Interest cost	2,124,594	1,820,706	725,111	617,719
Actuarial gains	(2,613,337)	-	(9,438,377)	-
Acquisition from investment in subsidiary	12,355,416	-	-	-
Benefits paid	(1,658,120)	(68,949,552)	(316,440)	(24,190,580)
At 31 December	151,386,706	117,336,321	11,537,689	18,007,894
The amount recognised in income is as follows:				
Current service cost	23,841,832	17,400,620	2,559,501	2,450,629
Interest cost	2,124,594	1,820,706	725,111	617,719
Total (included in staff costs)	25,966,426	19,221,326	3,284,612	3,068,348

Of the total charge, Baht 25,966,426 (2010: Baht 19,221,326) were included in administrative expenses.

The principal actuarial assumptions used were as follows:

	Consolidated and Company	
	2011	2010
Discount rate	4%	3.5% - 4%
Inflation rate	3%	3.5%
Retirement age	60	60
Future salary increases	3.5% - 9%	3% - 9%
Mortality table	TMO08	TMO97

25. OTHER NON-CURRENT LIABILITIES

	Consolidated		Company	
	2011 Baht	2010 Restated Baht	2011 Baht	2010 Baht
Unearned income	132,929,268	140,815,981	4,976	4,046,466
Rental deposits	135,808,985	129,677,318	505,435	505,435
Accrued land rental	398,372,385	262,600,651	-	-
Accrued decommissioning	71,355,189	62,455,059	-	-
Others	90,753,911	35,337,965	1,876,936	1,779,024
Total other non-current liabilities	829,219,738	630,886,974	2,387,347	6,330,925

26. SHARE CAPITAL AND PREMIUM ON SHARE CAPITAL

	Consolidated			
	Number of ordinary shares	Ordinary shares Baht	Share premium Baht	Total Baht
As at 1 January 2010	3,246,415,792	3,246,415,792	3,065,856,272	6,312,272,064
Issue of shares	15,923,581	15,923,581	67,937,682	83,861,263
As at 31 December 2010	3,262,339,373	3,262,339,373	3,133,793,954	6,396,133,327
Issue of shares (Note 27)	12,885,207	12,885,207	81,531,962	94,417,169
As at 31 December 2011	3,275,224,580	3,275,224,580	3,215,325,916	6,490,550,496

	Company			
	Number of ordinary shares	Ordinary shares Baht	Share premium Baht	Total Baht
As at 1 January 2010	3,246,415,792	3,246,415,792	3,040,203,896	6,286,619,688
Issue of shares	15,923,581	15,923,581	67,937,682	83,861,263
As at 31 December 2010	3,262,339,373	3,262,339,373	3,108,141,578	6,370,480,951
Issue of shares (Note 27)	12,885,207	12,885,207	81,531,962	94,417,169
As at 31 December 2011	3,275,224,580	3,275,224,580	3,189,673,540	6,264,898,120

As at 31 December 2011, the registered shares comprise 3,666,519,673 ordinary shares with par value of Baht 1 per share (2010: 3,677,988,773 shares). The issued and fully paid-up shares comprise 3,275,224,580 ordinary shares (2010: 3,262,339,373 shares).

At the annual general meeting of the shareholders of the Company held on 1 April 2011, the shareholders passed resolution to approve the reduction of the Company's registered capital from Baht 3,677,988,773 to Baht 3,666,519,673 through the elimination of the registered, but unissued of 11,469,100 shares, with a par value of Baht 1 each.

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 2.23).

Issued by	Allotted to	Determined exercising date			As at 31 December 2010	Decrease during the year						As at 31 December 2011
		Approval date	First exercise	Last exercise		Outstanding warrant Unit	Expire Unit	Exercise Unit	Exercise ratio for ordinary shares per 1 warrant	Issue of ordinary shares during the year Share	Exercise price Baht	
The Company Directors and employees of the Company and its subsidiary No. 2 Directors and employees of the Company and its subsidiary No. 3 Directors and employees of the Company and its subsidiary No. 5 Directors and employees of the Company and its subsidiary (MINT - W) Former shareholders (MINT - W4)	Directors and employees	15 December 2005	28 February 2006	16 January 2011	13,983,000	(12,797,000)	(1,186,000)	1.12645	1,335,800	2.645	3,533,191	-
	Directors and employees	14 November 2007	31 January 2008	17 December 2012	8,071,887	-	(1,679,540)	1.10000	1,847,200	8.918	16,473,380	6,392,347
	Directors and employees	6 March 2009	30 October 2009	21 October 2013	54,087,950	-	(9,286,300)	1.00000	9,286,300	7.650	71,040,195	44,801,650
	Directors and employees	6 March 2009	30 June 2009	12 June 2014	1,936,677	-	(413,900)	1.00000	413,900	8.080	3,344,312	1,522,777
	Former shareholders	26 April 2010	30 June 2010	18 May 2013	325,381,547	-	(2,007)	1.00000	2,007	13.000	26,091	325,379,540
	(MINT - W4)											
	Total issue by the Company					403,461,061	(12,797,000)	(12,567,747)		12,885,207		94,417,169

28. LEGAL RESERVE

	Consolidated and Company			
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
At 1 January	367,799,113	347,774,113	367,799,113	347,774,113
Appropriation during the year	-	20,025,000	-	20,025,000
At 31 December	367,799,113	367,799,113	367,799,113	367,799,113

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.

As at 31 December 2011, legal reserve of subsidiaries amounting to Baht 116,788,358 (2010: Baht 113,174,358) have been included in the unappropriated retained earnings of the consolidated financial statements.

29. OTHER COMPONENT OF EQUITY

	Consolidated			
	Remeasuring of available-for- sale investment Baht	Translation adjustment Baht	Actuarial gains on employee benefits Baht	Total Baht
At 1 January 2010	83,303,224	(228,495,510)	-	(145,192,286)
Revaluation	1,036,981,885	-	-	1,036,981,885
Currency translation difference	-	(110,724,177)	-	(110,724,177)
At 31 December 2010	1,120,285,109	(339,219,687)	-	781,065,422
At 1 January 2011	1,120,285,109	(339,219,687)	-	781,065,422
Revaluation	21,746,245	-	-	21,746,245
Transfer due to changing status of investment	(1,053,812,318)	-	-	(1,053,812,318)
Actuarial gains	-	-	2,613,337	2,613,337
Currency translation difference	-	75,398,741	-	75,398,741
At 31 December 2011	88,219,036	(263,820,946)	2,613,337	(172,988,573)

	Company		
	Remeasuring of available-for- sales investment Baht	Actuarial gains on employee benefits Baht	Total Baht
At 1 January 2010	61,074,606	-	61,074,606
Revaluation	992,753,630	-	992,753,630
At 31 December 2010	1,053,828,236	-	1,053,828,236
At 1 January 2011	1,053,828,236	-	1,053,828,236
Revaluation	(2)	-	(2)
Transfer due to changing status of investment	(1,053,812,318)	-	(1,053,812,318)
Actuarial gains	-	9,438,377	9,438,377
At 31 December 2011	15,916	9,438,377	9,454,293

30. OTHER INCOME

	Consolidated		Company	
	2011 Baht	2010 Baht	2011 Baht	2010 Baht
Rental income	21,447,644	17,148,790	39,689,477	38,447,092
Interest income	42,739,709	28,051,380	653,836,566	463,722,120
Subsidy income	48,444,026	57,397,881	-	-
Premium sales income	110,948,280	130,486,964	-	-
Management income	27,832,119	18,081,857	-	-
Sales of raw material to franchises	3,761,217	3,573,970	-	-
Gain on exchange rate	-	3,327,520	-	-
Freight charges	90,221,975	78,665,670	-	-
Gain on sales of long-term investment	-	29,693,470	-	-
Gain from fair value adjustment of investments	1,257,036,173	-	1,053,811,504	-
Gain on capital returned from subsidiary	-	-	418,150,898	-
Others	245,033,438	283,820,384	22,677,429	11,088,581
Total other income	1,847,464,581	650,247,886	2,188,165,874	513,257,793

31. EXPENSES BY NATURE

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

	Consolidated		Company	
	2011 Baht	2010 Restated Baht	2011 Baht	2010 Baht
Depreciation on investment properties (Note 16)	84,912,079	80,268,600	-	-
Depreciation on property, plant and equipment (Note 17)	1,660,417,553	1,321,342,793	82,704,063	75,228,482
Impairment of property, plant and equipment (Note 17)	20,437,679	5,768,772	-	-
Write-off and loss (gain) on disposal of property, plant and equipment	24,938,404	18,645,073	47,890	(113,104)
Amortisation of intangible assets (Note 18)	127,058,830	59,490,225	4,500,305	5,424,377
Amortisation of leasehold rights	107,803,838	109,993,121	623,017	623,017
Provision for impairment of trade receivables (Reversal)	7,706,314	4,350,852	(187,901)	(29,660)
Staff costs	5,006,716,370	4,525,510,648	407,459,832	323,341,943
Damaged inventories and tangible assets from flood	237,828,024	-	-	-

Flooding in Thailand

The flooding in Thailand impacted the operations of the Group. The retail trading business had some inventories stocked at a third-party warehouse located in Phra Nakhon Si Ayutthaya. A few retail trading outlets had also been closed due to the floods. The restaurant business was experiencing impact from the flooding including the relocation of one main distribution center and the flooding of a few outlets. In our hotel business the floods had minimum impact on our properties outside Bangkok. Our three Bangkok properties were not flooded; however, the drop in Thai tourism impacted their revenues. Finally, a subsidiary of the Group temporarily suspended its household consumer product manufacturing activities due to the flooding situation in the area. Some of the factory equipment, raw materials, finished goods and office equipment in the aforementioned facility were damaged by the flood. In all instances highlighted, the Group had the damage from this event approximately of Baht 238 million.

Part of the above exposure will be covered by several insurance policies, including Industrial All Risk Insurance and Business Interruption Insurance. The Group will not recognise the insurance recovery until it is virtually certain that the future economic benefits will flow to the Group.

32. INCOME TAX

	Consolidated		Company	
	2011 %	2010 %	2011 %	2010 %
Income tax rate	0 - 30	0 - 30	30	25

Reconciliation of income tax expense and the result of the accounting profit multiplied by the income tax rate of the country where the Group is domiciled are presented as follows:

Company financial statements

- Revenues which are not subject to income tax, which is mainly dividends income, gain from fair value adjustment of investment in associate and gain on capital returned from subsidiary
- Non-deductible tax expenses

Consolidated financial statements

- Effect of the different tax rates
- Free income tax in some countries
- Revenues and expenses incurred within the Group which are subject to income tax but are eliminated in preparation of consolidated financial statements
- Revenues which are not subject to income tax
- Non-deductible tax expenses
- Use of accumulated tax losses

33. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net 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 done 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 2011 is 17,540,971 shares (2010: 30,763,059 shares).

33. EARNINGS PER SHARE (Continued)

	Consolidated and Company	
	For the years ended 31 December	
	2011 Shares	2010 Shares
Weighted average number of ordinary shares in issue, net	3,270,879,071	3,255,949,536
Effect of dilutive potential ordinary shares		
Warrants	17,540,971	30,763,059
Dilutive potential ordinary shares	17,540,971	30,763,059
Weighted average number of ordinary shares for diluted earnings per share	3,288,420,042	3,286,712,595

	Consolidated	
	For the years ended 31 December	
	2011 Baht	2010 Restated Baht
Net profit attributable to ordinary shareholders of the Company	2,880,142,740	1,236,458,233
Basic earnings per share	0.8805	0.3798
Diluted earnings per share	0.8758	0.3762

	Company	
	For the years ended 31 December	
	2011 Baht	2010 Baht
Net profit attributable to ordinary shareholders of the Company	1,899,270,392	1,517,045,197
Basic earnings per share	0.5807	0.4659
Diluted earnings per share	0.5776	0.4616

34. DIVIDEND

On 1 April 2011, the annual general meeting of the shareholders of the Company passed a resolution to approve a dividend payment amounting to Baht 0.15 per share (2010: Baht 0.15 per share) to existing shareholders and the shareholders of ordinary shares converted from convertible securities of not exceeding Baht 542.5 million (2010: Baht 490.9 million). The dividend was paid on 28 April 2011.

35. FINANCIAL INSTRUMENTS

Financial risk management policies

The Group is exposed to normal risks from changes in interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties as well as the tourism industry turnover. The Group does not have policy to use derivative financial instruments for speculative or trading purposes.

Liquidity risk

The Group controls its liquidity risk by maintaining sufficient cash and cash equivalent by management team in order to support the operations of the Group and reduce the risk occurred from changes in cash flows.

Interest rate risk

Interest rate risk is occurred from changes in market interest rates which will affect the results of the Group's operations and its cash flows. The Group manages liabilities by borrowing with fixed and floating interest rates in accordance with the market situation. However, the interest rates of debentures of the Group are mainly fixed. In order to manage the risk arising from fluctuation in interest rates, the Group uses the derivative financial instruments which mainly are interest rate swaps. Interest rate swaps are entered into to manage exposure to fluctuation in interest rate on specific borrowing.

As at 31 December 2011, 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 6.7 million, which will swap interest at a float interest rate to a fixed interest rate. The contract will expire on 2 May 2013.
- b) Interest rate swap contract for loan from financial institution in USD currency with principal amount of USD 10 million, which swap floating interest rate to fixed interest rate. The contract will expire in 2015.
- c) Interest rate swap contract for loan from financial institution in USD currency with principal amount of USD 10 million, which swap floating interest rate to fixed interest rate. The contract will expire in 2016.

- d) Interest rate swap contract for loan from financial institution in USD currency with principal amount of AUD 31.5 million, which swap floating interest rate to fixed interest rate. The contract will expire in 2016.

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 2011, the Group has entered into cross currency swap contracts to protect risk of loan from financial institution (Note 21) by conversion liabilities from loan in USD currency with outstanding amount of USD 6.7 million, at fixed interest rate computed from USD loan to loan in AUD currency with outstanding amount of AUD 7.6 million at fixed interest rate computed from AUD loan. Moreover, the Group has entered into forward foreign exchange contracts to convert liabilities from loan in AUD currency with outstanding amount of AUD 7.6 million to Baht loan at exchange rate of Baht 26.75 per AUD for the amount of AUD 3.8 million and Baht 22.95 per AUD for the amount of AUD 3.8 million. All above contracts will expire on 2 May 2013.

Foreign exchange forward contracts

Foreign exchange forward contracts are for managing exposure to fluctuations in foreign currency exchange rates for the purchase of goods. As at 31 December 2011, there was no foreign exchange forwards contract (2010: foreign exchange forward contracts, which the settlement dates on open forward contracts less than 6 months ranged from 1 month to 2 months, the amounts in Baht to be paid and contractual exchange rates for the outstanding contracts are:)

	Consolidated	
	2011 Baht	2010 Baht
USD 722,714 (Baht 30.334 - 32.131/1 USD)	-	21,793,998
AUD 2,896 (Baht 29.15 /1 AUD)	-	88,903
EUR 26,571 (Baht 40.031 - 40.06501 /1 EUR)	-	1,061,594
JPY 1,116,750 (Baht 0.37315/1 JPY)	-	413,792

As at 31 December 2011 and 2010, the Group had outstanding foreign currency trade accounts payable as follows:

	Consolidated	
	2011	2010
USD	9,550,499	2,856,612
SGD	12,595	-
EUR	142,567	157,545
AUD	45,486	51,218
JPY	-	2,306,070
HKD	237,397	11,200
GBP	819	-
AED	16,071	6,301
LKR	24,200	-
NZD	3,932	-

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 2011 is unfavourable amounting to Baht 531,052 (2010: favourable amounting to Baht 18,663,701).

As at 31 December 2011, there was no open foreign exchange forward contracts for the purchase of goods (2010: The fair value of the open foreign exchange forward contracts for the purchase of goods was favourable amounting to Baht 306,412).

36. COMMITMENTS

As at 31 December 2011, 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 expire in June 2013.

- The Company has entered into an agreement to lease the land on which its hotel building is built for 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 2011, the Company's future payment commitments according to the minimal rental fees stipulated in the agreement is approximately Baht 35 million.
- The Company has entered into rental and service agreements with a subsidiary relating to its opening of restaurant. The Company is committed to pay rental and service fees under the agreements of approximately Baht 11.9 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 fee 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 who will 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.
- Under two agreements for technical assistance and the use of trademarks and trade names which the Company has entered into with an overseas company, fees are payable calculated at a percentage of gross sales as specified in the agreements. One of them was for four years up to 1998, but is automatically renewed at its expiry date for three times, five years each. The other will be terminated during December 2014.

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 20 years up to 2021 and can be renewed at its expiry date for 10 years.
- A subsidiary 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 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.

- A subsidiary has entered into a hotel management agreement with an overseas company including international management and right of trademark use. The subsidiaries are committed to pay fees at a certain percentage of total room revenue as stipulated in the agreement. The agreement will expire in June 2013.
- 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.
- A subsidiary 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 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 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 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 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 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 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 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.

Rental agreements

- Four subsidiaries have entered into separate land lease agreements for periods between 30 to 42 years, effective on 1 August 1982, 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 2011, the subsidiaries' future payment commitments in accordance with the minimal rental fees stipulated in the agreements are approximately Baht 127 million (2010: Baht 140 million).

In 2010, a subsidiary has extended land lease agreements for periods of 30 years, effective on 25 January 2010. 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 2011, the subsidiary's future payment commitments in accordance with the minimal rental fees and special remuneration stipulated in the agreements are approximately Baht 1,182 million (2010: Baht 1,232 million).

- Under agreements to render services and rental space for operations from other companies, a subsidiary has to pay fees based on its gross sales at the rates stipulated in the agreements ending in 2012.
- A subsidiary has entered into the sublease land agreement of Kihavah Huravluh Island for 23 years from 23 October 2007 for the construction of a new hotel. As at 31 December 2011, a subsidiary has commitment to pay rental fee as stipulated in the lease agreement approximately of USD 17.5 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 at the rates specified in the lease agreements. The lease agreement are for a period of thirty years up to the year 2013 and are renewable after the expiry date for another two periods of fifteen years each. As at 31 December 2011, the subsidiary has commitment to pay minimal rental fees as stipulated in the agreement as follows:

Year	Baht Million
2012	9.10
2013	28.72
	37.82

- 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 agrees to construct a residential and hotel building situated on the land owned by the Privy Purse Bureau. The building construction permit is to be under the name of the Privy Purse Bureau and the ownership of the building and other constructions on this land are to be transferred to the landlord. In addition, the subsidiary is to pay all expenses with respect to the construction of the building until its completion. The construction period is 4 years from the date of receipt of the permit to construct the building from the Bangkok Metropolitan Authority. As the construction of building is completed, the Privy Purse has agreed with the subsidiary to lease the land and building which is constructed for the residential, hotel and related commerce for the period of 30 years as from 1 March 2011. As at 31 December 2011, the subsidiary has commitment to pay land and building rental fee to the Privy Purse Bureau at the rates stipulated in the agreement amounting to Baht 512 million by which the subsidiary has recorded a part of the rental fee as accrued project cost in the statement of financial position amounting to Baht 263 million.

As at 31 December 2011, the subsidiary has commitments with regard to the agreement as the construction is completed, the subsidiary is obliged to pay a monthly rental fee and related expenses to the Privy Purse Bureau at the rate specified in this agreement. The rental payable as from 1 September 2010 to the end of this agreement amounts to approximately Baht 510.4 million.

