

Annual Registration Statements 2016

For the Year Ended 31 December 2016



Minor International Public Company Limited

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Part 1 Business Overview

1. Policy and Business Overview

1.1 Vision, Objective, Target or Operation Strategy

To be a leading Hospitality and Restaurant Operator and Lifestyle Brand Retailer through the delivery of branded products and services that provide 100% satisfaction to all stakeholders.

1.2 Major Events

2016 was a challenging year for the Company both in Thailand and overseas markets, with the global economic slowdown, softness of the hospitality industry in the Maldives, weak macro environment and high competition within the restaurant segment in Singapore and the mourning period and the floods in the South of Thailand, which put pressure on inbound tourist arrivals and domestic consumption in Thailand. However, the Company continued to achieve sustainable earnings from disciplined execution of its business strategic plan. The Company continued to drive a portfolio of owned brands. For hotel & mixed-use business, the Company opened four new Anantara hotels, bringing the Anantara portfolio to 38 hotels in 12 countries and expanded AVANI brand by launching the first purpose-built flagship AVANI Riverside Bangkok Hotel and rebranding several hotels in Thailand and overseas. As a result, the AVANI portfolio grew to 17 hotels in 11 countries. By the same token, Oaks Hotels & Resorts continued to expand its portfolio in Australia with the addition of two properties in 2016, bringing the portfolio to 55 properties. For restaurant business, the Company continued to strengthen its brands through product and service innovations, together with proactive marketing strategy and disciplined outlet expansion. As a result, the number of restaurant outlets grew to almost 2,000 outlets in 19 countries. For lifestyle business, the Company continued to expand its multi-brand portfolio by launching a total of four new brands, including Brooks Brothers, an American fashion apparel brand; Etam, a lingerie brand from France; Radley, a British leather accessories brand and Anello, a Japanese backpack and bags brand. Moreover, as part of the Company's initiatives to maximize asset value and productivity, the Company continued to expand its real estate business, i.e. The Residences by Anantara, Layan, Phuket; Anantara Chiang Mai Serviced Suites, a 50% joint-venture project; and Torres Rani, a 49% joint-venture property in Maputo, Mozambique. Lastly, the Company expanded through strategic investments and acquisitions, through stringent investment criteria and disciplined capital management, i.e. the acquisition of Tivoli Hotels & Resorts, which comprised 12 properties in Portugal and two in Brazil and the plan to increase its shareholding in eight hotels in Africa through the acquisition of the remaining stake from Sun International Limited. In July 2016, the Company increased its shareholding in The Royal Livingstone Victoria Falls Zambia Hotel by Anantara and AVANI Victoria Falls Resort, from 50% to 100%.

Major events for the past 3 years in hotel & mixed-use, restaurant and lifestyle businesses are summarized as follows:

2014	
January	<ul style="list-style-type: none"> - Soft-opened Anantara Layan Phuket Resort, a 77-key resort, the second owned hotel under the Anantara brand in Phuket. - Opened a Pedro flagship store at Siam Paragon.
March	<ul style="list-style-type: none"> - Entered Myanmar by launching The Pizza Company and Swensen's franchised outlets. - Launched Oaks Pinnacle, Melbourne, a new property of 39 keys under Oaks' management letting rights contract. - Successfully issued 5-year bond in the amount of Baht 4,500 million.
April	<ul style="list-style-type: none"> - Further strengthened presence in Mozambique through 25% investment in three hotels, which have been rebranded to Anantara Medjumbe Island (12 keys), Anantara Matemo Island (23 keys) and AVANI Pemba Beach (184 keys).
May	<ul style="list-style-type: none"> - Launched Oaks WRAP, Melbourne, a new property of 120 keys under Oaks' management letting rights contract.
June	<ul style="list-style-type: none"> - Opened the first Coffee Club restaurant in Malaysia. - Invested 70% in Swensen's operations in India, converting the existing franchised outlets to 70% owned outlets. Devyani International, Swensen's franchisee in India, maintains the remaining 30% shareholding. - Increased investment in Serendib Hotels PLC, a listed company in Sri Lanka, from 19.8% to 22.7%, which resulted in a change in status of the investment from "available-for-sale investment" to "investment in associate".
July	<ul style="list-style-type: none"> - Introduced new food concepts, "SIFU Hong Kong Master Ribs" and "Basil by Thai Express" under Minor Food Group Singapore. - Opened "Thai Cuisine Academy" in collaboration with S&P Syndicate Pcl. - Invested in 49% stake in a hotel and mixed-use development project, comprising Radisson Blu Hotel, residential tower and office tower in Maputo, the capital city of Mozambique. - Added 13 villas in Phuket to Anantara Vacation Club's inventory portfolio.
August	<ul style="list-style-type: none"> - Entered into a 50% partnership with the BreadTalk Group in Singapore to operate bakery business under the BreadTalk brand in Thailand. - Entered into a strategic partnership with Sun International to own and operate six hotels in Botswana, Lesotho, Namibia and Zambia.
September	<ul style="list-style-type: none"> - Acquired 70% of VGC Food Group, consisting of Veneziano Coffee Roaster and the restaurant brands, The Groove Train and Coffee Hit, in Australia. - Opened the first Coffee Club restaurant in Bali, Indonesia. - Launched Oaks Rivermarque, Mackay, a new property of 70 keys under Oaks' management letting rights contract. - Named as part of the Dow Jones Sustainability Emerging Markets Index (DJSI) in the Hotels, Resorts & Cruise Lines Industry.
October	<ul style="list-style-type: none"> - Entered into a 50% joint-venture with Natural Park Pcl. to develop a luxury resort-style condominium project with 44 units, Anantara Chiang Mai Serviced Suites, in the city center of Chiang Mai. The project is expected to be completed in 2016.
December	<ul style="list-style-type: none"> - Assumed the management of a hotel in Zanzibar, Tanzania, to be rebranded into PER AQUUM resort by the end of 2015. - Opened the first Coffee Club restaurant in Abu Dhabi, UAE.

	<ul style="list-style-type: none"> - Invested in the convertible loan of GRAB Food Ltd., the operator of two Thai restaurants in London, England.
2015	
January	<ul style="list-style-type: none"> - Opened Banana Island Resort Doha by Anantara, the first managed hotel in Qatar. The 141-key property was the first and only over-the-water villas in this country. - Invested in Tivoli Hotels & Resorts, comprising two hotel properties in Brazil, including a hotel operating platform and the intellectual property rights of Tivoli Hotels & Resorts brand, and four hotel properties in Portugal, totaling 1,685 keys.
February	<ul style="list-style-type: none"> - Opened AVANI Seychelles Barbarons Resort & Spa, a 124-key hotel under management contract.
March	<ul style="list-style-type: none"> - Launched Anantara Siam Bangkok Hotel, a 354-key property to become the brand's flagship hotel in its home market of Thailand. - Launched Banana Republic flagship store at the EmQuartier.
April	<ul style="list-style-type: none"> - Entered into a 50% joint-venture with S&P Syndicate Pcl. under the name "Patara Fine Thai Cuisine" to develop restaurants under the brands Patara and Suda in the UK. - Launched Oaks Carlyle in Mackay of Queensland, a new property with 52 keys under Oaks' management letting rights contract. - Acquired six camps (four owned and two managed camps) totaling 68 keys in Kenya under the brand Cheli & Peacock through the Elewana Collection. - Increased investment in Riverside, the restaurant concept in China from 49% to 69.2%.
May	<ul style="list-style-type: none"> - Issued 5-year bond in the amount of Baht 4,000 million and 10-year bond in the amount of Baht 4,000 million.
July	<ul style="list-style-type: none"> - Acquired Oaks Elan Darwin, 301-key hotel, Oaks' first property in Australian Northern Territory. - Launched The Residences by Anantara, Layan, Phuket, a new luxury development in Phuket. - Opened Zwilling J.A. Henckels shop at Mega Bangna Shopping Mall, expanding lifestyle products to free-standing shop format.
September	<ul style="list-style-type: none"> - Named as part of the Dow Jones Sustainability Emerging Markets Index (DJSI) in the Consumer Services sector (Hotels, Resorts & Cruise Lines) for the second consecutive year.
October	<ul style="list-style-type: none"> - Invested in 279-key Tivoli Oriente, the fifth Tivoli hotel in Portugal. - Assumed management of Souq Waqif Boutique Hotel, with a total of 183 keys, in Qatar. - Increased stake in Minor DKL Food Group Ltd., the Australia hub, from 50% to 70%.
November	<ul style="list-style-type: none"> - Launched The Milton Brisbane in Queensland, a new property with 73 keys under Oaks' management letting rights contract.
December	<ul style="list-style-type: none"> - Opened Anantara Peace Haven Tangalle Resort, a 152-key hotel under 50% joint-venture in Sri Lanka. - Soft-opened Riverside Plaza in Bangkok. - Opened 13 outlets at Don Mueang International Airport, Domestic Terminal 2 in collaboration with SSP Thailand. - Received the Treasury Center License from Ministry of Finance.
2016	
January	<ul style="list-style-type: none"> - Certified as a member of the Private Sector Collective Action Coalition Against Corruption (CAC).