- One of the subsidiaries 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 2011, the subsidiary has commitment to pay Baht 128 million as stipulated, by which Baht 12 million has been included as accrued project cost in the statement of financial position.
- As at 31 December 2011 and 2010, 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:

	2011 Baht Million	2010 Baht Million
Next year	807	662
Between 2 and 5 years	1,066	638
After 5 years	107	178
Total	1,980	1,478

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

- The Group has entered into lease agreement for period ranging from 5 years to 10 years. As at 31 December 2011, the Group has committed to pay for rental in respect of the agreement as follows:

	AUD Million
Payment due - within 1 year	23
- between 2 - 5 years	63
- over 5 years	7
Total operating lease commitments	93

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 1999 to 2007, six 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.
- A subsidiary has entered into the license agreement with an overseas company in order to obtain rights to sell 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.

37. GUARANTEES

Guarantees for the normal courses of business are as follows:

	31 December 2011						
	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	224.5	6.9	9.5	63.0	152.0	-	-
Guarantee given by the Group to financial institution to guarantee for credit facilities	4,372.9	116.9	188.0	200.0	3,245.1	115.5	188.0

	31 December 2010				
	Consolidated			Company	
	Baht Million	US\$ Million	Yuan Million	Baht Million	US\$ Million
Letters of guarantees issued by bank on behalf of the Group	218.7	6.5	126.0	151.6	1.9
Guarantee given by the Group to financial institution to guarantee for credit facilities	5,777.9	88.8	200.0	1,600.1	87.6

38. 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.

39. POST STATEMENT OF FINANCIAL POSITION EVENT

On 16 January 2012, a subsidiary of the Group was made the final settlement in relation to the acquisition of The Grand Hotel, Gladstone. Final payment was AUD 11 million or equivalent to Baht 354 million, taking the total purchase price to AUD 12 million or equivalent to Baht 386 million (including a deposit that had originally been paid). Final settlement was funded 100% by the Company.

Management Discussion and Analysis

OVERVIEW

4Q11 and 2011 Performance

Despite the widespread flooding in the North and Central Thailand in October - November 2011, Minor International ("MINT") proved that yet again, it is resilient to unexpected events and reported the best-ever net profit of Baht 2,880 million in 2011. The outstanding result was attributable to

- (1) Strong performance of hotel and mixed-use business, as a result of
 - a. Improvement in 2011 occupancies of hotels outside of Bangkok and overseas throughout the year
 - b. Consolidation of newly acquired business, Oaks Hotels & Resorts in Australia ("Oaks")
 - c. Robust performance of mixed-use businesses, where sales of both residential properties and point-based vacation club exceeded budget amidst economic challenges
- (2) Steady growth of restaurant business throughout the year, despite the floods in the fourth quarter
- (3) One-time gain on fair value adjustment of S&P investment

Note that even without gain on fair value adjustment of S&P investment and one-time expense, MINT still saw its core net profit improve significantly by 55% in 2011.

During 4Q11, MINT recognized additional expenses relating to the flood including financial support to affected employees and write-off charges of damaged inventory and assets, totaling Baht 238 million. The majority of such write-off stemmed from retail trading and contract manufacturing business while hotel & mixed-use and restaurant businesses saw only marginal impact in terms of asset and inventory write-off.

MINT's subsidiary, Minor Corporation, temporarily suspended the production of its household consumer products as its NMT manufacturing facility ("NMT") in Navanakorn Industrial Estate was shut down due to the severe flooding in the area. Nonetheless, the plant resumed its partial operation in December 2011, ahead of schedule. While there was no physical damage to the Company's hotel properties, domestic hotels experienced reservation cancellation as travel advisories were issued for Bangkok and many provinces identified as affected by the floods. On the other hand, restaurant business reported an impressive same-store-sales growth of 7% in 4Q11, although at one time, over 120 restaurants were closed primarily because the access to these outlets was flooded.

4Q11 revenues increased by 39% to Baht 7,345 million, despite the major flooding during the period as MINT's businesses are more diversified, primarily with the consolidation of Oaks' performance in Australia and the strong contribution from sales of real estate development. MINT's hotel and restaurant businesses also saw an increase in revenues. Retail trading business, on the other hand, was the most impacted by the flooding and saw loss of revenues from the temporary closure of NMT manufacturing plant.

Revenue contribution from hotel & mixed-use business increased to 53% of total revenue, from 35% in 4Q10. Restaurant business, now the second largest revenue contributor, accounted for 40% while retail trading and contract manufacturing contributed another 7% in 4Q11.

Revenue Breakdown

Unit: Baht million	4Q11	4Q10	% Chg
Restaurant Services*	2,954	2,704	9%
Hotel & Mixed-Use	3,875	1,853	109%
Retail Trading & Contract Manufacturing	516	739	-30%
Total Revenue**	7,345	5,296	39%

* Dividend income from S&P prior to 3Q11 has been restated from hotel to restaurant business unit

** Including share of profit from investments in associates and joint ventures

MINT reported 2011 total revenues of Baht 28,332 million, an increase of 48% from the same period last year. The growth was due to 1) 7-months consolidation of Oaks, 2) revenues from real estate development business, 3) strong performances of all business units and 4) gain on fair value adjustment of S&P investment.

In terms of revenue breakdown in 2011, hotel & mixed-use and restaurant businesses accounted for 45% and 41% of total revenues, respectively. Retail trading and contract manufacturing contributed another 10%. Gain on fair value adjustment of S&P investment accounted for the remaining 4%.

Revenue Breakdown

Unit: Baht million	2011	2010	% Chg
Restaurant Services*	11,697	10,540	11%
Hotel & Mixed-Use	12,657	5,870	116%
Retail Trading & Contract Manufacturing	2,923	2,680	9%
Gain on fair value adjustment of S&P investment	1,054	0	N/A
Total Revenue**	28,332	19,089	48%

* Dividend income from S&P prior to 3Q11 has been restated from hotel to restaurant business unit

** Including share of profit from investments in associates and joint ventures

In 4Q11, MINT reported EBITDA of Baht 1,369 million, a 30% growth over the same period last year. The increase was due primarily to the strong performances of mixed-use businesses which over-compensated for one-time expenses and loss of business during the flood. As a result, hotel & mixed-use business and restaurant business accounted for 77% and 36% of total EBITDA in 4Q11, respectively. On the other hand, with the 2-months closure of NMT facility and write-off expenses of flooded assets and inventory, retail trading and contract manufacturing incurred negative EBITDA in 4Q11.

EBITDA Breakdown

Unit: Baht million	4Q11	4Q10	% Chg
Restaurant Services	492	449	10%
Hotel & Mixed-Use	1,050	553	90%
Retail Trading & Contract Manufacturing	-173	55	-416%
Total EBITDA	1,369	1,056	30%
EBITDA Margin	19%	20%	

* Dividend income from S&P prior to 3Q11 has been restated from hotel to restaurant business unit

2011 MINT EBITDA grew by 71% to Baht 6,201 million. Excluding gain on fair value adjustment of S&P investment of Baht 1,054 million and one-time goodwill impairment charge for investment of China business of Baht 93 million in 3Q11, MINT EBITDA still increased by 44%. 2011 hotel and mixed-use EBITDA increased by 91% on the back of the Company's efforts to expand and diversify its hotel and mixed-use portfolio through acquisition of Oaks and sales of real estate development. Restaurant EBITDA, excluding gain on fair value adjustment of S&P investment and one-time goodwill impairment, increased by 10%, in line with revenue growth. Retail trading and contract manufacturing EBITDA declined by 97% as a result of the write-off related to floods in 4Q11.

In 2011, EBITDA contribution of the hotel & mixed-use business increased from 48% to 53%, while restaurant business accounted for 30% of total EBITDA in 2011. The one-time gain on S&P and impairment in China accounted for the remaining 17%.

EBITDA Breakdown

Unit: Baht million	2011	2010	% Chg
Restaurant Services	1,923	1,746	10%
Hotel & Mixed-Use	3,313	1,735	91%
Retail Trading & Contract Manufacturing	4	152	-97%
Gain on fair value adjustment of S&P investment	1,054	0	N/A
Goodwill impairment of China business	-93	0	N/A
Total EBITDA	6,201	3,633	71%
EBITDA Margin	22%	19%	

* Dividend income from S&P prior to 3Q11 has been restated from hotel to restaurant business unit

Despite Baht 238 million additional expenses relating to the flood, MINT reported net profit of Baht 472 million in 4Q11, up 9% y-y. However, such expenses took a toll on net profit margin, causing it to decline to 6%. 2011 net profit was Baht 2,880 million, up 133% y-y. Excluding the gain from reclassification of S&P investment and one-time goodwill impairment of China business, 2011 net profit increased by 55% with net profit margin of 7%.

Net Profit

Unit: Baht million	4Q11	4Q10	% Chg
Total net profit	472	432	9%
Net Profit Margin	6%	8%	
	2011	2010	% Chg
Total net profit	2,880	1,236	133%
Net Profit Margin	10%	6%	

* Dividend income from S&P prior to 3Q11 has been restated from hotel to restaurant business unit

MAJOR DEVELOPMENTS IN 4Q11

	Developments
Restaurant	<ul style="list-style-type: none"> • Purchased the remaining 30% stake in Thai Express, Singapore • Opened 54 outlets, net: of which, 15 were equity outlets, while the remaining 39 were franchised outlets • Opened the first equity Thai Express restaurant in China and first franchise Xin Wang restaurant in the Philippines • Opened the sixth outlet of TCC in Pattaya
Hotel & Mixed-Use	<ul style="list-style-type: none"> • Successfully rebranded Bangkok Marriott Resort & Spa to Anantara Bangkok Riverside Resort & Spa • Launched the first Avani hotel, Avani Bentota Resort & Spa, formerly known as Hotel Serendib and Serendipity Bentota, in Sri Lanka and later launched Avani Kalutara Resort & Spa, formerly known as Kani Lanka Resort & Spa, in Sri Lanka. • Transferred and recorded 4Q11 revenues for 11% of total sellable area of St. Regis Residence, resulting in full year 2011 recognition of almost 50% of total sellable area • Opened the famous contemporary Japanese restaurant, Zuma, at St. Regis Hotel Bangkok, making it the sixth venue for the global brand.
Retail Trading	<ul style="list-style-type: none"> • Opened 8 points of sale, following the grand opening of Central Rama 9 in December 2011 • Redefined the focus of retail trading brands and divested the investment in AmorePacific (Laneige cosmetics). The divestment was completed in early January 2012.

SEGMENT PERFORMANCE

Restaurant Business

At the end of 2011, MINT's total restaurants reached 1,257 outlets, comprising 711 equity-owned outlets (57% of total), and 546 franchised outlets (43% of total). Of total, 831 food outlets (66% of total) are in Thailand, while the remaining 426 outlets (34% of total) are located in Australia, New Zealand, China, Middle East, India and several countries in Asia. Fifty seven new outlets were opened in 4Q11, while three outlets were closed.

Restaurant Outlets by Owned Equity and Franchise

	4Q11	Chg q-q	Chg y-y
Owned Equity	711	15	26
- Thailand	616	16	25
- Overseas	95	(1)	1
Franchise	546	38	83
- Thailand	215	16	45
- Overseas	331	23	38
Total Outlets	1,257	54	109

Restaurant Outlets by Brand

	4Q11	Chg q-q	Chg y-y
The Pizza Company	277	16	29
Swensen's	267	10	25
Sizzler	45	-	1
Dairy Queen	263	11	20
Burger King	27	-	1
The Coffee Club*	294	14	32
Thai Express	69	3	(2)
Others**	15	-	3
Total Outlets	1,257	54	109

* The Coffee Club group includes Ribs and Rumps

** Others include restaurants at the airport under MINT's 51% JV, Select Service Partner

Brand Performance Analysis

Despite the flood, total system sales (including sales from franchised outlets) increased by 13% y-y in 4Q11, driven by strong same store sales growth of 7% and 109 outlet expansion y-y. Most brands reported strong same store sales growth although some stores were temporarily closed as store accessibility was limited by the floods.

Thai Express group continued to report negative same store sales growth in 4Q11. Although the flagship brand, Thai Express, continued to do well with same store sales of 3% in 4Q11, Xin Wang brand saw negative same store sales growth as the brand recently went through management change. Nevertheless, Xin Wang same store sales is seeing an improving trend in November and December of 2011. It should see further improvement once the new management team settles in. Despite the negative same store sales of -1.6% of Thai Express group for the year 2011, Thai Express still reported healthy net profit of S\$8 million.

For the year 2011, same store sales and total system sales growths remained strong compared to the same period last year. 2011 same store sales grew 9%, while total system sales grew 14%.

Restaurant Business Performance by Brand

	Same Store Sales (% chg y-y)			
	4Q11	4Q10	2011	2010
The Pizza Company	11.3	8.6	11.7	4.0
Swensen's	-0.3	1.7	3.6	2.6
Sizzler	5.0	4.3	11.8	5.7
Dairy Queen	20.7	11.7	16.7	7.5
Burger King	16.9	1.4	21.8	3.7
The Coffee Club	5.5	9.8	8.8	5.7
Thai Express	-3.7	1.6	-1.6	-5.3
Average	6.5	6.8	9.0	3.7

	Total System Sales (% chg y-y)			
	4Q11	4Q10	2011	2010
The Pizza Company	18.2	11.8	15.6	5.9
Swensen's	8.6	6.0	11.8	3.9
Sizzler	8.3	12.0	14.5	15.0
Dairy Queen	30.8	16.0	23.8	12.5
Burger King	6.9	4.5	17.1	6.6
The Coffee Club	13.7	17.9	15.8	16.7
Thai Express	-0.3	1.4	0.9	-1.0
Average	12.7	11.8	14.1	9.8

Note: Calculation based on local currency to exclude the impact of foreign exchange

Financial Performance Analysis

4Q11 restaurant revenues grew 9% y-y, mainly driven by strong same store sales growth, together with continued outlet expansion. 2011 restaurant revenues, excluding gain on fair value adjustment of S&P investment, grew by 11%. EBITDA margin declined slightly to 16% because of higher personnel and marketing expenses earlier in the year.

Revenue Breakdown

Unit: Baht million	4Q11	4Q10	% Chg
Revenues from Operation*	2,859	2,622	9%
Franchise Fee	94	83	14%
Total Revenues	2,954	2,704	9%
EBITDA	492	449	10%
EBITDA Margin (%)	17%	17%	
	2011	2010	% Chg
Revenues from Operation*	11,349	10,248	11%
Franchise Fee	348	292	19%
Total Revenues	11,697	10,540	11%
EBITDA (excl. gain on fair value adjustment of S&P investment and goodwill impairment)	1,923	1,746	10%
EBITDA Margin (%)	16%	17%	

* Excludes gain on fair value adjustment of S&P investment, includes share of profit and other income

** Dividend income from S&P prior to 3Q11 has been restated from hotel to restaurant business unit

HOTEL & MIXED-USE BUSINESS

Hotel Business

After the consolidation of Oaks, MINT owns twenty eight hotels and manages forty seven hotels and serviced suites in ten countries. Altogether, these properties have 9,821 hotel rooms and serviced suites, including 3,287 that are equity-owned and 6,534 that are purely-managed by the Company and its subsidiary, Oaks. Of total, 3,209 rooms in Thailand accounted for 33%, while the remaining 6,612 rooms or 67% are located in Australia, New Zealand, Maldives, Indonesia, Sri Lanka, Vietnam, Africa, and the Middle East.

Hotel Rooms by Owned Equity and Management

	4Q11	Chg q-q	Chg y-y
Equity-owned*	3,287	-9	296
- Thailand	2,371	-9	218
- Overseas	916	-	78
Management	6,534	-	5,411
- Thailand	838	-	45
- Overseas**	5,696	-	5,366
Total Hotel Rooms	9,821	-9	5,707

* Equity owned includes all hotels which are majority-owned and joint ventures

** Includes both properties with management contracts and service contracts

Hotel Room by Brand

	4Q11	Chg q-q	Chg y-y
Anantara*	2,355	407	619
Four Seasons	505	-	-
Marriott*	782	-413	-413
Oaks	5,277	-	5,277
Avani**	195	195	195
Others**	707	-198	29
Total Hotel Rooms	9,821	-9	5,707

* Bangkok Marriott has been rebranded to Anantara Bangkok Riverside since November 2011

** Hotel Serendib and Serendipity Bentota and Kani Lanka Resort & Spa have been rebranded to Avani Bentota Resort & Spa and Avani Kalutara Resort & Spa, respectively

Hotel Brand Performance Analysis

In 4Q11, Minor Hotel Group's average occupancy increased by 10% to 68%, primarily as a result of Oaks' high occupancy of 79%. Although average daily rates ("ADR") declined by 9%, attributable to lower ADR of Oaks, the higher occupancy more than compensated for the ADR shortfall, resulting in average revenues per available room ("RevPar") increase of 7% in 4Q11. During the quarter, average occupancy showed an improvement y-y across most brands, except Four Seasons and Others. Four Seasons Bangkok and St. Regis Hotel Bangkok experienced lower occupancies as a result of reservation cancellation caused by concern over the floods throughout the quarter. Nevertheless, for the full year 2011, all brands reported improvements in average occupancies. In terms of average daily rate ("ADR"), all groups except Anantara, showed an improvement in 4Q11. Some of the hotels which were recently rebranded to Anantara in 4Q11 were still temporarily limited in their abilities to increase room rates, right after the rebranding. Further improvement in room rates at these newly rebranded properties should be more visible in 2012.

Hotel Business Performance by Brand

	Occupancy (%)			
	4Q11	4Q10	2011	2010
Marriott*	65*	65	67*	63
Anantara*	58*	53	52*	47
Four Seasons	42	55	50	45
Oaks	79	N/A	79	N/A
Others**	44	55	45	44
Average	68	58	65	52

	ADR (Baht/night)			
	4Q11	4Q10	2011	2010
Marriott*	4,029	3,890	3,643	3,717
Anantara*	7,239	7,947	6,829	7,248
Four Seasons	9,970	8,176	8,660	8,338
Oaks	4,880	N/A	4,977	N/A
Others**	5,302	3,953	4,925	5,076
Average	5,483	6,015	5,385	5,695

	RevPar (Baht/night)			
	4Q11	4Q10	2011	2010
Marriott*	2,614	2,537	2,450	2,337
Anantara*	4,178	4,212	3,526	3,371
Four Seasons	4,197	4,525	4,325	3,735
Oaks	3,856	N/A	3,917	N/A
Others**	2,335	2,184	2,193	2,254
Average	3,737	3,491	3,479	2,976

* Bangkok Marriott has been rebranded to Anantara Bangkok Riverside since November 2011

** Others including St. Regis Bangkok, Naladhu Maldives and Harbour View Vietnam

Hotel Performance Analysis

MINT's revenues from hotel operations in 4Q11 doubled due mainly to the consolidation of Oaks, additional revenues from the new hotels and improvement of existing hotels. Similarly, 2011 revenues from hotel operations grew by 88%.