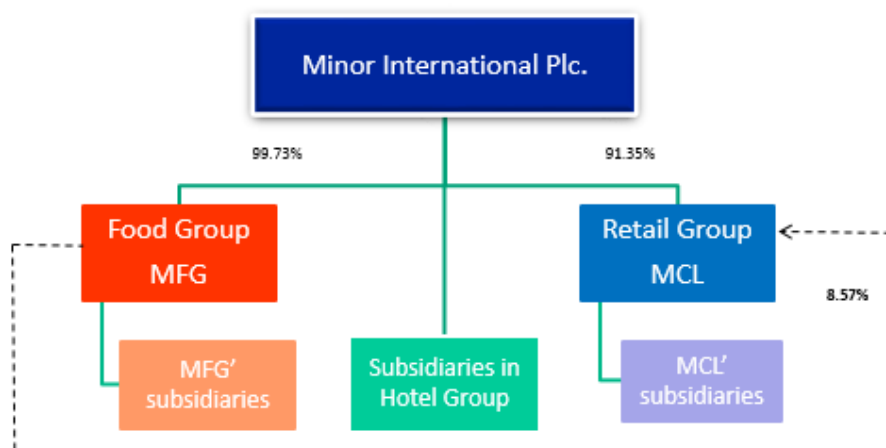
February	<ul style="list-style-type: none"> - Completed the acquisition of the entire Tivoli portfolio, consisting of 14 hotels across Portugal and Brazil, the operating platform and the Tivoli Hotels & Resorts brand. - Opened AVANI Riverside Bangkok Hotel, a 248-key property and the brand's flagship hotel in its home market of Thailand. - Issued 5-year bond in the amount of Baht 2,800 million and 15-year bond in the amount of Baht 1,200 million. - Signed a long-term lease through a joint-venture for a plot of land on Silom Road to develop an office & retail building. - Obtained approval of MINT's IHQ (International Headquarter) from Revenue Department.
March	<ul style="list-style-type: none"> - Launched Oaks Woollongabba in Brisbane, Australia, a new property with 61 keys under Oaks' management letting rights contract. - Completed the acquisition of 25% share of Bodhi Hotels & Resorts Pvt. Ltd. in India, for the development of an Oaks hotel in Bodhgaya, India.
April	<ul style="list-style-type: none"> - Assumed management of Loisaba Tented Camp and Loisaba Star Beds totaling 16 keys in Kenya under the brand Elewana Collection. - Launched Brooks Brothers, an American-based fashion brand in Thailand.
June	<ul style="list-style-type: none"> - Launched the first Riverside, the China-based sichuan barbecue fish restaurant concept in Singapore. - Changed the status of investment in BreadTalk Group from available-for-sale investment to investment in associate. - Obtained approval of Minor Hotels' IHQ (International Headquarter) from Revenue Department.
July	<ul style="list-style-type: none"> - Launched Oaks Southbank in Melbourne, Australia, a new property with 116 keys under Oaks' management letting rights contract. - Opened Anantara Kalutara Resort, with a total of 141 keys in Sri Lanka. - Increased shareholding in The Royal Livingstone Victoria Falls Zambia Hotel by Anantara and AVANI Victoria Falls Resort in Zambia from 50% to 100%. - Assumed management of AVANI Deira Dubai Hotel, with a total of 216 keys in the UAE. - Assumed management of AVANI Khon Kaen Hotel & Convention Centre, with a total of 196 keys in Thailand. - Opened first four equity restaurant outlets at Yangon International Airport in Myanmar.
September	<ul style="list-style-type: none"> - Opened nine outlets at Phuket International Airport, International Terminal 2 in collaboration with SSP Thailand. - Named as part of the Dow Jones Sustainability Emerging Markets Index (DJSI) in the Consumer Services Sector (Hotels, Resorts & Cruise Lines) for the third consecutive year. - Launched Etam, a leading lingerie brand from France, in Thailand.
October	<ul style="list-style-type: none"> - Opened Anantara Al Jabal Al Akhdar Resort in Oman, a 115-key hotel under management contract. - Launched Anantara Chiang Mai Serviced Suites, a new residential project across from Anantara Chiang Mai Resort & Spa. - Launched Radley, handbag and leather accessories from London, in Thailand. - Launched "Bemynt", Minor Lifestyle's own e-commerce platform in order to increase the distribution channel of the existing brands.

November	<ul style="list-style-type: none"> - Rebranded Pattaya Marriott Resort & Spa to AVANI Pattaya Resort & Spa, with a total of 298 keys in Thailand. - Opened Al Baleed Resort Salalah by Anantara in Oman, a 136-key hotel under management contract. - Acquired Elements Boutique Resort & Spa Hideaway totaling 34 keys in Koh Samui, Thailand. - Franchised and launched the first “Yentafo Kruengsonge by A. Mallika” in Singapore. - Launched Anello, Japanese bag and accessory lifestyle brand as the exclusive Thailand distributor.
December	- Added Chiang Mai, Thailand as new destination of Anantara Vacation Club.

1.3 Company Structure

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 almost 2,000 outlets operating system-wide in 19 countries under The Pizza Company, Swensen’s, Sizzler, Dairy Queen, Burger King, Thai Express, The Coffee Club, BreadTalk (Thailand) and Riverside brands. MINT is also a hotel owner, operator and investor with a portfolio of 155 hotels and serviced suites under the Anantara, AVANI, Oaks, Tivoli, PER AQUUM, Elewana Collection, Four Seasons, St. Regis, JW Marriott, Radisson Blu and Minor International brands in 23 countries across Asia Pacific, the Middle East, Africa, the Indian Ocean, Europe and South America. In addition, MINT operates mixed-use businesses, which are complimentary to the hotel business. These include real estate business, comprising sale of residential and Anantara Vacation Club, retail and property business, and entertainment business. MINT is one of Thailand’s largest distributors of lifestyle brands, including Gap, Esprit, Bossini, Banana Republic, Brooks Brothers, Etam, Radley, Anello, Charles & Keith, Pedro, Zwilling J.A. Henckels and ETL Learning. Bemynt, launched in 2016, is MINT’s e-commerce platform offering premium fashion and lifestyle products. MINT is also a contract manufacturer of household products, with its own manufacturing plant.