Mixed-Use Business & Performance Analysis

MINT's spa business is operated under Anantara, Mandara and Elemis brands. At the end of 4Q11, MINT owns and manages 36 spas in Thailand, China, Maldives, Tanzania, Jordan, UAE, India, Egypt, Vietnam and recently added Korea. In 4Q11, MINT reported a 9% decline in revenues from spa services to Baht 77 million due to the closure of 3 spas during 2011. However, its revenues in 2011 increased slightly by 1% to Baht 298 million.

MINT's real estate business develops and sells properties in conjunction with the development of some of its hotels. The first project is the Estates Samui, which is adjacent to MINT's Four Seasons Hotel in Samui, with 14 villas. The second project is St. Regis Residences, with 53 residential units located above St. Regis Hotel Bangkok. Another real estate development operation is MINT's new point-based vacation club under its own brand, Anantara Vacation Club. The first 20 purpose-built properties adjacent to Anantara Bophut, Samui, were completed as the inventory available for sale since December 2010. Another two villas in Phuket and three units in Queenstown, New Zealand were later added as part of Anantara Vacation Club's inventory in 2011. The two real estate businesses, together with rental income from the Estates Samui, reported sales of Baht 801 million in 4Q11, while only Baht 216 million was recognized in 4Q10 for the first few unit sales of St. Regis Residence Bangkok and some rental income from The Estates Samui. For 2011, sales of real estate development totaled Baht 2,853 million, a significant increase compared to only Baht 236 million in 2010.

Another mixed-use business of MINT is plaza and entertainment business. The company owns and operates three shopping plazas, namely; (1) Royal Garden Pattaya; (2) Turtle Village Shopping Plaza Phuket and (3) Royal Garden Plaza Bangkok. In addition, MINT is the operator of five entertainment outlets, namely (1) Ripley's Believe It or Not Museum; (2) 4D Moving Theater; (3) Haunted Adventure; (4) Infinity Maze; (5) The Louis Tussaud's Waxworks; and (6) latest addition, surreal journey Scream in the Dark. In 4Q11, revenues from plaza and entertainment business remained flat at Baht 134 million, while its 2011 revenues increased by 12% y-y to Baht 589 million.

Overall Hotel & Mixed-Use Financial Performance Analysis

With Oaks' revenues of Baht 1,182 million and real estate development revenues of Baht 801 million, MINT's hotel & mixed-use business reported 4Q11 revenue growth of as much as 109% to Baht 3,875 million. However, EBITDA margin from hotel & mixed-use business declined from 30% in 4Q10 to 27% in 4Q11. The decline was due primarily to the reservation cancellation in 4Q11, especially for hotels in Bangkok, initial operating expenses of two new hotels, Anantara Kihavah in the Maldives which was opened in February 2011 and the St. Regis Bangkok which was opened in April 2011, selling & marketing expenses of Anantara Vacation Club and St. Regis Residence and lower EBITDA margin of Oaks. As a result, 2011 EBITDA margin of hotel & mixed use business also declined to 26% from 30% in 2010.

Revenue Breakdown

Unit: Baht million	4Q11	4Q10	% Chg
Hotel operations*	2,736	1,350	103%
Management fee	127	68	86%
Spa services	77	85	-9%
Plaza & entertainment	134	133	0%
Real estate development**	801	216	270%
Total Revenues	3,875	1,853	109%
EBITDA	1,050	553	90%
EBITDA Margin (%)	27%	30%	
	2011	2010	% Chg
Hotel operations*	8,587	4,564	88%
Management fee	330	246	34%
Spa services	298	296	1%
Plaza & entertainment	589	527	12%
Real estate development**	2,853	236	1107%
Total Revenues	12,657	5,870	116%
EBITDA	3,313	1,735	91%
EBITDA Margin (%)	26%	30%	

* Includes share of profit and other income

** Includes rental income from the Estate Samui

Retail Trading and Contract Manufacturing Business

At the end of 2011, MINT had 247 retail trading points of sales, an increase by 8 points of sales from 239 at the end of 3Q11 from the opening of Central Rama 9 in Bangkok.

Of total retail trading outlets, 74% are operated under fashion brands such as Esprit, Bossini, GAP and Charles & Keith, while 20% are operated under cosmetics brands such as Red Earth, Bloom and Smashbox.

Retail Trading's Outlet Breakdown

	4Q11	Chg q-q	Chg y-y
Fashion	183	6	-4
Cosmetics	49	2	-5
Others	15	-	-2
Total Outlets	247	8	-11

In 4Q11, several retail points of sales were temporarily closed due to the floods, which limited the accessibility to the stores. In addition, the retail trading business' average same store sales declined by 12% owing primarily to the deteriorated consumer confidence. Moreover, contract manufacturing temporarily ceased the operation for 2 months as its facility was flooded. As a result, revenues from manufacturing and retail trading businesses declined by 80% and 4% in 4Q11, respectively. Revenue loss, together with asset and inventory write-off, resulted in the negative EBITDA of Baht 173 million in 4Q11. Nevertheless, on the back of strong 9M11 performance, retail trading and manufacturing revenues in 2011 still increased by 9% and was break-even at EBITDA level.

Retail Trading and Contract Manufacturing's Revenue Breakdown

Unit: Baht million	4Q11	4Q10	% Chg
Retail Trading	466	483	-4%
Manufacturing	50	256	-80%
Total Revenues	516	739	-30%
EBITDA	-173	55	
EBITDA Margin	-33%	7%	
	2011	2010	% Chg
Retail Trading	1,898	1,593	19%
Manufacturing	1,025	1,087	-6%
Total Revenues	2,923	2,680	9%
EBITDA	4	152	
EBITDA Margin	0%	6%	

BALANCE SHEET & CASH FLOWS

At the end of 2011, MINT reported total assets of Baht 40,865 million, an increase of Baht 8,066 million from Baht 32,799 million at the end of 2010. The increase was primarily the result of:

1. Baht 5,629 million increase in assets from the consolidation of Oaks and Baht 616 million increase in goodwill arisen from Oaks' acquisition
2. Baht 1,310 million increase in fixed assets of Anantara Kihavah Resort & Spa, Maldives and St. Regis Hotel and Residence, and
3. Baht 445 million increase in associates and other long-term investment mainly from the additional investment in Serendib Hotels Limited, Sri Lanka of Baht 27 million, additional investment in S&P of Baht 346 million, and the acquisition of 25% stake of Tidal Swell (owner of four properties currently managed by Oaks) in Australia under Oaks of Baht 74 million

MINT reported total liabilities of Baht 25,931 million, an increase of Baht 6,888 million from Baht 19,043 million at the end of 2010. The increase was a result of;

1. Baht 3,053 million increase in liabilities from the consolidation of Oaks, and
2. Baht 2,969 million increase in long-term borrowings to finance Oaks' acquisition, and
3. Baht 2,300 million increase in the issuance of debentures in March and October 2011, netted off with loan prepayment of Baht 1,116 million and debenture repayment of Baht 1,000 million

Shareholders' equity increased by Baht 1,179 million to Baht 14,935 million from Baht 13,756 million at the end of 2010 owing mainly to net profit of Baht 1,826 million (excluding gain on fair value adjustment of S&P investment) and the increased capital from exercise of ESOP warrants of Baht 90 million, netted off with dividend payment of Baht 490 million (net of dividend income) and the reduction in minority interest of Baht 383 million as MINT acquired the remaining 30% stake in Thai Express.

For the year 2011, MINT and its subsidiaries reported cash flows from operations of Baht 3,813 million, an increase of Baht 1,276 million y-y. Cash flow paid for investing activities was Baht 6,539 million, due primarily to (1) payments of Baht 2,521 million for the acquisition of Oaks, and additional investments of Baht 402 million in Thai Express, Baht 380 million in S&P, Baht 72 million in Tidal Swell and Baht 58 million in Cyprea Lanka, (2) payments of Baht 2,778 million for projects under development in 1Q11, namely Anantara Kihavah in the Maldives and St. Regis Hotel & Residence and other fixed assets and (3) payment of Baht 156 million for software development to support restaurant and retail trading businesses. The Company reported net cash receipts from financing activities of Baht 2,670 million, comprising of (1) net proceeds from borrowings of Baht 3,083 million, primarily from the debenture issuance and increased borrowings to finance Oaks' acquisition and (2) net proceeds from the issuance of additional ordinary shares from the exercise of ESOP warrants of Baht 90 million, netted off with (3) dividend payment of Baht 503 million. As a result, MINT's net cash and cash equivalents decreased by Baht 55 million in 2011.

FINANCIAL RATIO ANALYSIS

MINT's gross profit margin declined from 62.3% in 2010 to 61.6% in 2011. The decline was due mainly to real estate development business. Although the business contributes almost Baht 3 billion of sales but it has relatively lower gross profit margin, since most of its costs of sales were construction expenditures. Nevertheless, net profit margin for 2011 increased from 6.5% to 10.2%, owing mainly to the gain on fair value adjustment of S&P investment and improved profitability at net margin level of mixed-use business.

Return on equity increased to 20.1% in 2011 from 9.6% in 2010. Return on assets was also up to 7.8% from 4.1%. The increase of both ratios was a result of significantly improved net profit.

Current ratio decreased from 1.1 as at 31 December 2010 to 0.9 at the end of 4Q11, primarily from the increase in current portion of long-term debentures. Interest bearing debt/equity increased from 1.0x at the end of 2010 to 1.3x from the consolidation of Oaks' liabilities as well as increased borrowings to finance Oaks' acquisition. Interest coverage ratio in 2011, however, increased to 5.5x from 5.4x due mainly to the increased net profit. The above mentioned credit ratios are expected to improve partly on the back of future earnings contribution from Oaks.

Financial Ratio Analysis

Profitability Ratio	31 Dec 2011	31 Dec 2010
Gross Profit Margin (%)	61.58%	62.30%
Net Profit Margin (%)	10.17%	6.48%
Return on Equity (%)	20.08%	9.58%
Efficiency Ratio	31 Dec 2011	31 Dec 2010
Return on Assets (%)	7.82%	4.05%
Collection Period (days)	17	20
Liquidity Ratio	31 Dec 2011	31 Dec 2010
Current Ratio (x)	0.89	1.13
Leverage & Financial Policy	31 Dec 2011	31 Dec 2010
Interest Bearing Debt/Equity (x)	1.33	1.04
Net Interest Bearing Debt/Equity (x)	1.25	0.96
	31 Dec 2011	31 Dec 2010
Interest Coverage (x)	5.54	5.44

* Excluding gain on fair value adjustment of S&P investment and one-time goodwill impairment, ROE and ROA would be 13.4% and 5.2%.

MANAGEMENT'S OUTLOOK

A Promising 2012

After undergoing one of the worst natural disasters in Thailand's history, MINT expects 2012 to be even a stronger year. All businesses showed strong signs of recovery in January 2012, e.g. over 70% average occupancy for hotel portfolio, 11% same store sales growth for restaurant business and sales of the first Estates Samui residence in three years. As a result, MINT expects 2012 to be one of the best years on the back of the following factors;

1. Organic expansion of current business

MINT had one of the strongest first nine-month performances in 2011 prior to the flood. Hotels, restaurants and retail stores were tracking well with the economic expansion and growth in domestic consumption. The flood, unfortunately, temporarily disrupted the growth momentum in the fourth quarter of 2011. However, strong 2011 performance was yet another evidence of MINT's resiliency to unexpected events. The Company's businesses quickly recovered after the flood. The company, its people and operating system have become very adaptive and pro-active after facing various crises over the past few years. While other companies had to shut down some of their operations during the flood due to supply shortage, MINT's hotels and the majority of its restaurants and retail stores continued to satisfy customers with only minimal disruptions, signifying its system is second to none.

2. Continued momentum of real estate development

MINT recognized almost three billion Baht of sales from real estate development, equivalent to 10% of 2011 total revenues. Since the official opening of St. Regis Residence and Anantara Vacation Club in early 2011, sales momentum of both projects has continuously accelerated on the back of good product development and strong sales and marketing team. In January 2012, MINT sold another residential unit of the Estates Samui, in addition to St. Regis Bangkok. With 50% remaining inventory of both residential projects and more inventory in different destinations awaiting to be added into Anantara Vacation Club, MINT expects the performance of real estate development to remain strong.

3. Better yields from newly start-up businesses

2012 will be the second year of operations for MINT's new hotels, Anantara Kihavah in the Maldives and St. Regis Hotel in Bangkok. Throughout 2011, the two hotels have built their strong awareness through multiple awards and accomplishment, resulting in increase in occupancies and average room rates. In 2012, the two hotels are expected to bring in positive contribution whereas they contributed losses in 2011.

Apart from new equity hotels, MINT's acquisitions in 2011 include two businesses in Australia; Oaks Hotels & Resorts and Ribs and Rumps restaurants. While Oaks is looking to expand further in the region with additional rooms under new MLR contracts, Ribs and Rumps recently opened its first new equity outlet since Sep-2011 acquisition. The new store is now one of the brand's top performing outlets in Australia.

4. Additional source of income from potential new investment

Although one of the Company's objectives in 2012 is strengthening the existing businesses, MINT still looks for new business opportunities for greater diversification. The success of Oaks acquisition proves that not only does MINT have the expertise in seeking the right and reasonably-priced target, but also in incorporating the new business under one roof leveraging on excellent operational platform and stringent financial discipline.

Connected Transactions

Connected Persons	Type of Business	Transaction Size 2011 (Million Baht)	Necessity and rationale
1. MJET Limited (MJET)			
Relationship: Common directors	MJET provided air chartered flight services to MINT and its subsidiaries, recorded as other expenses by the following companies: <ul style="list-style-type: none"> • MINT • MFG 	14.04 9.52	MINT and subsidiaries used air chartered flights for management to visit their project sites. The services were provided at market rates and conditions. Audit Committee had an opinion that the transactions were fair and reasonable.
	Minor Global Solutions Limited, MINT's subsidiary, provided IT management services to MJET and received monthly service fee, which was based on type and quantity of service.	2.09	In order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Global Solutions Limited, MINT's subsidiary, leased computer and received monthly rental fee from MJET.	0.31	Minor Global Solutions Limited leased many computers from leasing company, third party. This transaction resulted lower costs. Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Corporation Pcl., MINT's subsidiary, provided management and financial services to MJET and received monthly service fee, which was based on type and quantity of services.	0.73	As Minor Corporation Pcl. had specialized staff in providing management and financial services and in order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was reasonable.

Connected Persons	Type of Business	Transaction Size 2011 (Million Baht)	Necessity and rationale
2. Maikhao Vacation Villas Limited (MVVL)			
Relationship: A joint venture holds 50% by MINT and common directors	Minor Global Solutions Limited, MINT's subsidiary, provided accounting services. The fee was charged according to the type and amount of services provided.	0.60	As Minor Global Solutions Limited had specialized staff in providing consultant and management services and in order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was reasonable.
3. Select Service Partner Limited (SSP)			
Relationship: MFG holds 51% stake and common directors	MINT's subsidiaries sold their respective products to SSP and recorded sales by the following companies: <ul style="list-style-type: none"> • MFG • Minor DQ Limited • Burger (Thailand) Limited • Swensen's (Thai) Limited 	6.97 10.11 66.10 1.05	SSP, MINT's subsidiary sold product at market prices and conditions. Audit Committee had an opinion that the transactions were fair and reasonable.
	MFG, MINT's subsidiary, provided management and financial services to SSP and recorded management fee income.	1.81	In order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was fair and reasonable.
	MFG, MINT's subsidiary invests in SSP's securities and received dividend income	40.80	Dividend income is normal return for holding of securities. Audit Committee had an opinion that the transaction was fair and reasonable.
4. Eutopia Private Holding Limited (Eutopia)			
Relationship: MINT holds indirectly 50% shareholding and common directors.	MINT's subsidiary – RGR International Limited provided long-term loan to Eutopia according to joint venture agreement. The loan has interest rate as agreed by both parties which was determined based on market rate.	205.99	The loan was provided according to joint venture agreement and interest was determined based on market rate. Audit Committee had an opinion that the transaction was reasonable.

Connected Persons	Type of Business	Transaction Size 2011 (Million Baht)	Necessity and rationale
	RGR International Limited recorded interest income received from Eutopia according to joint venture agreement.	8.34	The loan was provided according to joint venture agreement and interest was determined base on market rate. Audit Committee had an opinion that the transaction was reasonable.
	Lodging Management (Labuan) Limited provided hotel management service to Eutopia and recorded management fee income.	136.56	Lodging Management (Labuan) Limited had specialized and experienced staffs in hotel management and sharing the usage of resources. Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Global Solutions Limited, MINT's subsidiary provided IT management services to Eutopia and received computer fee which was based on type and quantity of service.	0.90	In order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Hotel Group, MINT's subsidiary provided hotel management service to Eutopia and received management fee which was based on type and quantity of service.	0.36	Minor Hotel Group had specialized and experienced staffs in hotel management and sharing the usage of resources. Audit Committee had an opinion that the transaction was fair and reasonable.
	MINT arranged sources of fund services to Eutopia and recorded other income for service charge.	6.43	The arranging sources of fund to Eutopia were according to joint venture agreement. Audit Committee had an opinion that the transaction was reasonable.