Company Structure



2. Nature of Business

The Company and its subsidiaries generate revenues from three main businesses, including food and beverage, hotel and related services operations, retail trading & contract manufacturing and other income. The details are as follows:

Unit: Million Baht

Business	Operated by	2014		2015		2016	
		Revenue	%	Revenue	%	Revenue	%
Hotel and related services operations ¹	Minor International Pcl. and its subsidiaries, affiliates in hotel and mixed-use business	17,752.30	45.56	21,470.55	45.92	26,089.05	46.27
Food and beverage ²	The Minor Food Group Pcl. and its subsidiaries, affiliates in restaurant business	15,874.21	40.74	17,453.94	37.33	21,588.28	38.29
Retail trading and contract manufacturing	Minor Corporation Pcl. and its subsidiaries, affiliates in retail trading and contract manufacturing business	3,601.44	9.24	3,420.56	7.32	3,474.30	6.16
Other income ³		1,736.12	4.46	4,415.23	9.44	5,229.29	9.27
Total revenues		38,964.07	100.00	46,760.28	100.00	56,380.92	100.00

Note: 1. Revenues from hotel business include hotel management fees, income from sales of real estate business, rental income from property business and revenues from entertainment operations as detailed below:

Revenue	2014		2015		2016	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues from hotel and related services operations	14,447.55	37.08	17,268.28	36.93	22,474.20	39.86
Sales of real estate business	2,750.49	7.06	3,687.35	7.89	3,137.82	5.57
Rental income from property business	407.72	1.05	380.02	0.81	363.72	0.65
Revenues from entertainment operations	146.54	0.38	134.89	0.29	113.31	0.20
Total revenues from hotel and mixed-use business	17,752.30	45.56	21,470.54	45.92	26,089.05	46.27

2. Sales of food and beverage include franchise fee income

3. Other income includes dividend income and interest income

2.1 Hotel and Mixed-Use Business

Hotel Business

Products or Services (Hotel Business)

Through continuous expansion and investment, the Company has 19,776 hotel rooms at the end of 2016, as follows:

Majority Owned Hotels:

1. Anantara Siam Bangkok
2. Anantara Riverside Bangkok
3. Anantara Hua Hin
4. Anantara Golden Triangle Elephant Camp
5. Anantara Bophut Koh Samui
6. Anantara Mai Khao Phuket Villas
7. Anantara Layan Phuket
8. Anantara Angkor
9. Anantara Kihavah Maldives Villas
10. Anantara Kalutara
11. Anantara Hoi An
12. The Royal Livingstone Victoria Falls Zambia by Anantara
13. AVANI Riverside Bangkok
14. AVANI Pattaya
15. AVANI Gaborone
16. AVANI Windhoek
17. AVANI Kalutara
18. AVANI Quy Nhon
19. AVANI Victoria Falls
20. Oaks Grand Gladstone
21. Oaks Elan Darwin
22. Tivoli Avenida Liberdade Lisboa
23. Tivoli Marina Vilamoura Algarve
24. Tivoli Marina Portimao Algarve
25. Tivoli Carvoeiro Algarve
26. Tivoli Oriente Lisboa
27. Tivoli Jardim
28. Tivoli Palacio de Seteais Sintra
29. Tivoli Sintra
30. Tivoli Coimbra
31. Tivoli Victoria
32. Tivoli Lagos Algarve
33. Tivoli Mofarrej - São Paulo
34. Tivoli Ecoresort Praia Do Forte Bahia

35. The St. Regis Bangkok
36. Four Seasons Chiang Mai
37. Four Seasons Tented Camp Golden Triangle
38. Four Seasons Koh Samui
39. JW Marriott Phuket
40. Elements Boutique

Joint Ventures:

41. Anantara Veli Maldives
42. Anantara Dhigu Maldives
43. Naladhu Maldives
44. Anantara Bazaruto Island
45. Anantara Medjumbe Island
46. Anantara Matemo Island
47. Anantara Peace Haven Tangalle
48. AVANI Pemba Beach
49. AVANI Lesotho
50. AVANI Maseru
51. Serendib Hotel group (3 hotels) in Sri Lanka including AVANI Bentota
52. AVANI Hai Phong Harbour View
53. PER AQUUM Niyama
54. The Radisson Blu, Maputo
55. Elewana hotel group in Africa (7 hotels)
56. Cheli and Peacock hotel group (5 hotels)

Purely Managed Hotels:

57. Anantara Si Kao
58. Anantara Baan Rajprasong Bangkok
59. Anantara Lawana Koh Samui
60. Anantara Sathorn Bangkok
61. Anantara Rasananda Koh Phangan Villas
62. Anantara Chiang Mai
63. Anantara Sanya
64. Anantara Xishuangbanna
65. Anantara Seminyak Bali
66. Anantara Uluwatu Bali
67. Anantara Al Jabal Al Akhdar
68. Al Baleed Salalah by Anantara
69. Banana Island Doha by Anantara
70. Anantara Sir Bani Yas Island Al Sahel Villa
71. Anantara Sir Bani Yas Island Al Yamm Villa
72. Anantara The Palm Dubai
73. Desert Islands by Anantara
74. Qasr Al Sarab Desert by Anantara

75. Eastern Mangroves by Anantara
76. Anantara Mui Ne
77. AVANI Atrium Bangkok
78. AVANI Khon Kaen
79. AVANI Sepang Goldcoast
80. AVANI Deira Dubai
81. AVANI Seychelles Barbarons
82. Oaks Bangkok Sathorn
83. Oaks Liwa Executive Suites
84. The Residences At Victoria
85. PER AQUUM Huvafen Fushi
86. Desert Palm PER AQUUM
87. Essque Zalu Zanzibar
88. Souq Waqif Boutique
89. Lewa Safari Camp
90. Kitich Camp Mathews Forest
91. Loisaba Tented Camp
92. Loisaba Star Beds

Management Letting Rights:

- 93 Oaks Hotels and Resorts in Australia, New Zealand and Dubai

Majority Owned Hotels:

- 1) **Anantara Siam Bangkok:** targets leisure, business and corporate travelers

Accommodation: 354 hotel rooms

Food and Beverage Services:

Hotel provides restaurants featuring Thai and international cuisines, bar, cocktail lounge, and function rooms to hotel and general guests.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Madison	99	Ballroom	1,000
Biscotti	100	Monthatip 1 – 4	700
Lobby Lounge	104	Pimarnman	228
Shintaro	64	Amorn Room	40
The Spice Market	72	Ratana Room	40
Terrace	88	Kosin Room	40
Aqua	59	Ratanakosin Room	100
Mocha & Muffins	29	Boardroom	14
		Napa Room	50
		Dara Room	50
		Chandra	50
		Suriyanchandra	140

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
		Busaba	60
		Mullika	16

Note: Four Seasons Bangkok was rebranded to Anantara Siam Bangkok since March 1, 2015.

2) Anantara Riverside Bangkok: targets leisure, business and corporate travelers

Accommodation: 408 rooms

Food and Beverage Services:

Hotel provides restaurants featuring Thai and international cuisines, bar, cocktail lounge, and function rooms to hotel and general guests.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
The Riverside Terrace	250	Ballroom A	200
The Market	130	Ballroom B	60
Brio	140	Ballroom C	60
Trader Vic's	126	Ballroom D	60
Benihana	132	Charoennakorn	100
Loy Nam	50	Thonburi	50
Elephant	60	Jasmine	40
Numero	70	Poppy	10
Manohra	150	Bamboo	10
		Lotus	12
		Garden	220
		Chao Phraya Ballroom	600

3) Anantara Hua Hin: targets leisure and corporate travelers

Accommodation: 187 rooms

Food and Beverage Services:

Hotel provides restaurants featuring Thai and international cuisines, bar, cocktail lounge, and function rooms to hotel and general guests.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Issara Café	140	Ruen Thon	60
Baan Thalia	60	Ruen Thai	40
Sala Siam	40	Ruen Anantara	140
Rim Nam	40	Ruen Nok	100
Loy Nam	50		
Saithong	70		
Lagoon	20		

4) Anantara Golden Triangle Elephant Camp: targets leisure and corporate travelers

Accommodation: 72 rooms

Food and Beverage Services:

Hotel provides restaurants featuring Thai and international cuisines, bar, cocktail lounge, and function rooms to hotel and general guests.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Sala Mae Nam Thai	120	Rim Khong	64
Baan Dahlia Italian	30	Mae Khong	144
Elephant Bar & Opium	20		

5) Anantara Bophut Koh Samui: targets leisure and corporate travelers

Accommodation: 106 rooms

Food and Beverage Services:

Hotel provides restaurants featuring Thai and international cuisines, bar, cocktail lounge, and function rooms to hotel and general guests.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
High Tide	84	Koh Samui Ballroom	200
Eclipse Bar	38	Koh Samui Room	100
Full Moon	54	Koh Phangan Room	100
Ocean's Edge	60	Koh Tao Boardroom	25

6) Anantara Mai Khao Phuket Villas: targets leisure travelers

Accommodation: 83 rooms

Food and Beverage Services:

Hotel provides restaurants, bar, cocktail lounge, and function rooms to hotel and general guests.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
La Sala	72	Andaman East	50
The Tree House	28	Andaman West	50
The Tasting Room	18	Sarasin Boardroom	12
Sea Fire Salt	72		

7) Anantara Layan Phuket (formerly known as Bundarika Villa and Suite): targets leisure travelers

Accommodation: 77 rooms

Food and Beverage Services:

Hotel provides three restaurants and bar, namely Sala Layan, Dee Plee and Breeze to guests.