Connected Persons	Type of Business	Transaction Size 2011 (Million Baht)	Necessity and rationale
5. Harbour View Corporation			
Relationship: MINT holds indirectly 30.39% shareholding and common directors.	MINT's subsidiary – RGR International Limited provided long-term loan to Harbour View Corporation proportionately to shareholding. The loan agreement has definite interest rate, terms and conditions agreed by both parties where the interest rate was determined based on market rate.	2.54	The loan was provided proportionately to percentage of shareholding. Audit Committee had an opinion that the transaction was fair and reasonable.
	RGR International Limited recorded interest income received from Harbour View Corporation according to joint venture agreement.	0.06	The loan was provided proportionately to percentage of shareholding. Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Hotel Group Limited provided hotel management service to Harbour View Corporation and recorded management fee income.	2.67	Minor Hotel Group Limited had specialized and experienced staffs in hotel management and sharing the usage of resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Global Solutions Limited, MINT's subsidiary provided IT management services to Harbour View Corporation and received computer fee which was based on type and quantity of service.	0.06	In order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2011 (Million Baht)	Necessity and rationale
6. Tanzania Tourism and Hospitality Investment Limited			
Relationship: MINT indirectly holds 50% shareholding	MINT's subsidiary – Hospitality Investment International Limited provided long-term loan to Tanzania Tourism and Hospitality Investment Limited in accordance with joint venture agreement. The loan agreement has definite interest rate, terms and conditions agreed by both parties.	141.30	The loan was provided in accordance with joint venture agreement where term was determined base on market rate. Audit Committee had an opinion that the transaction was fair and reasonable.
	Hospitality Investment International Limited recorded interest income received from Tanzania Tourism and Hospitality Investment Limited in accordance to joint venture agreement.	3.23	The loan was provided in accordance with joint venture agreement where term was determined base on market rate. Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Global Solutions Limited, MINT's subsidiary provided management services to Tanzania Tourism and Hospitality Investment Limited and received management fee which was based on type and quantity of service.	0.05	In order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was fair and reasonable.
7. Zanzibar Tourism and Hospitality Investment Limited			
Relationship: MINT indirectly holds 50% shareholding	MINT's subsidiary – Hospitality Investment International Limited provided long-term loan to Zanzibar Tourism and Hospitality Investment Limited in accordance with joint venture agreement. The loan agreement has definite interest rate, terms and conditions agreed by both parties.	14.94	The loan was provided in accordance with joint venture agreement where term was determined base on market rate. Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2011 (Million Baht)	Necessity and rationale
	Hospitality Investment International Limited recorded interest income received from Zanzibar Tourism and Hospitality Investment Limited in accordance to joint venture agreement.	0.34	The loan was provided in accordance with joint venture agreement where term was determined base on market rate. Audit Committee had an opinion that the transaction was fair and reasonable.
8. Rocky Hill Limited			
Relationship: MINT indirectly holds 50% shareholding	MINT's subsidiary – Hospitality Investment International Limited provided long-term loan to Rocky Hill Limited in accordance with joint venture agreement. The loan agreement has definite interest rate, terms and conditions agreed by both parties.	8.87	The loan was provided in accordance with joint venture agreement where term was determined base on market rate. Audit Committee had an opinion that the transaction was fair and reasonable.
	Hospitality Investment International Limited recorded interest income received from Rocky Hill Limited in accordance to joint venture agreement.	0.11	The loan was provided in accordance with joint venture agreement where term was determined base on market rate. Audit Committee had an opinion that the transaction was fair and reasonable.
9. Sand River Eco Camp Limited			
Relationship: MINT indirectly holds 50% shareholding	MINT's subsidiary – Hospitality Investment International Limited provided long-term loan to Sand River Eco Camp Limited in accordance with joint venture agreement. The loan agreement has definite interest rate, terms and conditions agreed by both parties.	51.37	The loan was provided in accordance with joint venture agreement where term was determined base on market rate. Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2011 (Million Baht)	Necessity and rationale
	Hospitality Investment International Limited recorded interest income received from Sand River Eco Camp Limited in accordance to joint venture agreement.	0.46	The loan was provided in accordance with joint venture agreement where term was determined base on market rate. Audit Committee had an opinion that the transaction was fair and reasonable.
10. Elewana Afrika Limited			
Relationship: MINT indirectly holds 50% shareholding	MINT's subsidiary – Hospitality Investment International Limited provided long-term loan to Elewana Afrika Limited in accordance with joint venture agreement. The loan agreement has definite interest rate, terms and conditions agreed by both parties.	82.37	The loan was provided in accordance with joint venture agreement where term was determined base on market rate. Audit Committee had an opinion that the transaction was fair and reasonable.
	Hospitality Investment International Limited recorded interest income received from Elewana Afrika Limited in accordance to joint venture agreement.	0.50	The loan was provided in accordance with joint venture agreement where term was determined base on market rate. Audit Committee had an opinion that the transaction was fair and reasonable.
11. Arabian Spa (Dubai) (LLC)			
Relationship: MINT indirectly holds 49% shareholding and common directors.	M Spa Venture Limited- MINT's subsidiary provided spa management to Arabian Spa (Dubai) (LLC) and recorded management fee income.	6.09	M Spa Venture Limited had specialized and experienced staffs in spa management and sharing the usage of resources, Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2011 (Million Baht)	Necessity and rationale
12. Sribhathana Garden Limited			
Relationship: Common major shareholders (Minor Holdings (Thai) Limited) and common directors.	MINT provided accounting, tax management, financial services and sales to Sribhathana Garden Limited and recorded management fee income.	0.90	MINT had specialized and experienced staffs in the services mentioned. The resources were shared and utilized to realize maximum benefit. Audit Committee had an opinion that the transaction was fair and reasonable.
	Maerim Terrace Resort Limited leased Sribhathana Garden Limited's land as a site to operate Four Seasons Resort Hotel Chiangmai and recorded rental expenses.	13.68	The Land lease for hotel operation was normal business transaction. Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Global Solutions Limited, MINT's subsidiary, provided accounting, tax management and financial services to Sribhathana Garden Limited. The fee was charged monthly according to the type and amount of services provided.	0.63	As Minor Global Solutions Limited had specialized staff in providing accounting services and in order to share and maximize the usage of resources, Audit Committee had an opinion that the transaction was fair and reasonable and in order to maximize benefit of the Company.
13. Minor Holdings (Thai) Limited (MHT)			
Relationship: Major shareholder of MINT holds 16.77% and common directors.	Minor Global Solutions Limited, MINT's subsidiary provided IT management services to MHT and received monthly service fee, which was based on type and quantity of service.	1.38	In order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2011 (Million Baht)	Necessity and rationale
	Minor Global Solutions Limited, MINT's subsidiary, leased computer and received monthly rental from MHT.	0.02	Minor Global Solutions Limited leased many computers from leasing company, third party. This transaction resulted lower costs. Audit Committee had an opinion that the transaction was fair and reasonable.
14. Phuket Vessel Holding Limited			
Relationship: Common directors.	Minor Global Solutions Limited, MINT's subsidiary provided IT management services to Phuket Vessel Holding Limited and received monthly service fee, which was based on type and quantity of service.	0.25	In order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was fair and reasonable.
15. Pluluang Limited			
Relationship: Common directors.	Minor Global Solutions Limited, MINT's subsidiary provided IT management services to Pluluang Limited and received monthly service fee, which was based on type and quantity of service.	0.03	In order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was fair and reasonable.
	Rajadamri Residence Ltd. MINT's subsidiary received annual maintenance fee from Pluluang Limited is the purchaser of St. Regis residence. In consideration thereof, the service is the same rate with third parties.	136.46	Annual maintenance fee represented fee based on market (the same rate with other customers) and normal condition collecting from purchaser of the residence project of Rajadamri Residence Ltd. Audit Committee had an opinion that the transaction was reasonable.

Connected Persons	Type of Business	Transaction Size 2011 (Million Baht)	Necessity and rationale
16. Hua Hin Condominium Limited			
Relationship: Major shareholder of MINT holds 16.77% and Common directors	Minor Global Solutions Limited, MINT's subsidiary provided Legal Management service fee to Hua Hin Condominium Limited and received monthly service fee, which was based on type and quantity of service.	0.06	In order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was fair and reasonable.
17. S&P Syndicate Pcl. (S&P)			
Relationship: MINT holds 31.32%. and Common directors	MINT invested in S&P's securities and received dividend income	83.78	Dividend income is normal return for holding of securities. Audit Committee had an opinion that the transaction was fair and reasonable.
	MINT's subsidiaries purchased products from S&P who are producer and distributor of diary products, and frozen foods. The subsidiaries recorded as purchase of goods by following companies: <ul style="list-style-type: none"> • MFG • Swensen's (Thai) Limited • SLRT Limited • Minor DQ Limited • The Coffee Club (Thailand) Limited 	32.17 5.95 7.22 3.40 0.02	The transaction is normal business and purchase price was at market price. Audit Committee had an opinion that the transaction was fair and reasonable.
18. Minor Aircraft Holding Limited			
Relationship: Common directors	Minor Global Solutions Limited, MINT's subsidiary, provided IT management services to Minor Aircraft Holding limited and received monthly service fee, which was based on type and quantity of service.	0.44	In order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2011 (Million Baht)	Necessity and rationale
	Minor Global Solutions Limited, MINT's subsidiary, leased computer and received monthly rental fee from MJET.	0.03	Minor Global Solutions Limited leased many computers from leasing company, third party. This transaction resulted lower costs. Audit Committee had an opinion that the transaction was fair and reasonable.
19. MJETS Maintenance Limited			
Relationship: Common directors	Minor Global Solutions Limited, MINT's subsidiary, provided IT management services to MJETS Maintenance Limited and received monthly service fee, which was based on type and quantity of service.	0.37	In order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Global Solutions Limited, MINT's subsidiary, leased computer and received monthly rental fee from MJETS Maintenance Limited.	0.10	Minor Global Solutions Limited leased many computers from leasing company, third party. This transaction resulted lower costs. Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Corporation Pcl., MINT's subsidiary, provided management and financial services to MJETS Maintenance Limited. and received monthly service fee, which was based on type and quantity of services.	0.73	As Minor Corporation Pcl. had specialized staff in providing management and financial services and in order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was reasonable.

Connected Persons	Type of Business	Transaction Size 2011 (Million Baht)	Necessity and rationale
20. Thaisale.co.th Limited			
Relationship: Minor Corporation Pcl., MINT's subsidiary holds 50%	Minor Global Solutions Limited, MINT's subsidiary, provided IT management services to MJETS Maintenance Limited and received monthly service fee, which was based on type and quantity of service.	0.05	In order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was fair and reasonable.
21. The Coffee Club Holdings Pty. Ltd.			
Relationship: MINT's subsidiary, Delicious Food Holdings (Australia) holds 50%	DFHA, MINT's subsidiary invests in SSP's securities and received dividend income	73.40	Dividend income is normal return for holding of securities. Audit Committee had an opinion that the transaction was fair and reasonable.
22. InsurExcellence Insurance Brokers Ltd.			
Relationship: Common director	MINT and its subsidiaries paid insurance premium to InsurExcellence Insurance Brokers Ltd. The price was market prices same as third parties.	14.01	It is market price and under normal conditions. Audit Committee had an opinion that the transaction was reasonable and in order to maximize benefit of the Company.

CONNECTED TRANSACTION APPROVAL PROCEDURE

All connected transactions are evaluated by the relevant work units in two respects; firstly, their benefit contribution to the Company, and secondly, they being done on a fair price basis. If necessary, external advisors or experts shall be engaged in order to provide independent opinion on the transactions. The Company then proposes the transactions for internal approval process where directors or employees possess conflict of interest must not participate in approval process. The Company also has its Audit Committee certify the fair value of the connected transactions.

In case the transactions fall under the relevant rules and regulations of the Stock Exchange of Thailand, the Company observes that all relevant rules and regulations are being adhered to strictly by the Company as well as its subsidiaries.

FUTURE POLICY ON CONNECTED TRANSACTIONS

The Audit Committee and the Company will jointly consider and review any connected transactions that may arise in the future to ensure their necessity and fair price basis.

Pricing policies for related party transactions are as follows:

Pricing policies	
Sales and purchases	Prices normally charged to third parties
Sales from real estate development operations	Prices normally charged to third parties
Rental income	Agreed prices which approximate to prices normally charged to third parties
Franchise fee	Agreed prices which approximate to prices normally charged to third parties
Management income and other income	Agreed prices which approximate to prices normally charged to third parties
Interest income	Rate as mutually agreed by shareholders and rate determined with reference to the interest rate quoted by commercial banks
Rental expenses	Agreed prices which approximate to prices normally charged by third parties
Management expenses	Agreed prices which are costs plus administrative expenses
Royalty fee	Agreed prices which approximate to prices normally charged by third parties
Interest expenses	Rate determined with reference to the interest rate quoted by commercial banks

Nature of Business

Minor International Public Company Limited (MINT) is a global company focused on three primary businesses including restaurants, hotels and lifestyle brands distribution. MINT is one of Asia's largest restaurant companies with over 1,200 outlets operating system wide in 18 countries under The Pizza Company, Swensen's, Sizzler, Dairy Queen, Burger King, Thai Express, The Coffee Club and Ribs and Rumps brands. MINT is also a hotel owner, operator and investor with a portfolio of 37 hotels and 38 serviced suites under the Anantara, Avani, Oaks, Marriott, Four Seasons, St. Regis, Elewana and Minor International brands in Thailand, Australia, New Zealand, the Maldives, Vietnam, Tanzania, Kenya, the Middle East, Sri Lanka and Indonesia. MINT is one of Thailand's largest distributors of lifestyle brands focusing primarily on fashion, cosmetics and contract manufacturing. Its brands include Gap, Esprit, Bossini, Charles & Keith, Red Earth, Bloom, Smashbox, Tumi, Zwilling J.A. Henckels and ETL Learning.

REVENUE STRUCTURE

In the year 2011, the Company and its subsidiaries operated in main business segments as follows:

(1) Food and Beverage	39.53%
(2) Hotel Operation	29.14%
(3) Retail and Property Business	1.49%
(4) Entertainment Operation	0.52%
(5) Spa Services	1.05%
(6) Real Estates	9.95%
(7) Distribution and Manufacturing	10.33%
(8) Management Services	1.16%
(9) Other Income	6.82%

Major Events in 2011

- | | |
|------------------|--|
| January | <ul style="list-style-type: none"> • Opened a purely-managed hotel, Rasananda, on Koh Pha Ngan, with 44 villas. Subsequently, in November rebranded to Anantara Rasananda |
| February | <ul style="list-style-type: none"> • Opened Anantara Kihavah, Maldives, with 78 villas |
| March | <ul style="list-style-type: none"> • Acquired 19.96% of Oaks Hotels and Resorts Ltd., one of Australia's largest hotel and resort operators • Issued Baht 1,500 million debentures through public offering to institutional and high net worth investors with 7-year tenor at coupon rate of 4.57% per annum • Started Dairy Queen franchise business in Thailand |
| April | <ul style="list-style-type: none"> • Opened the St. Regis Hotel Bangkok, a 224-room hotel • Opened a purely-managed hotel, L'Amien Resort in Mui Ne, Vietnam, with 89 rooms. Subsequently, in November rebranded to Anantara Mui Ne • Opened the first Coffee Club franchised outlet in New Caledonia |
| June | <ul style="list-style-type: none"> • Completed the acquisition of 100% in Oaks Hotels & Resorts Ltd., Australia • Acquired Grand Hotel in Gladstone, Australia through Oaks Hotels & Resorts Ltd. |
| July | <ul style="list-style-type: none"> • Opened the first Pizza Company and Xin Wang franchised outlets in Vietnam • Opened the first Coffee Club franchised outlet in Guangzhou, China |
| September | <ul style="list-style-type: none"> • Invested in Ribs and Rumps, an Australian casual dining steakhouse concept, through The Coffee Club Holding Pty. Ltd. • Opened the first Swensen's franchised outlet in Philippines • Opened the first Thai Express franchised outlet in Seoul, Korea |
| October | <ul style="list-style-type: none"> • Completed voluntary tender offer for shares of S&P Syndicate Pcl., resulting in an increase in MINT's shareholding in S&P from 26% to 31% • Issued Baht 800 million unsecured senior debentures through private placement to institutional and high net worth investors, which comprise of Baht 500 million debentures with 7-year tenor at coupon rate of 4.80% per annum and Baht 300 million debentures with 10-year tenor at coupon rate of 5.00% per annum • Opened the first Thai Express outlet in Beijing, China |
| November | <ul style="list-style-type: none"> • Launched a new online shopping club, www.thaisale.co.th • Rebranded Bangkok Marriott Resort & Spa to be Anantara Riverside |
| December | <ul style="list-style-type: none"> • Acquired 25% stake in Tidal Swell Pty. Ltd. through Oaks Hotels and Resorts Ltd. • Acquired additional 30% stake in Thai Express Concept Pte. Ltd. • Opened Zuma Restaurant located at the St. Regis Hotel Bangkok • Opened first Avani property, Avani Bentota Resort and Spa in Sri Lanka |

Risk Factors

Conducting businesses carries a level of risks and uncertainties. Such risks may lead to fluctuation in revenues, profits, asset values, liquidity, and share price.

In addition to the risks stipulated below, there may be other uncertainties that the Company has not addressed or considered prominently. All stakeholders should acknowledge the likelihood of occurrence and carefully consider all other associated factors not limited to general and the specific risks contained in this document.

1. RISK FROM THE SEASONALITY OF THE TOURISM INDUSTRY

One of the Company's core businesses is hospitality, which rely heavily on number of domestic and foreign tourists. Tourist arrivals are influenced by several unpredictable and uncontrollable external incidents such as terrorism, epidemics, natural disaster, domestic political unrest and global economic recession. These factors not only play a significant role in Thai tourism, but also in other tourist destinations across Asia.

The Company's risk management measures include geographical diversification both domestically and overseas. The variety in hotels' geographical locations increases the proportion of domestic tourists as well as the diversification of customer base to cover more nationalities in order to avoid over-concentration. In 2011, the Company completed the acquisition of Oaks Hotels and Resorts Limited ("Oaks"), one of the largest hotel and resort operators in Australia, with 38 properties, over 5,000 rooms under management throughout Australia, New Zealand and Dubai. As a result, over half of the Company's hotel rooms are dispersed across Australia, New Zealand, UAE, the Maldives, Sri Lanka, Vietnam, Kenya, Tanzania and Indonesia.

In addition, the Company's restaurant and retail trading businesses provide appropriate business portfolio as risk diversification, as revenues from restaurant business are more stable. In 2011, revenues contribution from restaurant business accounted for 39.5%, while hotel and spa business was 31.4%, Real estate development contributing 10.0%. The remaining was attributable to 10.3% from retail trading, 2.0% from retail property and entertainment and 6.8% from others.

2. RISK FROM THE COMPETITION IN CORE BUSINESSES

2.1 Competition in Hospitality Business

Increase in luxury hotel supplies particularly in Bangkok has led to intensive price competition, which may result in pressure on the Company's revenues and profits. Nevertheless, the Company has established loyal Thai and international clienteles on the back of successful market positioning, management's expertise and a collection of the world's renowned hotel brands.

In addition to its own Anantara brand, the Company manages a group of hotels under a franchise license with Marriott. It also hires world-class hoteliers, Four Seasons Hotels & Resorts Asia Pacific Pte. Ltd., and the Hotel Licensing Corporation under the Marriott group and Starwood Asia Pacific Hotels & Resorts Pte. Ltd. to manage its hotels under Four Seasons, JW Marriott and St. Regis. Meanwhile, the Company's own brand, Anantara, is selected to be a member of Global Hotel Alliance ("GHA"), a collection of upscale and luxury regional hotel brands from across the world. Anantara hotels strive to reflect the culture and traditions of each destination, offering local experiences to the guests. Moreover, having other complimentary businesses, e.g. spa, retail properties & entertainment allows the Company to provide a full range of services.

2.2 Competition in Restaurant Business

Restaurant business is highly competitive due to lower barrier of entry, unlike hospitality business. Nevertheless, intensive capital, effective marketing plans and in-depth expertise are required to successfully develop prominent brands with country-wide coverage. This has enabled the Company to maintain its leading position in terms of market share. In addition, the Company's diversification in product offerings includes Western concepts, e.g. pizza, steak, hamburger and ice cream and other concepts, e.g. Thai, Chinese, Japanese and coffee. The increased variety in different geographical footprints has better coverage of consumers' diverse demand, offering greater diversification and growth for the business.

2.3 Competition in Retail Trading Business

Retail trading business, which includes the distribution of fashion products and cosmetics, has a fairly competitive environment. The business correlates with domestic consumer confidence, which is driven by various factors including economic expansion, natural disasters, inflation rate, and political instability. However, with the extensive experience of its management, the Company is able to pro-actively adapt its marketing strategies in response to dynamic environments.

3. RISK FROM NEW PROJECT INITIATION

The Company makes investments in new projects, especially for hotel and residences. Each project development involves a certain risk of fluctuation in investment costs and compliance with any regulations regarding environmental protection and other infrastructure qualifications. With over 30 years of experience, the Company is able to monitor such risk through various conducts and measures. Costs of investment and standard protocols shall be clearly stipulated in the construction agreements signed with contractors. Moreover, prior to the project initiation, an intensive environmental study and infrastructure inspection are carried out to ensure the feasibility and to minimize all possible damages.

4. RISK FROM OVERSEAS INVESTMENTS

The Company has several overseas investments including hotels in Australia, New Zealand, the Maldives, Sri Lanka, Vietnam and Africa and restaurants in China, Singapore and Australia. These investments are subject to country risks, which include but are not limited to political, legal, foreign exchange and economic risks. Events related to these risks may be significant in particular countries and may impact revenues and profits from the Company's foreign investment.

The Company is fully aware of such risks, and therefore the management has engaged local industry experts to conduct in-depth analysis, feasibility study and due diligence prior to making any investment decision. In addition, for countries that the Company has no presence, the Company will make initial investments with business partners with local knowledge and expertise to learn the market and business operations. Until the Company is confident with the operations in that particular country will the Company increase its shareholding. This is reflected in the investments in Africa, the Maldives, Sri Lanka and Australia. As at 31 December 2011, the Company's overseas investment amounted to Baht 7,783 million or 19% of total assets.

Furthermore, the Company has expanded its businesses in certain international markets through franchise and hotel management agreements. Such expansion entails minimal investment risks while allowing the Company to expand its customer base through its own brands. As at end of 2011, of total 1,257 restaurant outlets, 546 are franchised, equivalent to 43%, and 47 out of 75 hotels are under management agreement.

5. RISK FROM NOT OWNING LAND

Some of the Company's hotel properties are on leased land. The Company has the right to renew the lease agreements, with rental fees to be agreed upon unless the Company voluntarily declines to extend the lease. The Company has been in compliance with all terms and conditions and has maintained excellent relationship with the landlords, and therefore does not foresee such risk arising in the near term.

For restaurant and retail trading businesses, securing prime location is one of the key success factors. Risks include the possibility that rent contracts cannot be renewed or terms and conditions may be changed. Nevertheless, the Company's restaurant and retail trading multi-brands portfolio, enhances its negotiation power, thus allowing it to secure long-term rental agreements.

6. RISK FROM RENEWAL OF FRANCHISE AND DISTRIBUTION AGREEMENTS

Some of the restaurant brands under the Company's operations are franchised from abroad. There is a risk of contract renewal or changes in terms and conditions of the contracts. To control such risk, the Company requests for renewal well in advance with contract terms of 10 - 20 years (subject to types of agreement). In addition, the Company has a goal to increase the brands under its ownership in addition to the three existing ones, which are The Pizza Company, Thai Express group, The Coffee Club and the recently acquired Ribs and Rumps, in order to mitigate this risk in the future.

For retail trading business, securing exclusive distribution agreements is crucial. Two types of agreements are automatic renewal and defined term of maturity. There is a risk on the renewal in case of agreements with defined term of maturity, leading to a possible decline in revenues from retail trading. Nonetheless, its compliance with terms and conditions and its long and established relationship with the manufacturers enable the Company to successfully renew its contracts unless the Company voluntarily declines to extend the lease. In addition, should there be any modifications in the agreements especially on the fee structure, the Company shall negotiate to reach mutual benefits for both parties.

7. RISK FROM TERMINATION OF HOTEL MANAGEMENT CONTRACT AND MANUFACTURING CONTRACT

The Company has increasingly leveraged on its own Anantara brand to manage non-own hotels in exchange for management fees. Fee structure can be categorized into two phases; a technical service and advisory fee prior to the hotel opening and the management fee once the hotel commences its operations. The management fee is based on the sharing structure of hotel's revenues and profits. Generally, the contract term lasts 10 - 20 years. Should the hotel owners terminate the contract prior to maturity, the Company is entitled to cancellation fees. With many years of experience in hotel management, Anantara is known for its adaptation to local culture and is gaining recognition and trust by international travelers. As at 31 December 2011, the Company has entered into 28 hotel management contracts in Thailand and overseas, diversifying the hotel business both in terms of locations and partners. Of 28 hotel management contracts, 9 hotels are in operation, while the remaining are under construction, and are expected to be opened by 2014.

One of the Company's subsidiaries, NMT Ltd., conducts contract manufacturing business for global fast moving consumer goods. While barrier to entry is relatively high due to the limited licensed manufacturers, price and product quality play a prominent role in securing orders. With over 20 years of experience, the Company emphasizes on production quality at the appropriate price. Moreover, consistent improvement of production line enables cost reduction. These result in long-term orders from global and regional customers.

8. FINANCIAL RISK

8.1 Risk from Exchange Rate

The Company and its subsidiaries receive revenues, such as to franchise income, hotel management income and income from foreign travel agencies, in foreign currency. These revenues fluctuate according to the exchange rates. However, they are naturally hedged against non-Thai Baht expenses, e.g. hotel management expenses, franchise expenses and costs of retail trading products. Because currently, the revenues and expenses are in approximately the same proportions, the change in exchange rates are insignificant compared to total revenues. The Company and its subsidiaries also reduce the risk exposure by quoting all room rates of domestic hotels in Thai Baht, instead of US currency.

As at 31 December 2011, the Company's foreign investment accounted for 4% of total assets. These include investments in associates and joint ventures as well as long-term investment in marketable securities. They are recorded in compliance with the accounting standards, where exchange rate gain or loss in foreign investments is not realized on the income statement. Share of profits from investments in associates and joint ventures are converted to Thai Baht based on the Bank of Thailand's published average exchange rate throughout 2011, while investment in marketable securities shall be marked to market based on the exchange rate at the end of accounting period, and reflected in the shareholders' equity. The affect of foreign currency is minimal as the foreign investment is a very small proportion compared to total assets.

As at 31 December 2011, 65.76% of the Company and its subsidiaries' total liabilities is denominated in Thai baht, while the remaining 34.24% is in foreign currency. The foreign currency loans are overseas subsidiaries' to match with the currency with the revenues received in that particular country.

8.2 Risk from Debt Collection

The Company's restaurant business carries relatively smaller debt collection risk compared to hotel business given the nature of its cash collection characteristics. Hotel business may be exposed to the risk of receivables collection from travel agencies and other major business partners. However, with diversified clienteles, the Company does not rely on any one group of customers. In the past, the Company has not experienced any significant losses from debt write-offs as credit terms are discretionarily granted to clients who have at least 3 - 5 years of business track record with the Company. For new accounts, the Company sets limited credit lines. These mechanisms enable the Company to effectively manage its receivables as well as track the non-performing ones.

As of 31 December 2011, the Company and its subsidiaries reported net accounts receivable of Baht 1,450 million, accounting for 5% of its revenues. Allowance for doubtful accounts is 4.57% of accounts receivable (before allowance for doubtful account).

8.3 Risk from Interest Rate

The interest rate risks arise from the volatility of market interest rates, which may have a negative impact to the Company's cash flow. The Company manages such risks in accordance with its risk management guidelines and policies as well as prevailing financial market condition.

As of 31 December 2011, the Company's fixed rate debt is approximately 71.14% of total debt. The Company's weighted average cost of debt stood at about 5.17%.

Based on the Company's sensitivity analysis, an increase in interest rate by 100 basis points would result in increase in interest expense to 0.2% of total revenues.

8.4 Risk from the Compliance with the Debt Covenants

The Company and its subsidiaries are subject to certain financial covenants imposed by the bond holders and lenders, including maximum Interest Bearing Debt (IBD) to Shareholders' Equity of 1.75 at the end of each quarter, based on the audited financial statements. The Company is pro-actively ensuring its ability to service all financial obligations and managing credit risks to comply with relevant loan and bond covenants. As of 31 December 2011, the interest bearing debt to shareholders' equity ratio stood at 1.33.

The Company sees the importance of possible impacts arising from the above risks, and therefore has appointed its internal audit department to periodically evaluate all associated risk factors. Each business unit performs self assessment exercise to identify possible risks and cooperates with the internal audit department to analyze the impact and to formulate risk-elimination or mitigation procedures. Follow ups and re-evaluation are conducted on a continuing basis. All risk management disciplines are summarized in the Company's risk management manual which is reviewed annually.

Good Corporate Governance

The Board of Directors (the Board) of Minor International Public Company Limited (the Company) realizes the importance of Good Corporate Governance, a critical for the Company to achieve its long term sustainable growth objectives.

The Board has approved the Good Corporate Governance Guidelines (the Guidelines) for all the Company's business operations and for its directions, management and employees. The Guidelines will be reviewed and modified annually in order to adapt to the changes in business operations, the regulatory environment, and applicable laws.

1. SHAREHOLDERS' RIGHT

The Board values the rights of shareholders and defines a policy in the Guidelines to ensure the Equitable Treatment of all Shareholders:

- 1.1** All statutory rights of shareholders that include, voting right, right to receive dividends, right to sell, buy or transfer shares, right to attend shareholders' meetings, and right to receive information that is sufficient, timely, and in a form suitable to allow for the formation of decisions
- 1.2** The rights to elect and remove directors, and to approve the appointment of independent auditors
- 1.3** The rights to the division in the profits
- 1.4** The rights to receive board resolution regarding detailed information of the Board resolution, and the Annual General Meeting (AGM) agendas in advance, not less than 30 days prior to the AGM date via the Company's website
- 1.5** The rights to receive an invitation notice for the AGM, identifying the date, time and location of the Meeting, detailed information of agenda items, rules and procedures to attend the meeting and issues for consideration. The Company will send the invitation notice to all shareholders in advance, not less than 7 days before the meeting. The Meeting will be held on date, time and location that is convenient to shareholders
- 1.6** The Company allows shareholders to send their questions to the Company prior to the meeting date via the Company's website

2. EQUITABLE TREATMENT OF SHAREHOLDERS

The Board values the importance of Equitable Treatment to Shareholders and has established policies to supervise, protect and promote the shareholders' rights to ensure that all shareholders will be treated fairly and equally. Furthermore, the policy relating to the Equitable Treatment to Shareholders must be in

accordance with the guidelines, rules and regulations of the SET, and the SEC, as well as related laws. The key policies that have been established to ensure the equitable and fair treatment of shareholders are;

2.1 To grant shareholders the opportunity to propose AGM agenda items of the Meeting in advance.

The right to propose additional items to the agenda of the AGM, in order to grant the opportunity to pose questions, request explanations, and express their views as appropriated. All criteria required to propose AGM agenda items will be disclosed in the Company's website.

2.2 To grant all shareholders who cannot vote in person, be ability to vote by proxy

2.2.1 In case shareholders cannot attend the Meeting, the Company has provided 3 proxy forms prescribed by the Department of Commercial Registration, Ministry of Commerce to be used in any shareholders' meeting in order to facilitate the proxy. The shareholders may select any form of the three provided.

2.2.2 The granter may select the Company's independent director to facilitate the proxy. The Company has attached the independent director's profile with the proxy form.

2.3 Equitable Treatment at the AGM

2.3.1 Before commencing the Meeting, the Chairman of the Meeting will explain the voting procedures and vote-counting procedures to shareholders.

2.3.2 The Chairman of the Board, and the Chairman of the Committees will attend the Meeting in order to provide shareholders comments to inquire relevant to the agenda or the Company's operation.

2.3.3 The Company allows shareholders to elect directors on individual basis.

2.3.4 The Chairman of the Meeting conducts the Meeting in the sequence as given in the agenda, and invitation notification. No additions to the agenda or alteration of sequence of agenda items will be made, except such for appropriated reasons.

2.3.5 In order to ensure the transparency and compliance with auditing standards, the Company use voting cards for all agenda items in AGM. In addition, to permit accurate and timely reporting, the Company uses the automatic system for registration and vote-counting.

2.4 After AGM, the Company will prepare the minutes of the Meeting according to agenda with voting results of each agenda item specifying affirmative, negative and abstention vote counts, plus details of important matters discussed. The minutes of the Meetings will be disclosed in the Company and the SET's website within 14 days of AGM date.

2.5 Policy and Measures on Inside Information

The Company has established an explicit policy and measurement to prevent all directors and management from using inside information for their own interests. Directors and senior management are to notify the Corporate Secretary of every transaction they make regarding the trading of the Company's securities prior to submitting the Securities Holding Report to the SEC. The Company also prohibits all directors and senior management from trading the Company's securities in case involving material information or information that would impact the Company's security price. The Company will inform in writing all directors and senior management to abstain from trading the Company's securities at least 30 days before interim and fiscal financial information is released to the SET and the SEC.

3. ROLES OF STAKEHOLDERS

The Company realizes the importance of ensuring that all shareholders' rights are properly observed. Pertinent procedures are carried out in line with the rules and regulations of the SET, the SEC as well as the related laws.

Shareholders	The Company is committed to create long-term growth and returns to the shareholders and conducting its business in the transparent manner.
Customers	The Company is committed to continuously develop better quality of goods and services for the benefit and satisfaction of its customers.
Partners	The Company treats all partners fairly in order to achieve mutual benefits.
Creditors	The Company observes all of its obligations to creditors.
Competitors	The Company abides by the framework of fair competition and will not destroy the reputation of competitors through false accusations.
Employees	The Company considers its employees a valuable asset and treats them fairly in regard to work opportunities, remuneration, and quality of working environment. The Company also provides all its employees professional and career development training.
Society and environment	The Company is committed to conduct businesses that benefit the economy and society and quality of environment. The Company has established the Corporate Social Responsibility (CSR) Department to promote the Company's staff the importance of the CSR objectives to achieve balanced benefits relating to society, the environment, and all stakeholders in harmony with the Company's sustainable growth objectives.

Stakeholders can request information, or notify any claims, and violations relating to financial reports, internal control system, or business ethics through the Company's website. The Internal auditor will review these communications and advise the Audit Committee. All claims and violations communication will be protected, and kept in confidence. The Audit Committee will investigate these matters, recommend corrective action (if any) and will address the outstanding concerns to the Board.

4. DISCLOSURE

4.1 Investor Relations

The Board stresses for an importance to disclose sufficient, accurate and timely quantitative and qualitative information. Reporting to the Chief Financial Officer, the Investor Relations Manager has developed and established yearly Investor Relation plan, efficient communication processes include

critical areas such as the Company's vision and mission statements, and financial and operational information to shareholders, equity analysts, target investors and fund managers. During the past years, the Company has successfully delivered the Company's information and positioning messages using a wide range of tools including news releases, conference calls, quarterly presentations, local and international investor roadshows, IR website, Annual Reports, fact sheets and IR materials, and the SET and the SEC announcement.

The Company provides a central point of investor contact, Mr. Chaipayat Paitoon, VP of Strategic Planning.

4.2 Corporate Governance Guidelines

The Board takes a serious interest in the monitoring of Corporate Governance guidelines that are required for long term sustainable growth. These written guidelines are reviewed annually. The guidelines define rights and equitable treatment of shareholders, vision, mission, and principal responsibilities of the Board, business principles, integrity and business control, conflict of interest, CSR guidelines, workplace environment, disclosure, and policies involving stakeholders including customers, and community. The Board also approves the policy on business ethics for employees, and the Company provides secure communications channels for the reporting of behavior which is illegal or in violation of established guidelines.

4.3 Report of the Board of Directors

The Board is responsible for the consolidated financial statements of the Company and its Subsidiaries, and the financial information shown in the Annual Report. The financial statements are prepared utilizing the accounting standards in Thailand, and to ensure the proper disclosure of financial information.

The Board has appointed members of the Audit Committee which comprising of independent directors to be responsible for the oversight of financial reporting and internal control. The opinion Report of the Audit Committee is shown in the Annual Report.

4.4 Remuneration of Directors and Management

The Company sets the remuneration basis of directors and senior management based on relevant industry practices in order to maintain its competitiveness to attract and retain key personnel. The remuneration forms for directors are meeting fees and fixed fees, whereas remuneration forms for senior management are salary and bonuses. In addition, the Company has provided the management and employees ESOP warrants, Employee Joint Investment Program (EJIP) with vesting terms of up to 4 - 5 years in order to motivate management to create the long-term growth, and to facilitate the retention of key personnel. The Compensation Committee, which is comprised of the independent directors and non-executive director, will approve the salaries and bonuses of executive directors, and determine the allocations under the ESOP and EJIP program.

The year 2011 remuneration that the Company has paid to the directors and senior management was as follows:

4.4.1 Directors' Remuneration

Directors	Attendance/ Meetings	Board fees (Baht)	AC fees (Baht)	CC fees (Baht)	NCG fees (Baht)	Fee from Subsidiaries (Baht)	Total (Baht)
1. Mr. William E. Heinecke	7/9	200,000	-	-	-	180,000	380,000
2. Mr. Paul C. Kenny	9/9	200,000	-	-	-	-	200,000
3. Mrs. Pratana Mongkolkul	8/9	200,000	-	-	-	180,000	380,000
4. Mr. Kenneth L. White	9/9	1,100,000	500,000	50,000	50,000	-	1,700,000
5. Mr. Weerawong Chittmittrapap*	7/7	830,000	-	50,000	50,000	-	930,000
6. Mr. Anil Thadani	6/9	1,040,000	-	50,000	50,000	180,000	1,320,000
7. Khunying Jada Wattanasiritham	9/9	1,100,000	300,000	-	-	-	1,400,000
8. Mr. Emmanuel Jude Dillipraj Rajakarier	8/9	200,000	-	-	-	180,000	380,000
9. Ms. Chantana Sukumanont	8/9	1,080,000	260,000	-	-	-	1,340,000

* Appointed on 22 February 2011.

Notes: AC = Audit Committee CC = Compensation Committee NCG = Nominating and Corporate Governance Committee

4.4.2 Management Remuneration

In 2011, the Company paid remuneration of totally Baht 148 Million.

4.5 Committee's Functions

The Board has set and appointed members of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee Compositions of each committee are laid out in the shareholders' structure and management section.

4.5.1 Summary of the Committees' Meeting Attendance

Directors	Attendance / Audit Committee Meetings	Attendance / Compensation Committee Meetings	Attendance / NCG Committee Meetings
1. Mr. Kenneth L. White	5/5	1/1	2/2
2. Khunying Jada Wattanasiritham	5/5	-	-
3. Ms. Chantana Sukumanont	4/5	-	-
4. Mr. Weerawong Chittmittrapap*	-	0/1	1/2
5. Mr. Anil Thadani	-	0/1	1/2

* Appointed on 22 February 2011.

4.6 Policy on Corporate Social Responsibilities

The Board realizes the importance for the Company to demonstrate leadership by conducting its business in a manner that provides benefits to the economy, society, and the environment. The Company established the Corporate Social Responsibility Department to promote the Company's staff the importance of the CSR objectives to achieve balance benefits to society, environment, and all stakeholders in harmony with the Company's sustainable growth objectives. During 2011, the CSR activities are detailed in Corporate Social Responsibilities Section.

5. RESPONSIBILITIES OF THE BOARD

5.1 The Composition of the Board and Committees

5.1.1 Composition and Qualification of Directors

5.1.1.1 The Board consists of at least five members, but not more than eleven. No fewer than half of these board members must be based within the Kingdom. The board members must have the qualifications determined by the Public Company Limited Act, and related laws.

5.1.1.2 There are at least three independent directors, and not less than one-third of the Board size. All independent directors must have the qualifications under the Company's independent director definition, the SEC Announcement and the SET Notification.

5.1.1.3 Directors must possess knowledge, capabilities and experience which can benefit the Company's business operations. Nominating and Corporate Governance Committee will consider the qualifications of the director candidates through transparent pre-selection procedures and propose to the Board for final consideration. The director candidates who are selected by the Board will be included in AGM agenda. All director candidates' information will be disclosed in the Annual Report and the Company's website.