Other services:

Spa and meeting room with capacity of 10 persons

8) Anantara Angkor: targets leisure travelers.

Accommodation: 39 rooms

Food and Beverage Services:

Hotel provides two restaurants and bar, namely The Sothea and The Gallery to guests.

Other Services:

Spa and meeting room with capacity of 122 persons

9) Anantara Kihavah Maldives Villas: targets leisure travelers

Accommodation: 79 rooms

Food and Beverage Services:

Hotel provides restaurants and bar to hotel guests.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Manzaru Restaurant	34	Sendaa	16
Manzaaru Pool Bar	40	Mariyadou	12
Plates Restaurant	116	Salla'	12
Sea Restaurant	18	Bodhu Ashi	12
Salt Restaurant	46		
Fire Restaurant	12		
Sky Bar	56		

Other Services:

- Water sport equipment
- Health center and in-room spa
- Souvenir shop
- Cooking class

10) Anantara Kalutara: targets leisure travelers

Accommodation: 141 rooms

Food and Beverage Services:

Hotel provides four restaurants bar, namely Olu Dining Restaurant, Acquolina Italian Restaurant, Spice Traders Asian restaurant and Upper Deck Bar to guests.

Other Services:

Spa and function room with capacity of 300 persons

11) Anantara Hoi An: targets leisure travelers

Accommodation: 94 rooms

Food and Beverage Services:

Hotel provides four restaurants and bar, namely Lantern, Riverside Café, Heritage Bar and Reflection to guests.

Other services:

Spa and meeting room with capacity of 200 persons

12) Royal Livingstone Victoria Falls Zambia by Anantara: targets leisure travelers

Accommodation: 173 rooms

Food and Beverage Services:

Hotel provides five restaurants and bar, namely The Bar, The Royal Livingstone Dining Room, The Royal Livingstone Lounge, The Sundecks and The Royal Livingstone Express.

Other Services:

Hotel provides meeting and function rooms for hotel and general guests.

Function Room	Capacity (Persons)
Royal Livingstone Boardroom	12
The Stanley Boardroom	10
Royal Livingstone Lawns	300
The Sundeck	60

13) AVANI Riverside Bangkok: targets leisure travelers

Accommodation: 248 rooms

Food and Beverage Services:

Hotel provides four restaurants and bar, namely Attitude, Pantry at AVANI, Long Bar and Skyline.

Other Services:

Hotel provides meeting and function rooms.

Function Room	Capacity (Persons)
Chaophraya Ballroom	360
Ballroom A	120
Ballroom B	45
Ballroom C	45
Ballroom D	45
Ballroom B/C/D	100
Charoennakorn Room	45
Thonburi Room	33
Garden Room	120
Jasmine Room	25

14) AVANI Pattaya (formerly known as Pataya Marriott): targets leisure and corporate travelers

Accommodation: 298 rooms

Food and Beverage Services:

Hotel provides Thai and international restaurants, bar, cocktail lounge, and function rooms to hotel and general guests.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Garden Café	140	Ballroom	150
Benihana	100	Room 1	130
Sala Rim Nam	120	Room 2	100
Manao	40	Rice Mill	30
Elephant	60	Chaba	15
		Sala Rim Nam	120

15) AVANI Gaborone: targets leisure travelers

Accommodation: 196 rooms

Food and Beverage Services:

Hotel provides six restaurants and bar, namely Casino Bar, Conservatory and Pool Terrace, Mahogany's, Savuti Grill, Mahogany's Cocktail Bar and Pool Bar.

Casino Services:

150 slot machines and 10 casino tables

Other Services:

Meeting and function rooms with capacity of 500 persons

16) AVANI Windhoek: targets leisure travelers

Accommodation: 173 rooms

Food and Beverage Services:

Hotel provides three restaurants and bar, namely Dunes Restaurant, Oasis Bar Lounge and Casino Bar.

Casino Services:

137 slot machines and 10 casino tables

Other Services:

Meeting and function rooms with capacity of 140 persons and spa service

17) AVANI Kalutara (formerly known as Kani Lanka Resort and Spa). Kani Lanka was previously managed by Serendib Hotel, based in Sri Lanka. In 2010, the Company increased its shareholding in the property to 80%.

Accommodation: 105 rooms

Food and Beverage Services:

Hotel provides restaurants, bar and function rooms

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Karadiya	24	Cinnamon	130
Miridiya	60		
Saffron	38		
Palm	150		

18) AVANI Quy Nhon: targets leisure travelers

Accommodation: 63 rooms

Food and Beverage Services:

Hotel provides 3 restaurant and bar, namely Tre, Gio and Tre Lobby Bar.

Other Services:

Meeting and function rooms with capacity of 120 persons and other facilities:

- Fishing, dolphin cruise, scuba diving, snorkeling
- Tennis, squash, badminton, volleyball, riding horse and bicycle
- Water sport equipment
- Cooking class
- Spa service

19) AVANI Victoria Falls: targets leisure travelers

Accommodation: 212 rooms

Food and Beverage Services:

Hotel provides three restaurants and bar, namely The Theatre of Food, Poolside Grill & Pool Bar and Boma Dinners

Other Services:

Hotel provides meeting and function rooms for hotel and general guests.

Function Room	Classroom Capacity (Persons)
Kafue Boardroom	10
Luangwa Boardroom	10
Lozi Meeting Space	20
Tonga Meeting Space	20
Zebra	45
Giraffe	40
Elephant	40
Lion	45

20) Oaks Grand Gladstone (Oaks Group): targets business and leisure travelers

Accommodation: 144 rooms

Food and Beverage Services:

Hotel provides two restaurants and bar, namely Ribs & Rump Steakhouse and Coffee Club.

Other Services:

Meeting and function rooms with capacity of 500 persons

21) Oaks Elan Darwin (Oaks Group): targets business and leisure travelers

Accommodation: 301 rooms

Food and Beverage Services:

Hotel provides restaurant and bar, namely Seoul Food.

Other Services:

Meeting and function rooms with capacity of 200 persons

22) Tivoli Avenida Liberdade Lisboa: targets leisure and corporate travelers

Accommodation: 306 rooms

Food and Beverage Services:

Hotel provides restaurant, cocktail lounge, and function rooms to hotel and general guests.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Brasserie Flo	120	Tivoli	250
Terraço Restaurant	110	Sintra	100
Sky Bar	80	Pardal Monteiro	90
Tivoli Caffè	100	Parque Mayer	60
Pool Bar	57	Boardroom	14
		Break-out room	15
		João Hogan	48
		Júlio Magalhães	40
		Milly Possoz	80
		Beatriz Costa	150
		Lounge Beatriz Costa	100
		Sucena	400
		Castello Lopes	350
		Avenida	40
		Norte Júnior	70
		Barata Salgueiro	150

23) Tivoli Marina Vilamoura Algarve: targets leisure and corporate travelers

Accommodation: 383 rooms

Food and Beverage Services:

Hotel provides restaurant, cocktail lounge, and function rooms to hotel and general guests.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Pepper's Steakhouse	70	Fénix	1,300
Chili Restaurant	600	Aquarius	180
Menta Restaurant	300	Taurus	70
Purobeach - lakeside	1,500	Delfim	80
Purobeach - beach	36	Hidra	90
Canela Bar & Side Bar Terrace	260	Lince	90
Chocolate Bar		Lira	90
Açucar Bar		Pégaso A	80
		Pégaso B	80
		Neptuno	380
		Medusa	50
		Vega	170
		Gemini	480