5.1.1.4 The Company's director must not serve on more than five boards of Thai listed public companies.

5.1.2 Balance of Power for Directors

The Board comprises of 9 persons, with 5 non-executive directors, representing more than 50% of the board size.

5.1.3 Aggregation or Segregation of Positions

The Chairman of the Board and the Chief Executive Officer is the same person and is not independent. The current board structure maintains an appropriate check and balance system because the composition of the Board comprises a majority of members who are non-executive directors.

5.1.4 The Committees

The Board has established three committees which are Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee.

- 5.1.4.1 Audit Committee comprises of a minimum of three independent directors. All members must be independent directors under the Company's definition, the SEC Announcement and the SET Notification.
- 5.1.4.2 Compensation Committee and Nominating and Corporate Governance Committee comprises of a membership majority of independent directors.
- 5.1.4.3 The Chairman and member of all committees must not be the Chairman of the Board.

5.1.5 Corporate Secretary

The Company has assigned the Corporate Secretary to be in charge of the following responsibilities;

- 5.1.5.1 Prepare and file Board and Shareholder documents which are the directors' share registration records, notices of Board and Shareholders, minutes of Board and Shareholders, and the Company's Annual Report and quarterly financial reports
- 5.1.5.2 File reports relative to the conflict of interest of directors and management
- 5.1.5.3 Advise the rules and regulations relative to the director's functions and responsibilities
- 5.1.5.4 Administer other activities as directed

5.2 Roles, duties and responsibilities of the Board

5.2.1 Leadership and Vision

Directors that made up the Company Board participate in defining goals, vision, strategies, and business targets. Through the collective skills and experience of directors, shareholders are assured that the Company's objectives can be achieved in a manner that best benefit to the Company and its shareholders.

5.2.2 Segregation of Roles, duties and responsibilities between the Board and management

The Board and Management have clearly segregated roles, duties and responsibilities. The Board will consider and approve the policies such as vision, mission, strategies, Corporate Governance guidelines, and overall financial objectives, whereas management will manage the business operation under policies defined by the Board. Roles, duties and responsibilities between the Board and Management are detailed in Shareholder's structure and management Section.

5.2.3 Policy on Corporate Governance

The Board takes a serious interest and fully supports the Corporate Governance principles and practices through written guidelines in all operations within the Company and its affiliated companies. The Company also issued a Code of Conduct policy for all employees to serve as a guideline for adherence to operating procedure, and provides the communication channels to receive and process reports relative to illegal conduct and/or misconduct. The Board has assigned the NCG Committee to supervise directors, management and employees to perform their duties under the Guidelines. The NCG Committee will review the Guidelines annually, in order to respond to changing situations and the guidelines of the SET, the SEC and other organizations prescribing corporate best practices.

5.2.4 Policy on Conflict of Interest

In order to avoid any conflicts of interest, the management and the Board need to carefully consider any and all transactions that may cause potential conflicts by establishing a written policy and approval process for any connected transactions.

For any transactions that are related to any director of the Company, that particular director does not have the right to vote or participate in the Board discussion on such transactions. The Board also has established a policy that prohibits management and staff from utilizing the Company's information for personal use.

5.2.5 Internal Control System

The Company stresses the importance of strong internal control throughout the organization. Written responsibilities, authority delegation, and management controls have been adopted to create transparency for utilization of the Company's resources, and to distinguish the duties of staff and controllers in order to ensure that proper verification and monitoring processes are in place.

The Company has an Internal Audit Department to verify and balance the management control process. Internal Audit Department reports directly to the Audit Committee in order to ensure tasks and financial activities are performed according to the guidelines and that the Company is compliant with all regulations.

5.2.6 Risk Management System

Certain aspects of its business operation may expose the Company to both internal and external risks. The Company recognizes the importance of controlling these risks and minimizing the possibility of any negative impact to the Company. The Company has assigned Internal Audit Department to assess and monitor these risks. In assessing risks, every department has to identify risk factors that may arise from its operations such as risks from business production, management, and finance. The Internal Audit Department and other departments that identify risk factors, cooperate to collect information and assess risk exposure in order to take action to prevent or minimize the negative impacts. The Company has established a risk management procedural manual and reviews it annually.

5.2.7 Board of Directors' Meeting

To ensure attendance at the Board meetings, Corporate Secretary has provided and informed directors schedule meetings for the year 2011 in advance. Directors can propose the agenda items to the Chairman of the Board (CEO). The Corporate Secretary will send Board notices with the agenda to all directors at least seven days before the meeting.

For the year 2011, there are a total of 9 Board meetings. The Corporate Secretary sent notices to the Board at least 7 days before the Meetings. The Chairman of the board fully attended all 9 board meetings. During the Meetings, the Chairman of the Board appropriately allocated time for directors to carefully review and discuss all relative information. There were also written minutes that were made available for verification and approved by the Board. In addition, the Company continuously sends the monthly performance summary to the Board.

For the year 2012, the Company will follow the aforesaid meeting procedures.

5.3 Board of Directors' Self Assessment

The Board conducts annual self assessments to determine how well the Board performs its duties and acts accordingly to continuously improve its performance.

5.4 Board and Management Development

5.4.1 Board and Management Training

The Company encourages and facilitates training and self development for all directors and management in relation to the Company's business operation and strategies, and Corporate Governance Guidelines. New directors are provided with orientation programs as well as handbooks that cover roles, authorities and responsibilities of directors, Corporate Governance policies, memorandum of associations, articles of associations, the Company's vision, mission, and framework of business operations. New directors also attended meetings in regards of strategic plan formulation.

5.4.2 Succession Plan

The Board will annually approve and maintain a Succession Plan for the CEO and management.

Shareholders' Structure and Management

The Board structure consists of the Board of Directors, the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee

BOARD OF DIRECTORS

On 31 December 2011, the Board of Directors comprised of 9 directors as follows:

1. MR. WILLIAM E. HEINECKE

Positions	<ul style="list-style-type: none"> Chairman (Elected in 1979) Chief Executive Officer
Age	<ul style="list-style-type: none"> 63 years (Born in 1949)
Educational Credential	<ul style="list-style-type: none"> Honorable Doctoral Degree of Business Administration in Management, Yonok College International School of Bangkok Director Certificate Program, Thai Institute of Directors Association
Other Current Positions	<ul style="list-style-type: none"> Chairman of Minor International Pcl.'s subsidiaries Chairman of Minor Corporation Pcl. and its subsidiaries Chairman of the Minor Food Group Pcl. and its subsidiaries Director of Rajadamri Hotel Pcl. and Director of its subsidiaries Director of Sermsuk Pcl. Independent Director of Indorama Ventures Pcl. Director of Everest Worldwide Ltd.
Experiences	<ul style="list-style-type: none"> Director of S&P Syndicate Pcl. Director of Saatchi & Saatchi Limited Chairman and Managing Director of Ogilvy & Mather (Thailand) Limited
% of Shareholding as of 31 December 2011	<ul style="list-style-type: none"> MINT: 362,841,622 shares or 11.1% of paid up shares MINT-W4: 22,334,191 units

2. MR. PAUL CHARLES KENNY

Positions	<ul style="list-style-type: none"> Director (Elected in 1997)
Age	<ul style="list-style-type: none"> 63 years (Born in 1949)
Education	<ul style="list-style-type: none"> General Management Program, Ashridge Management College, England Director Certificate Program, Thai Institute of Directors Association
Other Current Positions	<ul style="list-style-type: none"> Chief Executive Officer and Director of The Minor Food Group Pcl. and Directors of its subsidiaries
% of Shareholding as of 31 December 2011	<ul style="list-style-type: none"> MINT: 6,171,078 shares or 0.19% of paid up shares MINT-W4: 434,627 units

3. MRS. PRATANA MONGKOLKUL*

Positions	<ul style="list-style-type: none"> • Director (Elected in 1998) • Group Chief Financial Officer (Resigned January 1, 2012)
Age	<ul style="list-style-type: none"> • 48 years (Born in 1964)
Educational Credential	<ul style="list-style-type: none"> • Master of Business Administration, Thammasat University • Director Diploma Examination, The Australian Institute of Directors Association • Director Certification Program, Thai Institute of Directors Association • Directors Accreditation Program (DAP), Thai Institute of Directors Association • Chief Financial Officer Certification Program 1, The Institute of Certified Accounting and Auditors of Thailand • Capital Market Academy Leader Program 6/2008, Capital Market Academy • Advanced Management Program 180, Harvard Business School
Other Current Positions	<ul style="list-style-type: none"> • Director of S&P Syndicate Pcl. • Director of Minor International Pcl.'s subsidiaries • Director of Minor Corporation Pcl. and its subsidiaries • Director of The Minor Food Group Pcl. and its subsidiaries • Director of Rajadamri Hotel Pcl. and its subsidiaries
Experiences	<ul style="list-style-type: none"> • President of Thai Investor Relations Club • Chairman of the Audit Committee and Independent Director of Thoresen Thai Agencies Pcl. • Senior Vice President of Central Pattana Pcl. • Vice President of Finance and Accounting of Central Pattana Pcl. • Finance and Accounting Manager of Thai Airport Ground Service Co., Ltd. • Chief Finance Section of USAID, Thailand
% of Shareholding as of 31 December 2011	<ul style="list-style-type: none"> • MINT: 12,411,431 shares or 0.38% of paid up shares • MINT-W4: 1,421,594 units

4. MR. KENNETH LEE WHITE

Positions	<ul style="list-style-type: none"> • Independent Director (Elected in 1998) • Chairman of the Audit Committee • Chairman of the Compensation Committee • Member of the Nomination and Corporate Governance Committee
Age	<ul style="list-style-type: none"> • 65 years (Born in 1946)
Educational Credential	<ul style="list-style-type: none"> • Master of Business Administration, University of Puget Sound • Director Certification Program, Thai Institute of Directors Association, Fellow Member IOD
Other Current Positions	<ul style="list-style-type: none"> • Managing Director of Pacific Siam Strategic Consulting Co., Ltd. • Director of Finansia Pcl. • Director of Finansia Asset Management Limited • Director and Audit Committee Member of Goodyear Pcl. • Past Governor of the American Chamber of Commerce

Experiences

**% of Shareholding as of
31 December 2011**

- General Manager of The Chase Manhattan Bank N.A.
- MINT: 69,114 shares or 0.00% of paid up shares
- MINT-W4: 6,911 units

5. MR. WEERAWONG CHITTMITRAPAP**Positions****Age****Educational Credential****Other Current Positions**

**% of Shareholding as of
31 December 2011**

- Independent Director (Elected in 2011)
- Chairman of the Nomination and Corporate Governance Committee
- Member of the Compensating Committee
- 54 years (Born in 1957)
- LL.M., University of Pennsylvania, USA
- LL.B., Chulalongkorn University, Thailand
- Director Certification Program, Thai Institute of Directors Association
- Chairman, Weerawong, Chinnavat & Peangpanor Ltd.
- Director and Member of Audit Committee, Thai Airways International Pcl.
- Director, Nok Airlines Co., Ltd.
- Director, National Power Supply Pcl.
- Director and Member of Audit Committee, SCB Life Assurance Pcl.
- Independent Director and Member of Audit Committee, GMM Grammy Pcl.
- Director and Member of Audit Committee, Berli Jucker Pcl.
- MINT: - None -
- MINT-W4: - None -

6. MR. ANIL THADANI**Positions****Age****Educational Credential****Other Current Positions**

**% of Shareholding as of
31 December 2011**

- Director (Elected in 1998)
- Member of Nominating and Corporate Governance Committee
- Member of the Compensation Committee
- 65 years (Born in 1946)
- Master of Business Administration, University of California, Berkeley, USA
- Master of Science, University of Wisconsin, Madison, USA
- Director of Rajadamri Hotel Pcl.
- Founder and Chairman of Symphony Capital Partners Limited and Symphony Investment Managers Limited
- Director of Symphony International Holdings Ltd. (listed on London Stock Exchange)
- Member of Board of Trustees of the Singapore Management University
- Member of International Institute for Strategic Studies
- MINT: 57,688,866 shares or 1.76% of paid up shares
- MINT-W4: 5,555,157 units

7. KHUNYING JADA WATTANASIRITHAM

Positions	<ul style="list-style-type: none"> Independent Director (Elected in 2008) Member of the Audit Committee
Age	<ul style="list-style-type: none"> 67 years (Born in 1945)
Educational Credential	<ul style="list-style-type: none"> M.A. Economic Development, Williams College, Massachusetts M.A. Natural Sciences & Economics, Cambridge University B.A. Natural Sciences & Economics, Cambridge University
Other Current Positions	<ul style="list-style-type: none"> Independent Director and Member of the Corporate Social Responsibility Committee and Member of the Nomination, Compensation and Corporate Governance Committee, The Siam Commercial Bank, Pcl. Chairman of Siam Commercial Insurance Pcl. Chairman of Siam Commercial Samaggi Insurance Pcl. Chairman of Siam Paragon Development Co., Ltd. Director of Siam Piwat Co., Ltd.
Experiences	<ul style="list-style-type: none"> Department of Economic Research, Bank of Thailand President and CEO of The Siam Commercial Bank Pcl. Chairman and Chairman of the Compensation Committee of Thai Asset Management Corporation Independent Director and Chairman of Audit Committee of PTT Pcl. Director and Chairman of the Audit Committee of Stock Exchange of Thailand Chairman of the Thai Bankers' Association
% of Shareholding as of 31 December 2011	<ul style="list-style-type: none"> MINT: - None - MINT-W4: - None -

8. MR. EMMANUEL JUDE DILLIPRAJ RAJAKARIER

Positions	<ul style="list-style-type: none"> Director (Elected in 2008)
Age	<ul style="list-style-type: none"> 47 years (Born in 1965)
Educational Credential	<ul style="list-style-type: none"> Master of Business Administration, UK Degree in Computer Systems Analysis & Design, Sri Lanka Director Certificate Program, Thai Institute of Directors Association
Other Current Positions	<ul style="list-style-type: none"> Director of Minor International Pcl.'s subsidiaries
Experiences	<ul style="list-style-type: none"> Deputy Chief Financial Officer of Orient-Express Hotels, Trains & Cruises Group Financial Controller of Easi Solutions Pcl. Financial Controller of Le Piaf Restaurants Financial Controller of Desert Express Ltd. T/A Monte's, London Financial Controller/Group Accountant of London Wine Bars Ltd.
% of Shareholding as of 31 December 2011	<ul style="list-style-type: none"> MINT: 2,165,400 shares or 0.07% of paid up shares MINT-W4: 67,000 units

9. MS. CHANTANA SUKUMANONT

Positions	<ul style="list-style-type: none"> Independent Director (Elected in 2010) Member of Audit Committee
Age	<ul style="list-style-type: none"> 62 years (Born in 1950)
Educational Credential	<ul style="list-style-type: none"> Advanced Management Program, Harvard Business School, Boston IMD, Lausanne, Managing for Marketing Success and Senior Management Program Diploma in Business Studies, The Centre for Economic and Political Studies, England Bachelor Degree in Accounting, Bangkok University Bachelor of Business Administration in Marketing, Ramkhamhaeng University
Other Current Positions	<ul style="list-style-type: none"> Honorary Advisor - Industry Committee Executive Vice President, Marketing & Sales, Siam City Cement Pcl. Vice President, Thailand Federation of Cement Manufacturers Director, Listed Companies Association Director, Association of Capital Market Academy Alumni
Experiences	<ul style="list-style-type: none"> Director, The Federation of Thai Industries Managing Director, Jalaprathan Cement Pcl. Managing Director, Jalaprathan Concrete Co., Ltd.
% of Shareholding as of 31 December 2011	<ul style="list-style-type: none"> MINT: - None - MINT-W4: - None -

* On 21 February 2012, Board of Director Meeting No. 1/2012 appointed Mr. Michael David Selby to be a Director in replacement of Mrs. Pratana Mongkolkul who resigned from the position of Director of the Company.

The Board of Directors is responsible for setting policy, planning, controlling, and making decision about the Company's operation and new business investment except those required by law to pass by resolution from a shareholders meeting.

AUDIT COMMITTEE

On 31 December 2011, the Audit Committee comprised of 3 directors as follows;

- | | |
|-----------------------------------|-----------------------------------|
| 1. Mr. Kenneth Lee White* | Chairman and Independent Director |
| 2. Khunying Jada Watthanasiritham | Member and Independent Director |
| 3. Ms. Chantana Sukumanont | Member and Independent Director |

* Audit committee who experienced in reviewing financial statement.

Audit Committee Scope of Responsibilities

- To review the Company's financial reporting process to ensure that it is accurate and adequate
- To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit
- To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business

4. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year
5. To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company
6. Committee's report which must be signed by the audit committee's chairman and consist of at least the following information;
 - an opinion on the accuracy, completeness and creditability of the Company's financial report,
 - an opinion on the adequacy of the Company's internal control system,
 - an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
 - an opinion on the suitability of an auditor,
 - an opinion on the transactions that may lead to conflicts of interests,
 - the number of the audit committee meetings, and the attendance of such meetings by each committee member,
 - an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
 - other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors;
7. In the case that it is found or suspected that there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating results, the audit committee shall report it to the board of directors for rectification within the period of time that the audit committee, as deemed appropriated:
 - a transaction which causes a conflict of interest;
 - any fraud, irregularity, or material defect in an internal control system; or
 - an infringement of the law on securities and exchange, the Exchange's regulations, or any law relating to the Company's business.
8. To perform any other act as assigned by the Company's board of directors, with the approval of the audit committee.

(The details of roles and responsibilities of Audit Committee is shown in the Audit Committee charter, prescribed in the Company's website)

Definition of Independent Directors

The Board of Directors has determined the definition of "Independent Director" as follows:

1. Holding shares of not more than 1% of paid up capital of the company, parent company, subsidiaries, associates, major shareholder or the company controlling person. The number of held shares shall be inclusive of shares held by any related persons of independent director.
2. Not being or formerly an executive director, employee, staff member, advisor who receives a regular salary or being a controlling person of the company, parent company, subsidiaries, associates, subsidiaries which have the same parent company, major shareholder or the company controlling person except where such relationship was in excess of a period of two years before appointment as an independent director.

3. Not being a person who is related by blood or registration under laws, including mother, father, spouses, sibling and children and spouse of children of management, major shareholder, controlling person or a person to be nominated as management or controlling person of the company or subsidiaries.
4. Not having or formerly having a business relationship with the company, parent company, subsidiaries, associates, major shareholders or the company controlling person which may compromise independence. In addition, independent directors may not be or formerly be a significant shareholder, or controlling person who had a business relationship with the company, parent company, subsidiaries, associates, or major shareholder or the company controlling person, except where such relationship was in excess of a period of two years before appointment as an independent director.
 - The relationships mentioned in the first paragraph include normal business transactions, transactions regarding rental or lease of immovable assets, transactions related to assets and services, transactions regarding financial assistance including lending, borrowing, guarantees, or providing assets to pledge or mortgage loans or any other similar action, which have transaction values higher than 3% of net tangible assets or 20 million baht, whichever is lower. The calculation will include the transaction value taking place with the same person who has business relationship during 12 months period prior to the day of the decision to enter into the transaction and will be subject to the Capital Market Advisory Board Re: Rules on Connected Transactions.
5. Not being or formerly an independent auditor of the company, parent company, subsidiaries, associates, major shareholders, or the company controlling person, and not being a significant shareholder, controlling person or partner of the audit firm which has provided independent auditor services to the company, parent company, subsidiaries, associates, major shareholder or the company controlling person except where such relationship was prior to a two years period before appointment as an independent director.
6. Not being or formerly providing professional services including legal advice, financial advice which received a service fee higher than two million baht per year from the company, parent company, subsidiaries, associates, major shareholder or the company controlling person and not being a significant shareholder, controlling person or partner of the independent service provider except such relationship was in excess of a period of two years before the appointment as an independent director.
7. Not being a director who was appointed as a representative of a director of the company, major shareholder or shareholder who is related to the major shareholder of the company.
8. Not provide the same services as the company and not being competitors of the company and subsidiaries or not being a significant partner in partnership or being a executive director, staff, employee, consultant who receives regular payroll, or holding over 1% of voting rights of other company which operates the same business and compete with the company and subsidiaries.
9. Not having any other conflicts, that prevent independent directors from giving independent opinions to the Company.