24) Tivoli Marina Portimao Algarve: targets leisure travelers

Accommodation: 196 rooms

Food and Beverage Services:

Hotel provides restaurant, cocktail lounge, and function rooms to hotel and general guests.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Deck Restaurant & Bar	180	Tirreno	100
Acqua Lounge Restaurant & Bar	115		
Snack Bar Ithaka	20		
Loft Bar	45		

25) Tivoli Carvoeiro Algarve: targets leisure travelers

Accommodation: 293 rooms

Food and Beverage Services:

Hotel provides restaurant, cocktail lounge, and function rooms to hotel and general guests.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Varanda Restaurant	200	Vila da Lagoa	150
Páteo Restaurant	250	Porches	120
Palmeira Coffee Shop	170	Algar Seco	120
Grotto Bar	130	Alfanzina	120
Gaivota Bar		Centeanes	100
		Almansor	1,100
		Carvoeiro	450
		Bogart's	90

26) Tivoli Oriente Lisboa: targets leisure and corporate travelers

Accommodation: 279 rooms

Food and Beverage Services:

Hotel provides restaurant, cocktail lounge, and function rooms to hotel and general guests.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Hippopotamus Grill	170	Alcântara	40
Tivoli Caffè Oriente	80	Alfama	50
		Chiado	50
		Castelo	40
		Campolide	50
		Olivais	50
		Lisboa Antiga	550
		Graça	16
		Madredeus	16
		Madragoa	12
		Marvila	30
		Lapa	36
		VIII Colina	200
		Oriente	300

27) Tivoli Jardim

Accommodation: 119 rooms

Food and Beverage Services:

Hotel offers restaurant and bar service through its Olivier Avenida Restaurant.

Other Services:

Meeting room and function room (called Primavera) with capacity of 50 persons

28) Tivoli Palacio de Seteais Sintra

Accommodation: 30 rooms

Food and Beverage Services:

Hotel offers restaurant and bar service through its Seteais Restaurant.

Other Services:

Meeting and function rooms.

Function Room	Capacity (Persons)
D. João VI	60
Guildmeester/Royal	100
Marquês de Marialva	70

Function Room	Capacity (Persons)
Pillement	40
Pombal da Várzea	60

29) Tivoli Sintra

Accommodation: 77 rooms

Food and Beverage Services:

Hotel offers restaurant and bar service through its Monserrate Restaurant.

Other Services:

Meeting and function rooms

Function Room	Capacity (Persons)
Byron	60
Eça de Queiroz A + B	220
Gil Vicente	40

30) Tivoli Coimbra

Accommodation: 100 rooms

Food and Beverage Services:

Hotel offers restaurant and bar service through its Caffè' Coimbra Restaurant.

Other Services:

Meeting and function rooms

Function Room	Capacity (Persons)
Mondego	14
Porto	130
Sintra	50
Tejo	18
Tivoli	120

31) Tivoli Victoria: targets leisure travelers

Accommodation: 280 rooms

Food and Beverage Services:

Hotel provides four restaurants and bar, namely Emo-Gourmet, Sensorial Restaurant, Bartini Bar and Chill ByThe Pool

Other Services:

Meeting and function rooms

Restaurant and Coffee Shop	Capacity (Persons)
Continental	300
Continental A, B, C, D	70
Continental A+B / C+D	140
Continental A+B+C / B+C+D	230
Global	700
Global A, C	230
Global A + B	500
Global A1, A2	80
Global B	230
Global B + C	500

32) Tivoli Lagos Algarve

Accommodation: 324 rooms

Food and Beverage Services:

Hotel provides four restaurants and bar, including DunaBeach, Laco'briga Restaurant, Luna Bar & Lounge and PÁTEO VELHO Restaurant

Other Services:

Meeting and function rooms

Restaurant and Coffee Shop	Capacity (Persons)
Burgau	14
Canavial	60
Conference Room	120
Sagres	20

33) Tivoli Mofarrej - São Paulo: targets leisure and corporate travelers

Accommodation: 220 rooms

Food and Beverage Services:

Hotel provides restaurant, cocktail lounge, function rooms.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Arola Vintetres Restaurant	90	Jardins	600
Tivoli Bistrô	120	Itaim	180
Narã Bar	60	Liberdade	200
		Ipiranga	50
		Pinheiros	40
		Paraíso	8
		Foyer Jardins	300

34) Tivoli Ecoresort Praia Do Forte Bahia: targets leisure and corporate travelers

Accommodation: 287 rooms

Food and Beverage Services:

Hotel provides restaurant, cocktail lounge, function rooms.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Goa Restaurant	550	Garcia d'Álvia	200
Tabaréu Restaurant	140	A Casa da Torre	400
À Sombra do Coqueiral Restaurant	130		
Dendê Bar	242		
Ice Bar	60		

35) The St. Regis Bangkok: targets leisure, business and corporate travelers

Accommodation: 224 rooms

Food and Beverage Services:

Hotel provides Thai and international restaurants, bar, cocktail lounge, and function rooms.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Zuma	221	Astor Ballroom	200
Jojo	119	Astor I	70
Viu	86	Astor II	60
The St. Regis Bar	100	Astor III	60
Decanter	64	Rajadamri I	24
		Rajadamri II	30
		Rajadamri III	20
		Rajadamri IV	20

36) Four Seasons Chiang Mai: targets leisure, business and corporate travelers

Accommodation: 64 rooms and 12 pool villas

Food and Beverage Services:

Hotel provides Thai and international restaurants, bar, cocktail lounge, and function rooms.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Sala Mae Rim	70	Kasalong Pavillion	18-40
Elephant Bar	22	Rachawadee Residence	81-150
Terraces	58		
Ratree Bar	28		

37) Four Seasons Tented Camp Golden Triangle: targets high-end leisure travelers

Accommodation: 15 rooms

Food and Beverage Services:

Hotel provides Thai and international restaurants, bar, cocktail lounge, and function room.

Restaurant and Bar	Capacity (Seats)
Nong Yao	36
Burma Bar	20
Wine Cellar	6

38) Four Seasons Resort Koh Samui: targets leisure travelers

Accommodation: 60 rooms

Food and Beverage Services:

Hotel provides Thai and international restaurants, bar, cocktail lounge, and function room.

Restaurant and Bar	Capacity (Seats)
Lan Tania	102
Pla Pla	102
Wine Cellar	8

39) JW Marriott Phuket: targets leisure and corporate travelers

Accommodation: 265 rooms

Food and Beverage Services:

Hotel provides Thai and international restaurants, bar, cocktail lounge, and function rooms.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Marriott Café	180	Mai Khao Ballroom	600
Cucina	82	Salon A or B or D or E	85
Andaman Grill	90	Salon C	240
Kabuki	77	Layan 1, 2 or Rawai 1, 2	60
Siam Deli	92	Kamala Boardroom	10
Ginja Taste	130		
Sala Sawasdee Lobby Bar	89		
Rim Nam Pool Bar	236		
Out of the Blue Drink	110		
Out of the Blue Splash	100		
North Pool	96		
Zest	73		
Delight	39		
Aqua	67		

40) Elements Boutique, Koh Samui: targets leisure and corporate travelers

Accommodation: 34 rooms

Food and Beverage Services:

Hotel provides restaurant and bar, namely Bamboo Beach Café and Fai Dining.

Other Services:

Meeting room, function room and spa

Joint-Venture Hotels

41) Anantara Veli Maldives (formerly known as Boduhura Maldives) (50% joint venture with the Maldivian): targets leisure travelers

Accommodation: 67 rooms

Food and Beverage Services:

Hotel provides restaurants and bar, including Baan Huraa, 73 Degrees, Origami, Dhoni, Fushi Cafe', Sea. Fire. Salt. Terrazzo and Aqua.

Other Services:

- Fishing, dolphin cruise, scuba diving, snorkeling
- Tennis, squash, badminton, volleyball
- Water sport equipments
- Wellness center and in-room spa
- Souvenir shop
- Excursions, money exchange, laundry, mailing, fax, telephone, etc.
- Travel and shopping in Male, the capital city of the Maldives
- Shuttle boat service among sister islands for guests who wish to try restaurants of other hotels i.e. guests of Anantara Veli Maldives who would like to dine at Anantara Dhigu Maldives' restaurants
- Spa

42) Anantara Dhigu Maldives (50% joint venture with the Maldivian): targets leisure travelers

Accommodation: 110 rooms

Food and Beverage Services:

Hotel provides restaurants and bar, including Baan Huraa, 73 Degrees, Origami, Dhoni, Fushi Cafe', Sea. Fire. Salt, Terrazzo and Aqua.

Other Services:

- Fishing, dolphin cruise, scuba diving, snorkeling
- Fitness center (with personal trainers)
- Water sport equipments
- Wellness center and in-room spa
- Souvenir shop
- Excursions, money exchange, laundry, mailing, fax, telephone, etc.

- Travel and shopping in Male, the capital city of the Maldives
- Shuttle boat service among sister islands for guests who wish to try restaurants of other hotels i.e. guests of Anantara Dhigu Maldives who would like to dine at Anantara Veli Maldives' restaurants
- Spa

43) Naladhu Maldives (50% joint venture with the Maldivian): targets leisure travelers

Accommodation: 20 rooms with private pool

Food and Beverage Services:

Hotel provides restaurants and bar, including The Living Room, Intimate Dining Affairs, Baan Huraa.

Other Services:

- Fishing, dolphin cruise, scuba diving, snorkeling
- Tennis, squash, badminton, volleyball
- Water sport equipments
- Wellness center and in-room spa
- Souvenir shop
- Excursions, money exchange, laundry, mailing, fax, telephone, etc.
- Travel and shopping in Male, the capital city of the Maldives
- Shuttle boat service among sister islands for guests who wish to try restaurants of other hotels i.e. guests of Naladhu Maldives who would like to dine at restaurants at Anantara Veli Maldives or Anantara Dhigu Maldives

44) Anantara Bazaruto Island: targets leisure travelers

Accommodation: 44 rooms

Food and Beverage Services:

Hotel provides 3 restaurants and bar, namely Clube Naval, Golfniho and Tartaruga.

Other Services:

Hotel provides meeting rooms, function rooms with capacity of 60 persons and spa.

45) Anantara Medjumbe Island: targets leisure travelers

Accommodation: 12 rooms

Food and Beverage Services:

Hotel provides two restaurants and bar, namely Jahazi Restaurant and Bahari Lounge Bar.

Other Services:

Spa

46) Anantara Matemo Island: targets leisure travelers (currently under renovation)

Accommodation: 23 rooms

47) Anantara Peace Haven Tangalle: targets leisure travelers

Accommodation: 152 rooms

Food and Beverage Services:

Hotel provides four restaurants and bar, namely Journeys, Il Mare, Verele and El Vino

Other Services:

Hotel provides meeting and function rooms to hotel and general guests.

48) AVANI Pemba Beach: targets leisure travelers

Accommodation: 185 rooms

Food and Beverage Services:

Hotel provides three restaurants and bar, namely Quirimbas, Clube Naval and The Niassa Bar

Other Services:

Hotel provides meeting and function rooms as follows.

Function Room	Capacity (Persons)
Cabo Delgado Conference Room	160
Mussoma Meeting Room	50
Mueda Boardroom	14

49) AVANI Lesotho: targets leisure travelers

Accommodation: 158 rooms

Food and Beverage Services:

Hotel provides five restaurants and bar, namely Café Nala Restaurant, Ying Tao Grill, Leifo Lounge & Fireplace Lounge, Hotsomo Hunting Man's Bar and Letamong Pool Bar

Other services

Hotel provides meeting and function rooms to hotel and general guests as follows.

Function Room	Capacity (Persons)
Khanya Boardroom	12
Khotla Room	30
Pisto	300
Senqu Room	30
Seotlong Room	10

50) AVANI Maseru: targets leisure travelers

Accommodation: 105 rooms

Food and Beverage Services:

Hotel provides four restaurants and bar, namely Mohokare Restaurant, Mohokare Lounge, Katse Terrace and Mohope Bar & Lounge

Other Services:

Hotel provides meeting and function rooms to hotel and general guests as follows.

Function Room	Capacity (Seats)
Pula Convention Centre	600
Naleli Room	120
Molepe Room	300
Qiloane Room	30
Leseli Room	10

51) **Serendib Group**, Serendib Group in Sri Lanka is managed by Serendib Hotels, a subsidiary of Hemas Holdings Limited (Hemas) which is listed on Colombo Stock Exchange of Sri Lanka. In 2007, the Company acquired 20% stake in Serendib Hotels, which has a portfolio of multiple hotels, including:

	Hotel	Country	Target Group	Rooms
1	AVANI Bentota (formerly known as Hotel Serendib)	Sri Lanka	Leisure	75
2	Club Hotel Dolphin	Sri Lanka	Leisure	154
3	Hotel Sigiriya	Sri Lanka	Leisure	79

52) **AVANI Hai Phong Harbour View** (formerly known as Harbour View Hotel Vietnam) (the Company has 30.39% shareholding): targets leisure, business and corporate travelers

Accommodation: 122 rooms

Food and Beverage Services:

Hotel provides Thai and international restaurants, bar, cocktail lounge and function rooms to serve hotel and general guests as follows.

Restaurant and Coffee Shop	Capacity (Seats)	Function Room	Capacity (Persons)
Cheer Pub	34	Hanoi	96
The La Terrasse	30	Saigon	96
The Harbour Café	72	Haiphong	72
The Nam Phuong	90	Danang	108
		Boardroom	10

Other Services:

- Fitness center
- Souvenir shop
- Others include concierge service, business center, doctor on call, limousine service, excursions, money exchange, laundry, mailing, fax, telephone, etc.

53) PER AQUUM Niyama : targets leisure travelers

Accommodation: 134 rooms

Food and Beverage Services:

Hotel provides nine restaurants and bar, namely Blu, Nest, Edge, Tribal, Epicure, Subsix, Fahrenheit, Dune and The Deli

Other Services:

Spa

54) Radisson Blu, Maputo: targets leisure and corporate travelers

Accommodation: 154 rooms

Food and Beverage

Hotel provides three restaurants and bar, namely Filini Bar & Restaurant, Restaurant Azul and Palmeira Lounge.

55) Elewana Collection, Africa

Hotels under the Elewana Collection are managed by Elewana Afrika Limited in Tanzania. The Company has invested in 50% stake in Elewana Afrika Limited in 2008. Elewana Afrika Limited is famous for its safari experience in Africa with its luxurious accommodations built in harmony with the natural and beautiful environments of Africa. The Elewana portfolio consists of:

	<u>Hotel</u>	<u>Country</u>	<u>Target Group</u>	<u>Rooms</u>
1	Arusha Coffee Lodge	Tanzania	Leisure	30
2	Serengeti Migration Camp	Tanzania	Leisure	20
3	Tarangire Treetops	Tanzania	Leisure	20
4	The Manor at Ngorongoro	Tanzania	Leisure	20
5	Kilindi Zanzibar	Tanzania	Leisure	14
6	AfroChic Diani Beach	Kenya	Leisure	10
7	Sand River Masai Mara	Kenya	Leisure	16

56) Cheli and Peacock Group:

Cheli and Peacock Group is based in Kenya and Tanzania. In 2015, Elewana Afrika Limited, the Company's 50% joint venture, acquired the Cheli and Peacock portfolio and assumed the management since then. The acquisition helped strengthen the Company's platform for safari experience in Africa. The Cheli and Peacock portfolio includes:

	<u>Hotel</u>	<u>Country</u>	<u>Target Group</u>	<u>Rooms</u>
1	Serengeti Pioneer Camp	Tanzania	Leisure	12
2	Tortilis Camp Amboseli	Kenya	Leisure	18
3	Elsa's Kopje Meru	Kenya	Leisure	11
4	Joy's Camp Shaba	Kenya	Leisure	10
5	Elephant Pepper Camp Masai Mara	Kenya	Leisure	10

Purely Managed Hotels:

	Hotel	Country	Target Group	Rooms
57)	Anantara Sikao	Thailand	Leisure	139
58)	Anantara Baan Rajprasong Bangkok	Thailand	Leisure	97
59)	Anantara Lawana Koh Samui	Thailand	Leisure	122
60)	Anantara Sathorn Bangkok	Thailand	Leisure	310
61)	Anantara Rasananda Koh Phangan Villas	Thailand	Leisure	64
62)	Anantara Chiang Mai	Thailand	Leisure	84
63)	Anantara Sanya	China	Leisure	122
64)	Anantara Xishuangbanna	China	Leisure	103
65)	Anantara Seminyak Bali	Indonesia	Leisure	60
66)	Anantara Uluwatu Bali	Indonesia	Leisure	74
67)	Anantara Al Jabal Al Akhdar	Oman	Leisure	115
68)	Al Baleed Salalah by Anantara	Oman	Leisure	136
69)	Banana Island Doha by Anantara	Qatar	Leisure	141
70)	Anantara Sir Bani Yas Island Al Sahel Villa	Abu Dhabi, UAE	Leisure	30
71)	Anantara Sir Bani Yas Island Al Yamm Villa	Abu Dhabi, UAE	Leisure	30
72)	Anantara The Palm Dubai	Abu Dhabi, UAE	Leisure	293
73)	Desert Islands by Anantara	Abu Dhabi, UAE	Leisure	64
74)	Qasr Al Sarab Desert by Anantara	Abu Dhabi, UAE	Leisure	206
75)	Eastern Mangroves by Anantara	UAE	Leisure	222
76)	Anantara Mui Ne	Vietnam	Leisure	90
77)	AVANI Atrium Bangkok	Thailand	Leisure	568
78)	AVANI Khon Kaen	Thailand	Leisure	196
79)	AVANI Sepang Goldcoast	Malaysia	Leisure	315
80)	AVANI Deira Dubai	UAE	Leisure	216
81)	AVANI Seychelles Barbarons	Seychelles	Leisure	124
82)	Oaks Bangkok Sathorn	Thailand	Leisure	115
83)	Oaks Liwa Executive Suites	UAE	Leisure	54
84)	The Residences At Victoria	Portugal	Leisure	93
85)	PER AQUUM Huva fen Fushi	Maldives	Leisure	44
86)	Desert Palm PER AQUUM	UAE	Leisure	38
87)	Essque Zalu Zanzibar	Tanzania	Leisure	49
88)	Souq Waqif Boutique	Qatar	Leisure	183
89)	Lewa Safari Camp	Kenya	Leisure	13
90)	Kitich Camp Mathews Forest	Kenya	Leisure	6
91)	Loisaba Tented Camp	Kenya	Leisure	12
92)	Loisaba Star Beds	Kenya	Leisure	4

Management Letting Rights:

93) Oaks Hotels and Resorts are located in Australia, New Zealand, Dubai and Thailand, totalling 51 hotels: 47 hotels in Australia with locations in tourist attractions and central business district areas (10 hotels in New South Wales, 7 hotels in Victoria, 23 hotels in Queensland, 5 hotels in South Australia and 2 hotels in Western Australia); 3 hotels in New Zealand (1 hotel in North Island and 2 hotels in South Island) and 1 hotel in Dubai, UAE. Altogether, these properties have 6,339 rooms.

Most of Oaks hotels are located in business district and capital cities, therefore, Oaks' target group is businessmen and corporate travellers. Tourists are Oaks' secondary target market. As a result, room type and in-room amenities are convenient for business travellers.

For sourcing of products and services for hotel operations, in addition to rooms, amenities and quality of raw materials for food and beverage, staff is another crucial factor. The Company has a policy to recruit local staff and provide the necessary training. Moreover, there is a secondment program for Thai staff to overseas training and in-house training programs by specialists. Hiring foreigners is also beneficial to Thai staff in terms of knowledge and experience transfer.

Marketing and Competitive Conditions (Hotel Business)

Marketing and competitive environment information, ending December 31, 2016, was a compilation of information from government and the industry.

1. Tourism Industry and Hotel

Although Thailand was impacted by the mourning period and the crack down of zero-dollar tourism policy of the government, Thailand's tourism industry continued to grow in 2016. The number of foreign tourists totaled 32.6 million, increasing by 9% from the previous year. The hotel occupancy rate averaged 66.6% nationwide, increasing by 1.5% from the previous year.

With Thailand being the center of tourism, located in the middle of Asia Pacific, and Thailand's image of safety, liveliness and deep-root culture, Tourism Authority of Thailand still expects foreign tourist arrivals to grow to 35.6 million in 2017, increasing by 9% from 2016, and generating tourism revenue of 2.7 trillion Baht in 2017, increasing by 8% from 2.5 trillion Baht in 2016. Thailand focuses on the development of quality of tourism, promotion of new tourism destinations in order to distribute income to local towns and marketing campaigns to improve Thailand's image by differentiations such as medical tourism, wedding and honeymoon tourism, as well as river and sea tourism by promoting Thailand as the center of water traveling. Moreover, the government focuses on the tourism management with provision of online information, development of tourism personnel and ensuring the standard of operators. It is expected that such strategies will improve Thailand's tourism industry and provide sustainable revenue to the country.

Source: Tourism Authority of Thailand and Bank of Thailand

	2015	2016
Foreign Tourist (in Million)	29.9	32.6
% Change	20.6	9.0
Occupancy (%)	65.1	66.6

	Foreign Tourists	
	Million Persons	% Change
2007	14.46	+4.6%
2008	14.58	+0.8%
2009	14.15	-3.0%
2010	15.94	+12.4%
2011	19.09	+19.8%
2012	22.30	+16.8%
2013	26.73	+19.9%
2014	24.78	-7.3%
2015	29.94	+20.6%
2016	32.60	+8.9%

Source: Tourism Authority of Thailand

Competitors and Competitive status (Business Hotel)

- **Bangkok:**
 Anantara Riverside Bangkok Resort is a five-star resort, focusing on leisure clients. Comparing with peers, namely, The Peninsula Hotel, Shangri-La, Royal Orchid Sheraton and Millenium Hilton, Anantara Riverside's Revenue per Available Room (RevPar) ranked in the middle of the group in 2016. AVANI Riverside Bangkok Hotel, opened in 2016, is a four-star hotel with distinguished features of modern rooms with The Chao Phraya River's view and large Banquet Halls at attractive rates when compared with operators in the same peer group, namely, Royal Orchid Sheraton, Millenium Hilton and Pullman Bangkok Hotel G. As a result, the hotel has been well received by tourists, wedding groups and MICE groups. Anantara Siam Bangkok Hotel faces intense competition with various five-star hotels. The hotel's target groups are corporate customers, businessmen and tourists. The hotel has competitive advantage with its excellent service, well-maintained and luxurious facilities and great location. The St. Regis Bangkok was opened in 2011 with business travellers and corporate groups as its key clients. Both Anantara Siam Bangkok Hotel and The St. Regis Bangkok have their core client base. Moreover, the Company manages three four-star hotels, namely Anantara Baan Rajprasong Bangkok Serviced Suites, AVANI Atrium Bangkok and Oaks Bangkok Sathorn, focusing on corporate groups, businessmen and tourists.
- **Pattaya:** AVANI Pattaya Resort & Spa is one of the leaders of upscale hotels in Pattaya, focusing on leisure clients. Its peers include Dusit Resort, Amari Orchid, Holiday Inn and Intercontinental.
- **Hua-Hin:** Anantara Hua Hin Resort & Spa is a unique hotel, focusing on high-end clients. Operators in the same peer group are Hilton, Intercontinental, Sheraton and Hyatt.
- **Phuket:** JW Marriott Phuket Resort & Spa is a global network hotel, focusing on leisure clients. Its peers are Laguna Beach, Le Meridien, Westin Siray Bay and Dusit Laguna. Anantara Mai Khao Phuket Villas is a flagship hotel of the Anantara group with private swimming pools in every villa, targeting high-end clients. Operators in the same peer group are Banyan Tree, Tri Sara, Sala Phuket, Phuket Pavillions and Aleenta. Anantara Layan Phuket Resort, opened in 2014, is the second Anantara hotel and the third hotel owned by the Company in Phuket. It is a high-end hotel with luxurious design on private and tranquil Layan beach. The competitive advantages of the three hotels include luxurious rooms and excellent service, resulting in the Company being a leading hotel operator in Phuket.