COMPENSATION COMMITTEE

On 31 December 2011, Compensation Committee comprised of 3 directors as follows;

- | | |
|---------------------------------|----------|
| 1. Mr. Kenneth L. White | Chairman |
| 2. Mr. Anil Thadani | Member |
| 3. Mr. Weerawong Chittmittrapap | Member |

Compensation Committee Scope of Responsibilities

Consider remuneration of the senior executives. (The details of roles and responsibilities of Compensation Committee is shown in the Compensation Committee Charter, prescribed in the Company's website.)

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

On 31 December 2011, Nominating and Corporate Governance Committee comprised of 3 directors as follows;

- | | |
|---------------------------------|----------|
| 1. Mr. Weerawong Chittmittrapap | Chairman |
| 2. Mr. Anil Thadani | Member |
| 3. Mr. Kenneth L. White | Member |

Nominating and Corporate Governance Committee Scope of Responsibilities

1. Consider and select qualified delegates to fill the vacant position of the Company's director.
2. Review and recommend to Annual General Meeting of Shareholders the remuneration of the Company's directors.
3. Review and recommend to the Board the Corporate Governance Guidelines in order to comply with the Good Corporate Governance Principals, specified by the Stock Exchange of Thailand, Securities Exchange and Commissions, and Thai Institute of Directors Association
4. Ensure the Company's operation to comply with the Company's Corporate Governance Guidelines
5. Report the Corporate Governance to the Board

(The details of roles and responsibilities of Nominating and Corporate Governance is shown in the Nominating and Corporate Governance Committee Charter, prescribed in the Company's website.)

EXECUTIVE MANAGEMENT

As of 31 December 2011, 6 Managements as follows;

- | | |
|------------------------------------|--------------------------------------|
| 1. Mr. William E. Heinecke | Chairman and Chief Executive Officer |
| 2. Mrs. Pratana Mongkolkul* | Chief Financial Officer |
| 3. Ms. Trithip Sivakrskul** | Corporate Chief Financial Officer |
| 4. Mr. Somsak Tanruengsri | General Manager |
| 5. Ms. Eve Danielle Weatherburn*** | Vice President, Marketing |
| 6. Mr. Chaiyapat Paitoon | Vice President, Strategic Planning |

* Resigned 1 January 2012.

** Appointed 2 December 2011.

*** Resigned 16 January 2012.

Biographies of Mr. William E. Heinecke and Mrs. Pratana Mongkolkul are presented under “Board of Directors” section. The biographies of remaining 4 executive managements are presented as followings:

1. MS. TRITHIP SIVAKRISKUL

Position	<ul style="list-style-type: none"> • Corporate Chief Financial Officer
Age	<ul style="list-style-type: none"> • 45 years (Born in 1966)
Educational Credential	<ul style="list-style-type: none"> • MBA, Sasin Graduate institute Business Administration of Chulalongkorn University • Capital Market Academy Leadership Program, Capital Market Academy (CMA) Class 9/2009 • Successful Formulation and Execution the Strategy Class 3/2009 (SFE3), Thai Institute of Directors (IOD) • TLCA Executive Development Program Class 2 (EDP 2), Thai Listed Companies Association • Corporate Secretary Development Program, Thai Listed Companies Association • Director Accreditation Program (DAP) Class 31/2005, Thai Institute of Directors (IOD)
Experiences	<ul style="list-style-type: none"> • Chief Financial Officer, Ratchaburi Electricity Generating Holding Pcl. • Executive Vice President - Corporate Finance, IRPC Pcl.
% of Shareholding as of 31 December 2011	<ul style="list-style-type: none"> • - None -

2. MR. SOMSAK TANRUENGSR

Position	<ul style="list-style-type: none"> • General Manager
Age	<ul style="list-style-type: none"> • 58 years (Born in 1954)
Educational Credential	<ul style="list-style-type: none"> • Front Office & Housekeeping Management, University of Hawaii
Experiences	<ul style="list-style-type: none"> • General Manager, Royal Garden Resort Pattaya
% of Shareholding as of 31 December 2011	<ul style="list-style-type: none"> • 69,400

3. MS. EVE DANIELLE WEATHERBURN

Position	<ul style="list-style-type: none"> • Vice President, Marketing
Age	<ul style="list-style-type: none"> • 40 years (Born in 1972)
Educational Credential	<ul style="list-style-type: none"> • Master of Business (Marketing), University of Technology Sydney, Australia • Bachelor of Education, Sydney, Australia
Experiences	<ul style="list-style-type: none"> • Brand Director, Intercontinental Hotel & Resorts and Crowne Plaza Hotels and Resorts
% of Shareholding as of 31 December 2011	<ul style="list-style-type: none"> • - None -

4. MR. CHAIYAPAT PAITON

Position	<ul style="list-style-type: none"> • Vice President, Strategic Planning
Age	<ul style="list-style-type: none"> • 41 years (Born in 1971)
Educational Credential	<ul style="list-style-type: none"> • M.B.A., Finance and International Business, University of Notre Dame, Indiana, United States of America • Bachelor of Accountancy, Chulalongkorn University
Experiences	<ul style="list-style-type: none"> • Senior Vice President-Division Head-Investor Relations; and Division Head-Equity Investment Management, Siam Commercial Bank • Investment Representative, Morgan Stanley
% of Shareholding as of 31 December 2011	<ul style="list-style-type: none"> • - None -

CORPORATE SECRETARY Ms. Saranya Soontaros

INVESTOR RELATIONS Mr. Chaiyapat Paitoon

**NUMBER OF CORPORATE SECURITIES HELD BY DIRECTORS AND EXECUTIVE MANAGEMENT
AS OF 31 DECEMBER 2011**

Name	Title	No. of Securities Held at 31 December 2011			No. of Increase (Decrease)		
		Common Share	ESOP*	MINT-W4	Common Share	ESOP*	MINT-W4
1. Mr. William E. Heinecke	Chairman and CEO	362,841,622	975,800	22,334,191	1,725,800	(725,800)	-
2. Mr. Paul Charles Kenny	Director	6,171,078	1,900,000	434,627	1,005,000	(850,000)	-
3. Mrs. Pratana Mongkolkul	Director	12,411,431	975,800	1,421,594	2,057,587	(1,807,300)	-
4. Mr. Kenneth Lee White	Director	69,114	-	6,911	-	-	-
5. Mr. Weerawong Chittmittrapap	Director	-	-	-	-	-	-
6. Mr. Anil Thadani	Director	57,688,866	-	5,555,157	2,137,300	-	-
7. Khunying Jada Wattanasiritham	Director	-	-	-	-	-	-
8. Mr. Emmanuel Jude Dillipraj Rajakarier	Director	2,165,400	825,000	67,000	1,245,400	(575,000)	-
9. Ms. Chantana Sukumanont	Director	-	-	-	-	-	-
10. Ms. Trithip Sivakrskul	Corporate Chief Financial Officer	-	-	-	-	-	-
11. Mr. Somsak Tanruengsri	General Manager	69,400	280,100	-	69,400	(69,400)	-
12. Ms. Eve Danielle Weatherburn	VP of Marketing	-	-	-	-	-	-
13. Mr. Chaiyapat Paitoon	VP of Strategic Planning	-	-	-	-	-	-

* ESOP: Warrants allotted to Employees and Directors of the Company and/or subsidiaries.

TOP 10 MAJOR SHAREHOLDERS AS OF 7 FEBRUARY 2012

Name of shareholders	Number of shares	Proportion of shareholding
1. Group of Mr. William Ellwood Heinecke ¹	909,581,433	27.8%
a. Minor Holding (Thai) Limited	546,755,902	16.7%
b. Mr. William Ellwood Heinecke	362,821,622	11.1%
c. Mrs. Kathleen Ann Heinecke	3,909	0.0%
2. Mr. Nithi Osathanugrah	259,079,714	7.9%
3. Thai NVDR Ltd.	193,995,933	5.9%
4. Mr. John Scott Heinecke	165,007,648	5.0%
5. Merrill Lynch, Pierce, Fenner & Smith Inc.	151,219,940	4.6%
6. Symphony Capital Partners Limited	112,290,000	3.4%
7. State Street Bank Europe Limited	111,618,959	3.4%
8. Mr. David Heinecke	85,100,051	2.6%
9. His Majesty King Bhumibol Aduyadej	72,470,861	2.2%
10. CPB Equity Company Limited	69,720,115	2.1%

Source: The Thailand Securities Depository Co., Ltd.

Remark: ¹ This list of shareholder is grouped under the Notification of SEC Kor Chor 17/2551 dated 15 December 2008, not Section 258 of the Public Limited Companies Act, B.E. 2535 (1992).

Subsidiaries

Associated and Affiliated Companies

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
Chao Phaya Resort Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Hotel operation and shopping mall Anantara Bangkok Riverside Resort and Spa Royal Garden Plaza - Bangkok	12,000,000	9,748,670	81.2%
Hua Hin Resort Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Hotel operation Hua Hin Marriott Resort and Spa	2,000,000	1,999,998	100%
Maerim Terrace Resort Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Hotel operation Four Seasons Resort Chiang Mai	3,000,000	1,359,370 (% included held by Rajadamri Hotel Plc. 781,250 shares)	71.4%
Royal Garden Development Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	In liquidation process	7,000,000	6,999,994	100%
Samui Resort and Spa Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Hotel operation Anantara Bophut Resort and Spa, Koh Samui	100,000	99,998	100%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
Rajadamri Hotel Public Company Limited 155 Rajadamri Road, Bangkok 10330 Tel. +66 (0) 2250 0754 Fax +66 (0) 2253 9195	Hotel operation Four Seasons Hotel Bangkok	45,000,000	44,510,793	98.9%
MI Square Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Hotel operation Anantara Phuket Villas JW Marriott Phuket	100,000	99,998	100%
• Rajadamri Residence Limited 155 Rajadamri Road, Bangkok 10330 Tel. +66 (0) 2250 0754 Fax +66 (0) 2253 9195	Hotel and sales of property Project Development - St. Regis	5,000,000	4,999,998 (100% held by MI Square Limited)	100%
• Rajadamri Lodging Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Hotel operation St. Regis Hotel Bangkok	300,000	299,998 (100% held by MI Square Limited)	100%
• Zuma Bangkok Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Sales of food and beverage	160,000	81,598 (51% held by Rajadamri Lodging Limited)	51%
Hua Hin Village Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Hotel operation Anantara Hua Hin Resort and Spa Hua Hin	500,000	499,998	100%
Baan Boran Chiangrai Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Hotel operation Anantara Golden Triangle Resort & Spa, Chiang Rai Four Seasons Tented Camp Chiangrai	1,650,000	1,649,998	100%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
Samui Village Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Hotel operation Four Seasons Resort - Koh Samui	375,000	374,994	100%
Coco Palm Hotel and Resort Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Hotel operation	1,730,000	1,729,994	100%
Coco Recreation Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Hotel operation	10,000	9,993	100%
Samui Beach Club Owner Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Hotel operation & rent of property	10,000	9,998	100%
Royal Garden Plaza Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Shopping mall Royal Garden Plaza Shopping Mall - Pattaya Turtle Village Shopping Plaza - Phuket	750,000	749,997	100%
MSpa International Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Spa Services	410,000	209,099 (% included held by Hospitality Investment International Limited 200,900 shares)	100%
• MSpa Ventures Limited East Asia Chambers, P.O. Box 901, Road Town, Tortola, British Virgin Islands	Spa Services in Eastern Asia	50,000	50,000 (100% held by MSpa International Limited)	100%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
• Mspa Enterprise Management (Shanghai) Limited Suite 03, 12/F, Block A, 18 Tao Lin Road, Pudong New Area, Shanghai, China	Spa Services in China	140,000	140,000 (100% held by MSpa Ventures Limited)	100%
• Arabian Spas (Dubai) (LLC) P.O. Box 88, Dubai, UAE	Spa services in UAE	300	147 (49% held by MSpa Ventures Limited)	49%
Samui Beach Residence Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Sales of property in Koh Samui	10,000	9,993	100%
Coco Residence Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Sales of property	10,000	9,998	100%
Minor Hotel Group Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Hotel Management	170,000	169,997	100%
• Hospitality Investment International Limited ("HIIL") East Asia Corporate Services (BVI)Limited East Asia Chambers, P.O. Box 901, Road Town, Tortola, British Virgin Islands	Holding Investment	1,000	1,000 (100% held by Minor Hotel Group Limited)	100%
• Lodging Management (Labuan) Limited Level 15 (A2), Main Office Tower, Financial Park labuan, Jalan Merdeka, 87000 Labuan FT, Malaysia	Hotel management	1,000	1,000 (100% held by HIIL)	100%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
<ul style="list-style-type: none"> • Lodging Management (Mauritius) Limited C/O DTOS Limited, 10th Floor, Raffles Tower, 19 Cyber City, Ebene, Republic of Mauritius 	Hotel management	1,000	1,000 (100% held by HIIL)	100%
<ul style="list-style-type: none"> • PT Lodging Management (Indonesia) Limited Graha Niaga, 24th Floor, Jalan Jenderal Sudirman, Kav. 58 Jakarta, Indonesia 12190 	Hotel management	150,000	150,000 (93.3% held by HIIL and 6.7% by LIL)	100%
<ul style="list-style-type: none"> • Jada Resort and Spa (Private) Limited Formerly Cyprea Lanka (Private) Limited No. 45 Braybrooke Street, Colombo, Sri Lanka 	Hotel operation	102,384,759	82,010,192 (80.1% held by HIIL)	80.1%
<ul style="list-style-type: none"> • Elewana Investment Limited C/O DTOS Limited, 10th Floor, Raffles Tower, 19 Cyber City, Ebene, Republic of Mauritius 	Holding Investment	1,000	1,000 (100% held by HIIL)	100%
<ul style="list-style-type: none"> • Tanzania Tourism and Hospitality Investment Limited ("TTHIL") Akara Building, 24 De Castro Street, Wickhams Cay 1, P.O. Box 3136, Road Town, Tortola, British Virgin Islands 	Holding investment	2	1 (50% held by HIIL)	50%
<ul style="list-style-type: none"> • Elewana Afrika (T) Limited 99 Serengeti Road, Sopa Plaza, P.O. Box 12814, Arusha, Tanzania 	Hotel Operation	2,500	2,500 (100% held by TTHIL)	100%
<ul style="list-style-type: none"> • Elewana Afrika (K) Limited New Rehema House, Phapta Road, P.O. Box 67486, 00200, Nairabi, Kenya 	Holding investment	2	2 (100% held by TTHIL)	100%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
<ul style="list-style-type: none"> • Flora Holding Limited New rehema House, Phapta Road, P.O. Box 67486, 00200, Nairabi, Kenya 	Hotel invesment	10,000	10,000 (100% held by Elewana Afrika (K) Limited)	100%
<ul style="list-style-type: none"> • Parrots Limited LR No. 13603, Mombasa South, Diani Beach Road, Ukunda, Kenya 	Hotel Operation	2	2 (100% held by Flora Holding Limited)	100%
<ul style="list-style-type: none"> • Rocky Hill Limited P.O. Box 67486, 00200, Nairabi, Kenya 	Hotel operation	2	2 (100% held by Elewana Afrika (K) Limited)	100%
<ul style="list-style-type: none"> • Sand River Eco Camp Limited P.O. Box 67486, 00200, Nairabi, Kenya 	Hotel operation	100	100 (100% held by Elewana Afrika (K) Limited)	100%
<ul style="list-style-type: none"> • Zanzibar Tourism and Hospitality Investment Limited ("ZTHIL") Akara Building, 24 De Castro Street, Wickhams Cay 1, P.O. Box 3136, Road Town, Tortola, British Virgin Islands 	Holding investment	2	1 (50% held by HIIL)	50%
<ul style="list-style-type: none"> • Elewana Afrika (Z) Limited Peponi Plaza, Peponi Road, P.O. Box 726300, 00200, Nairabi, Kenya 	Hotel Operation	202	202 (100% held by ZTHIL)	100%
<ul style="list-style-type: none"> • The Grande Stone Town Limited P.O. Box 12814, Arusha, Tanzania 	Hotel investment	100,000	100,000 (100% held by ZTHIL)	100%
<ul style="list-style-type: none"> • Parachichi Limeted P.O. Box 3998, Dar es Salaam, Tanzania 	Hotel operation	10,000	10,000 (100% held by The Grande Stone Town Limited)	100%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
RNS Holdings Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Management	262,515	262,513	100%
Minor Global Solutions Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Management	200,000	199,998	100%
Chao Phraya Resort & Residence Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Hotel operation & sales of property	10,000	9,993	100%
RGR International Limited East Asia Chambers, P.O. Box 901, Road Town, Tortola, British Virgin Islands	Management	100,000	100,000	100%
• Eutopia Private Holding Limited 39, Orchid Magu, Maafannu, Male, Maldives	Hotel operation	1,000,000	499,998 (50% held by RGR International Limited)	50%
• Harbour View Limited 4 Tran Phu Street, Hai Phong, Vietnam	Hotel Operation Harbour View Hotel & Office Tower Haiphong - Vietnam	11,000,000	3,342,900 (30.39% held by RGR International Limited)	30.39%
R.G.E. (HKG) Limited Level 28, Three Pacific Place, Queens Road East, Hong Kong	Management	100,000	99,999	100%
M & H Management Limited C/O DTOS Limited, 4 th Floor, IBL House, Caudan, Port Louis, Republic of Mauritius	Management	1,000	1,000	100%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
Lodging Investment (Labuan) Limited ("LIL") Level 15 (A2), Main Office Tower, Financial Park labuan, Jalan Merdeka, 87000 Labuan FT, Malaysia	Holding investment	1,000	1,000	100%
• Serendib Hotel Limited 2 nd Floor, AA Building, 40, Sir Mohamed Macan Markar Mawatha, Colombo 03	Hotel	111,525,794	22,128,756 (19.9% held by LIL) shares consists of voting and non voting shares	19.9%
Minor International (Labuan) Limited Level 15 (A2), Main Office Tower, Financial Park Labuan, Jalan Merdeka, 87000 Labuan FT, Malaysia	Hotel operation	1,000	1,000	100%
AVC Club Developer Limited C/O DTOS Ltd, 10 th Floor, Raffles Tower, 19 Cybercity, Ebene, Mauritius	Sales of Point for right-to-use in time sharing resort Marriott Phuket Beach Club	1,000	1,000	100%
AVC Vacation Club Limited C/O DTOS Ltd, 10 th Floor, Raffles Tower, 19 Cybercity, Ebene, Mauritius	Sales of Point for right-to-use in time sharing resort Marriott Phuket Beach Club	1,000	1,000	100%
• Anantara Vacation Club (HK) Limited Level 28, Three Pacific Place, 1 Queen's road east, Wanchai, Hong Kong	Marketing Services Hong kong	10,000	10,000 (100% held by AVC Vacation Club Limited)	100%
Thai Project Property Fund The Mutual Fund Public Company Limited 30 th - 32 nd Floor, Lake Rajada Building, 193 - 195 Ratchadaphisek Road, Klongtoey, Bangkok 10110	Property Investment	7,477,508	7,477,451	100%
Sub Thawee Property Fund 11 Q House Sathorn Building, M Floor, South Sathorn Road, Thungmahamek, Bangkok 10120 Tel. +66 (0) 2670 4900 Fax +66 (0) 2670 1820	Property Investment	50,000,000	5,000,000	10%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
Thai Asset Management Property Fund 11 Q House Sathorn Building, M Floor, South Sathorn Road, Thungmahamek, Bangkok 10120 Tel. +66 (0) 2670 4900 Fax +66 (0) 2670 1820	Property Investment	136,500,000	36,500,000	27%
Phuket Beach Club Owner Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Management	10,000	9,998	100%
Maikhao Vacation Villas Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Sales of Right-to-Use in time sharing resort Marriott Phuket Beach Club	400,000	199,998	50%
S & P Syndicate Public Company Limited 457 - 457/6 Soi Sukhumvit 55 (Soi Thonglor), Sukhumvit Road, Khlong Ton Nua, Wattana, Bangkok	Sale of food and beverage	98,081,673	30,717,084	31.32%
The Minor Food Group Public Company Limited ("MFG") 99 Berli Jucker House, 15 th , 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5123-32 Fax +66 (0) 2381 5118-9	Sales of food and beverage	32,730,684	32,640,629	99.72%
• Swensen's (Thai) Limited 99 Berli Jucker House, 15 th , 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5123-32 Fax +66 (0) 2381 5118-9	Sales of food and beverage Ice cream Parlour - Swensen's	1,000,000	999,998 (100% held by MFG)	100%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
• Minor Cheese Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5123-32 Fax +66 (0) 2381 5118-9	Manufacturing and sales of cheese	600,000	599,997 (100% held by MFG)	100%
• Minor Dairy Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5123-32 Fax +66 (0) 2381 5118-9	Manufacturing and sales of ice-cream	600,000	599,997 (100% held by MFG)	100%
• Minor DQ Limited 99 Berli Jucker House, 15 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5123-32 Fax +66 (0) 2381 5118-9	Sales of food and beverage Kiosk-Dairy Queen DQ Grill & Chill	160,000	159,998 (100% held by MFG)	100%
• Catering Associates Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5123-32 Fax +66 (0) 2381 5118-9	Catering services	50,000	25,495 (51% held by MFG)	51%
• Burger (Thailand) Limited 99 Berli Jucker House, 12 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5123-32 Fax +66 (0) 2381 5118-9	Sales of food and beverage Restaurant - Burger King	1,000,000	949,799 (95% held by MFG)	95%
• International Franchise Holding (Labuan) Limited ("IFH") Level 7(E), Main Office Tower, Financial Park Labuan, Jalan Merdeka, 87000 Labuan, F.T. Labuan, Malaysia Tel. (087) 443 118/188 Fax (087) 441 288	Franchise owner	1,800,000	1,800,000 (100% held by MFG) (Regist. Capital USD 4 million but only USD 1.8 million paid up)	100%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
• Franchise Investment Corporation of Asia Limited ("FICA") Level 2, Pal Grove House, Road Town, Tortola, British Vergin Islands	Franchise owner	16,000,000	16,000,000 (100% held by IFH)	100%
• The Minor Food Group (China) Limited 4/F, Sichuan Building Annex, Beilishi Rd., Xicheng, Beijing, China	Sales of food and beverage Franchise of Lejazz, Pizza and Sizzler in Beijing	RMB 70 million	RMB 70 million (Held 100% by FICA)	100%
• Sizzler China Pte. Ltd. 6 Shenton Way, #28-09 DBS Building Tower 2, Singapore 068809	Franchise owner Restaurant - Sizzler in China	2	1 (Held 50% shares by IFH)	50%
• SLRT Limited 99 Berli Jucker House, 12 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5123-32 Fax +66 (0) 2381 5118-9	Sales of food and beverage Restaurant - Sizzler	4,000,000	3,999,998 (100% held by MFG)	100%
• Primacy Investment Limited ("Primacy") DTOS Limited, 4 th Floor, IBL House Caudan, Port Louis, Mauritius	Holding investment	1,000	1,000 (100% held by MFG)	100%
• Delicious Foodstuff (Labuan) Limited Level 15 (A2), Main Office Tower, Financial Park labuan, Jalan Merdeka, 87000 Labuan FT, Malaysia	Holding investment	1,000	1,000 (100% held by Primacy)	100%
• Delicious Beverage (Labuan) Limited Level 15 (A2), Main Office Tower, Financial Park labuan, Jalan Merdeka, 87000 Labuan FT, Malaysia	Holding investment	1,000	1,000 (100% held by Primacy)	100%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
<ul style="list-style-type: none"> • Delicious Food Holding (Singapore) Pte. Ltd. ("DFHS") 8 Cross Street # 11-00 PWC Building, Singapore 048424 	Holding investment	1,000 (100% held by Primacy)	1,000	100%
<ul style="list-style-type: none"> • Delicious Food Holding (Australia) Pte. Ltd. ("DFHA") Home Wilkinson Lowry, Level 2, 500 Queen Street, Brisbane, QLD 4000 	Holding investment	1,000 (100% held by DFHS)	1,000	100%
<ul style="list-style-type: none"> • The Coffee Club Holdings Pty Limited ("TCCA") 336 - 338 Montague Road, West End QLD, Australia 4101 	Holding investment	46,000,000 (50% held by DFHA)	23,000,000	50%
<ul style="list-style-type: none"> • Espresso Pty. Ltd. 336 - 338 Montague Road, West End QLD, Australia 4101 	Property Investment	100 (100% held by TCCA)	100	100%
<ul style="list-style-type: none"> • The Coffee Club Investment Pty. Ltd. 336 - 338 Montague Road, West End QLD, Australia 4101 	Franchise owner	28,616,600 (100% held by TCCA)	28,616,600	100%
<ul style="list-style-type: none"> • The Coffee Club Franchising Pty. Ltd. 336 - 338 Montague Road, West End QLD, Australia 4101 	Franchise Business	17,282,200 (100% held by TCCA)	17,282,200	100%
<ul style="list-style-type: none"> • The Coffee Club (NSW) Pty. Ltd. 336 - 338 Montague Road, West End QLD, Australia 4101 	Property Investment	2 (100% held by TCCA)	2	100%
<ul style="list-style-type: none"> • The Coffee Club (Vic) Pty. Ltd. 336 - 338 Montague Road, West End QLD, Australia 4101 	Property Investment	2 (100% held by TCCA)	2	100%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
<ul style="list-style-type: none"> • The Coffee Club (Properties) Pty. Ltd. 336 - 338 Montague Road, West End QLD, Australia 4101 	Property Investment	100 (100% held by TCCA)	100	100%
<ul style="list-style-type: none"> • The Coffee Club Properties (NSW) Pty. Ltd. 336 - 338 Montague Road, West End QLD, Australia 4101 	Property Investment	2 (100% held by TCCA)	2	100%
<ul style="list-style-type: none"> • The Coffee Club Pty. Ltd. (as trustee for the Coffee Club Unit Trust) 336 - 338 Montague Road, West End QLD, Australia 4101 	Franchise owner	2 (100% held by TCCA)	2	100%
<ul style="list-style-type: none"> • The Coffee Club (International) Pty. Ltd. 336 - 338 Montague Road, West End QLD, Australia 4101 	Franchise owner	100 (100% held by TCCA)	100	100%
<ul style="list-style-type: none"> • The Coffee Club (Korea) Pty. Ltd. 336 - 338 Montague Road, West End QLD, Australia 4101 	Franchise owner	100 (100% held by TCCA)	100	100%
<ul style="list-style-type: none"> • The Coffee Club (Mena) Pty. Ltd. 336 - 338 Montague Road, West End QLD, Australia 4101 	Franchise owner	100 (100% held by TCCA)	100	100%
<ul style="list-style-type: none"> • The Coffee Club (NZ) Pty. Ltd. 336 - 338 Montague Road, West End QLD, Australia 4101 	Franchise owner	100 (100% held by TCCA)	100	100%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
<ul style="list-style-type: none"> First Avenue Company Pty. Ltd. 336 - 338 Montague Road, West End QLD, Australia 4101 	Sale of food and beverage	100 (100% held by TCCA)	100	100%
<ul style="list-style-type: none"> Ribs and Rumps Holding Pty. Ltd. 336 - 338 Montague Road, West End QLD, Australia 4101 	Sale of food and beverage	1 (100% held by TCCA)	1	100%
<ul style="list-style-type: none"> Delicious Food Australia Finance Pty. Ltd. HWL EBSWorth, Level 23, 'Riverside Center', 123 Eagle Street, Brisbane, QLD 4000 	Management	100 (100% held by DFHS)	100	100%
<ul style="list-style-type: none"> MHG Hotel Holding Australia Pty. Ltd. ("MHH") HWL EBSWorth, Level 23, 'Riverside Center', 123 Eagle Street, Brisbane, QLD 4000 	Holding Investment	100 (100% held by DFHS)	100	100%
<ul style="list-style-type: none"> Oaks Hotels & Resorts Ltd. Level 5, 26 Duporth Avenue, Maroochydore, QLD 4558 	Providing services for accommodation	173,831,898 (100% held by MHH)	173,831,898	100%
<ul style="list-style-type: none"> ThaiExpress Concepts Pte. Ltd. ("ThaiExpress") 2 Alexandra road, #05-04/05 Delta House, Singapore 159919 Tel. (65) 6238 0525 Fax (65) 6238 7018 	Holding investment	300,000 (100% held by Primacy)	300,000	100%
<ul style="list-style-type: none"> The ThaiExpress Restaurant Pte. Ltd. 2 Alexandra road, #05-04/05 Delta House, Singapore 159919 Tel. (65) 6238 0525 Fax (65) 6238 7018 	Sale of Food and beverage	100,000 (100% held by ThaiExpress)	100,000	100%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
• BBZ Design International Pte. Ltd. 2 Alexandra road, #05-04/05 Delta House, Singapore 159919 Tel. (65) 6238 0525 Fax (65) 6238 7018	Sale of Food and beverage	100,000 (100% held by ThaiExpress)	100,000	100%
• NYS Pte. Ltd. 2 Alexandra road, #05-04/05 Delta House, Singapore 159919 Tel. (65) 6238 0525 Fax (65) 6238 7018	Sale of Food and beverage	100,000 (100% held by ThaiExpress)	100,000	100%
• PS07 Pte. Ltd. 2 Alexandra road, #05-04/05 Delta House, Singapore 159919 Tel. (65) 6238 0525 Fax (65) 6238 7018	Sale of Food and beverage	100,000 (100% held by ThaiExpress)	100,000	100%
• TES07 Pte. Ltd. 2 Alexandra road, #05-04/05 Delta House, Singapore 159919 Tel. (65) 6238 0525 Fax (65) 6238 7018	Sale of Food and beverage	500,000 (100% held by ThaiExpress)	500,000	100%
• XWS Pte. Ltd. 2 Alexandra road, #05-04/05 Delta House, Singapore 159919 Tel. (65) 6238 0525 Fax (65) 6238 7018	Sale of Food and beverage	100,000 (100% held by ThaiExpress)	100,000	100%
• Shokudo Concepts Pte. Ltd. 2 Alexandra road, #05-04/05 Delta House, Singapore 159919 Tel. (65) 6238 0525 Fax (65) 6238 7018	Sale of Food and beverage	100,000 (100% held by ThaiExpress)	100,000	100%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
<ul style="list-style-type: none"> • Shokudo Heeren Pte. Ltd. 2 Alexandra road, #05-04/05 Delta House, Singapore 159919 Tel. (65) 6238 0525 Fax (65) 6238 7018 	Sale of Food and beverage	100,000 (100% held by ThaiExpress)	100,000	100%
<ul style="list-style-type: none"> • The Bund Pte. Ltd. 2 Alexandra road, #05-04/05 Delta House, Singapore 159919 Tel. (65) 6238 0525 Fax (65) 6238 7018 	Sale of Food and beverage	100,000 (100% held by ThaiExpress)	100,000	100%
<ul style="list-style-type: none"> • Lotus Sky Sdn Bhd 1st Ground Floor, Unit G-838, 1 Borneo Hypermall Jalan Sulaman, 88400 Kota Kinabalu, Sabah, Malaysia 	Sale of Food and beverage	100,000 (100% held by ThaiExpress)	100,000	100%
<ul style="list-style-type: none"> • ThaiExpress Concepts Sdn Bhd LG 311, 1 Utama Shopping Centre 1, Lebuh Bandar Utama, Bandar Utama, 47800 Petalin Jaya, Selangor, Malaysia 	Sale of Food and beverage	2 (100% held by ThaiExpress)	2	100%
<ul style="list-style-type: none"> • The Coffee Club (Thailand) Limited 99 Berli Jucker House, 15th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5123-32 Fax +66 (0) 2381 5118-9 	Sale of Food and beverage	20,000 (100% held by MFG)	19,998	100%
<ul style="list-style-type: none"> • Select Service Partner Limited (“SSP”) 99 Berli Jucker House, 16th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5123-32 Fax +66 (0) 2381 5118-9 	Sale of Food and beverage Restaurant-Bangkok, Chiang Mai, Phuket, Had Yai, Krabi, Phanom Penh, Siem Reap Airports	450,000 (51% held by MFG)	229,494	51%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
• Select Service Partner (Cambodia) Limited Phnom Penh International Airport, National Road No. 4, Sangkat Kakap, Khan Dangkor, Phnom Penh, Kingdom of Cambodia	Sale of food and beverage	1,000	1,000 (100% held by SSP)	100%
Minor Corporation Public Company Limited (“MINOR”) 99 Berli Jucker House, 16 th , 18 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5123-32 Fax +66 (0) 2381 5118-9	Distribution	489,770,722	447,411,869	91.35%
• Armin Systems Limited 99 Berli Jucker House, 14 th , 16 th , 17 th , 18 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5780-5 Fax +66 (0) 2381 4369	Distribution - Zwilling products, “Zwilling J.A. Henckels”, Fashion apparel “Gap”, “Bossini” and ladies footwear and handbags “Charles & Keith”	1,100,000	1,099,997 (100% held by MINOR)	100%
• NMT Limited 60/158 Moo 19 Phaholyothin Road, Khlong 1, Khlongluang, Prathumthani Tel. +66 (0) 2520 3637-42 Fax +66 (0) 2520 3643	Manufacturing services of Household products such as cleaning products, air freshener, Fabric Softener	100,000	99,998 (100% held by MINOR)	100%
• Minor Development Limited 99 Berli Jucker House, 16 th , 18 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2381 5151 Fax +66 (0) 2381 5777-8	Property development	40,000	39,993 (100% held by MINOR)	100%

	Core Business	Number of Ordinary Shares		Equity Interest
		Outstanding	Held	
• Minor Consultants & Services Limited 99 Berli Jucker House, 12 th , 16 th , 17 th , 18 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2712 2345 Fax +66 (0) 2712 2346	Distribution Aromatherapy Products "Bloom", Cosmetics "Smash Box" Luggage, soft brief and accessories "Tumi"	700,000	369,599 (% included held by Red Earth Thai Limited 330,400 shares)	100%
• Red Earth Thai Limited 99 Berli Jucker House, 12 th , 16 th , 17 th , 18 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2712 2345 Fax +66 (0) 2712 2346	Distribution Color Cosmetics "Red Earth"	350,000	349,997 (100% held by MINOR)	100%
• Esmido Fashions Limited 99 Berli Jucker House, 16 th , 17 th , 18 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2712 2345 Fax +66 (0) 2712 2346	Distribution Fashion apparel "Esprit"	13,000,000	11,799,995 (90.8% held by MINOR)	90.8%
• Marvelous Wealth Limited East Asia Chambers, P.O. Box 901, Road Town, Tortola, British Virgin Islands	Holding investment	1	1 (100% held by MINOR)	100%
• Thaisale.co.th Limited 99 Berli Jucker House, 16 th Floor, Soi Rubia, Sukhumvit 42, Prakanong, Klongtoey, Bangkok 10110 Tel. +66 (0) 2712 2345 Fax +66 (0) 2712 2346	Online Shopping Club	300,000	150,298 (50.1% held by MINOR)	50.1%

Corporate Information

PRINCIPAL ACTIVITIES

Food and Beverages, Retail Trading, Hotelier and Retail Property Owner, Developer, Operator and Investments in related fields.

REGISTERED OFFICE

Company Register Number: 0107536000919
(Previous number: Bor Mor Jor 165)
99 Berli Jucker Building, 16th Floor,
Soi Rubia, Sukhumvit 42 Road,
Prakanong Sub District, Klongtoey District,
Bangkok 10110
Tel. +66 (0) 2381 5151
Fax +66 (0) 2381 5777-8
Home Page <http://www.minornet.com>

SHARE CAPITAL AS OF 31 DECEMBER 2011

Registered:

Baht 3,666,519,673 divided to 3,666,519,673
ordinary shares at par value of Baht 1 each

Issued and fully paid:

Baht 3,275,224,580 divided to 3,275,224,580
ordinary shares of Baht 1 each

SOLICITORS

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Pathumwan, Bangkok 10330
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Fax +66 (0) 2646 1919

Baker & McKenzie Ltd.

25th Floor, Abdulrahim Place,
990 Rama IV Road, Bangkok 10500
Tel. +66 (0) 2636 2000
Fax +66 (0) 2636 2111

COMPANY REGISTRAR

Share Capital

Thailand Securities Depository Co., Ltd.
The Stock Exchange of Thailand Building,
62 Rachadapisek Road, Klongtoey,
Bangkok 10110
Tel. +66 (0) 2229 2800
Fax +66 (0) 2359 1259

Debenture

MINT No. 1/2007 tranche 1 and 2
and MINT No. 1/2008
Thai Military Bank Public Company Limited
3000 Phaholyothin Road, Ladyao,
Chatuchak, Bangkok 10900

MINT No. 1/2009, No. 1/2010,
No. 2/2010 tranche 1 and 2, No. 1/2011
Kasikorn Bank PCL,
Securities Services Department
Head Office Phaholyothin, 11th Floor,
400/22 Phaholyothin Road, Samsaennai,
Phayathai, Bangkok 10400

MINT No. 2/2011 tranche 1 and 2
Bank of Ayudhya PCL.
1222 Rama III Road, Bang Phongphang,
Yannawa, Bangkok 10120

AUDITORS

PricewaterhouseCoopers ABAS Limited

By Mrs. Anothai Leekitwattana and/or
Mrs. Nattaporn Phan-Udom and/or
Mr. Sudwin Panyawongkhanti and/or
Mr. Prasit Yuengsrikul
Certified Public Accountant (Thailand)
No. 3442, 3430, 3534 and 4174 respectively
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