- Samui: Anantara Bophut Koh Samui Resort is a unique high-end hotel. Operators in the same peer group are Renaissance, Le Meridien, Sala, Intercontinental. Four Seasons Koh Samui is a global branded hotel with Banyan Tree, W Retreat, Napasai, Six Senses as its peers. In 2016, Four Seasons Koh Samui generated the highest Revenue Per Available Room (RevPar) among its peers. In addition, at the end of 2010, the Company started managing Anantara Lawana Koh Samui Resort, emphasizing its leadership position as a hotel operator on Koh Samui with its three hotels.
- Chiang Mai: Four Seasons Chiang Mai is the leading hotel in the high-end segment. Operator in the same peer group is Dhara Dhevi. In 2016, Four Seasons Chiang Mai has the highest Revenue Per Available Room (RevPar). Moreover, at the end of 2013, the Company took over the management of Anantara Chiang Mai Resort, signifying the company's expertise in operating hotels at the international level.
- Chiang Rai: Anantara Golden Triangle Elephant Camp & Resort has peers including Dusit Island, Imperial, Katilya and Le Meridien. Anantara Golden Triangle generated one of the highest Revenue Per Available Room (RevPar) among its peers in 2016. The Company also owns Four Seasons Tented Camp Golden Triangle, an exclusive unique resort with 15 luxurious open-air tents in the wondrous natural surroundings of Northern Thailand. Therefore, there are no direct competitors.
- Australia: tourism industry is one of the important industries in Australia. In 2016, the tourist arrivals to Australia is estimated at 7.8 million, an increase of 9.3% from last year. Tourists are primarily from New Zealand, China, England, US and Singapore. Moreover, it is expected that tourist arrivals will grow to 8.3 million in 2017, an increase of 6.7% from 2016, and will exceed 10 million in the next 10 year, an increase of over 50% from 2017. Most of the increase is expected to be from the emerging markets in Asia, including China, India, South Korea and Indonesia, respectively. Meanwhile, the conventional markets including New Zealand, England and US are expected to continue to grow. (Source : Tourism Research Australia)

Main competitors in Australia are Accor Hotel Group, IHG and Mantra.

- Accor Hotel Group operates many brands of hotels, namely, Sofitel, Pullman, MGallery, Novotel, Mercure, ibis, All Season and E Tap. After its acquisition of Mirvac Group in Australia in 2011, Accor has the highest market share in the country.
- IHG Hotel Group has many brands in its portfolio, namely, Intercontinental, Crowne Plaza, Holiday Inn, Holiday Inn Express and Staybridge Suites
- Mantra Hotel Group has Peppers, Mantra and BreakFree brands.
- Maldives: the number of foreign tourists totaled 1.29 million in 2016, an increase of only 4.2% from previous year because of slowdown of Chinese tourists, as a result of weak economy and the depreciation of their currency. However, Tourism Authority of Maldives is confident of the long-term tourism potential, with the beauty of the tropical paradise. The government focuses on marketing strategy to attract tourists, promoting investment in the developing islands, and developing infrastructure system and aviation in the country. (Source: Ministry of Tourism, Republic of Maldives)

The Company operates a total of six hotels: one owned hotel - Anantara Kihavah Maldives Villas, four joint-venture hotels, namely, Anantara Veli Maldives Resort, Anantara Dhigu Maldives Resort, Naladhu Maldives and PER AQUUM Niyama, and one managed hotel - PER AQUUM Huvafen Fushi. Four Seasons, Soneva Fushi and One & Only are main competitors.

- Portugal: revenue in tourism and related industry accounted for 10% of the country's GDP in 2014, and is on an increasing trend with the growing number of tourists in the past years. Portugal received more than 19 million tourists in 2015, increasing by 7% from the previous year. The trend continued going into the first nine months in 2016, where tourist arrivals were up by 4.3% to 15.6 million visitors. Even with concerns following Brexit, the United Kingdom remained the biggest tourist market for Portugal, followed by Spain, France, Germany and Holland. As tourism fears of geopolitical instabilities and terrorism drove customers away from other Mediterranean destinations, Portugal has been the prime beneficiary, along with Spain. The Algarve Tourism Board has issued a statement that "2016 will be the best year ever" for the region's tourism.

The Company operates a total of 12 four-star and five-star hotels: 11 owned hotels, namely, Tivoli Lisboa Avenida Liberdade Lisboa, Tivoli Marina Vilamoura Algarve Resort, Tivoli Marina Portimao Algarve Resort, Tivoli Carvoeiro Algarve Resort, Tivoli Oriente Lisboa Hotel, Tivoli Jardim Lisboa Hotel, Tivoli Palacio de Seteais Sintra Hotel, Tivoli Sintra Hotel, Tivoli Coimbra Hotel, Tivoli Victoria Algarve Resort and Tivoli Lagos Algarve Resort; and one managed hotel - The Residences at Victoria Algarve.

Marketing Strategies (Hotel Business)

The Company has centralized sales system, with centralized customer and hotel database, which will be used for market expansion and sales promotion through decentralization in a much wider and quicker way.

The Company has marketing and sales strategies as follows:

1. Focusing on high-value, impressive service with travel agencies, airlines and other organizations such as department stores and credit card companies to increase the number of clients.
2. Focusing on expanding client base to under-penetrated promotion markets, building good relationships in regional markets such as China, India, Korea and other markets in Asia and Europe, and developing direct sales efforts to reach more target groups.
3. Enforcing good relationships with current clients to create good impression and repeat purchases by improving and updating them with current services and programs so they can choose the most suitable services.
4. Promoting Bangkok reservation center and the other 18 international agents such as Australia, Singapore, UK and China etc., for ease of room reservation.
5. Developing online reservation system, which is the high growth potential channel, where guests can make reservations through www.minorhotels.com and www.anantara.com in seven languages; Thai, English, Chinese, Japanese, Russian, German and Arabic, and reservations through global tourism business partners, i.e. Global Hotel Alliance, Small Luxury Hotel of the World, Virtuoso, Kiwi Collection and The Leading Small Hotels of the World and Mr. and Mrs. Smith.
6. Promoting the Company's brands through newly managed hotels by the Company in high growth tourist countries such as China and United Arab Emirates.

The Company utilizes several business models to manage the hotel in the group: owned hotel managed by the Company, management under trademark and joint-venture hotels. There are several factors taken into consideration in using various business models as follows:

1. Owned hotel managed by the Company

The Company owns many brands in its portfolio, namely, Anantara, AVANI, PER AQUUM, Tivoli and Oaks. Therefore, the Company takes into consideration of various factors, i.e. size of hotels, location, competitive conditions and experience in operating in such markets, and will use its own brand if feasible, in order to save costs in terms of management fee. Moreover, the Company also receives management fee from managed hotels under its brands, namely, Anantara, AVANI, PER AQUUM, Tivoli and Oaks. At the end of 2016, the Company managed 36 hotels, from 56 hotels in total with management contracts signed. The remaining 20 hotels are in the process of construction, and will open for service during 2017-2019.

2. Joint-venture hotels and hotels managed by others

In case of some countries that the Company is not familiar but sees growth potential, the Company may seek experienced joint-venture partners. Examples include 50% joint venture in hotels in the Maldives and Africa, or appointment of international hotel brands to manage projects; i.e., hotel management by Four Seasons under trademark "Four Seasons", hotel management by Marriott Hotel Group under trademark "JW Marriott", and hotel management by Starwood under trademark "St. Regis". Under the management contract, management fee is calculated as a percentage of total revenue and a percentage of gross operating profit of hotels.

Client Characteristics

Both Thai and foreign clients can be classified into three main groups:

1. Clients who make reservation through both domestic and overseas travel agencies, who will deliver clients to hotels. Rooms sold through travel agencies is the largest client group for the Company.
2. General tourists contacting hotels directly.
3. Meeting and seminar client groups will generate additional revenues apart from room revenue.

Majority of the Company's clients are through diverse domestic and overseas travel agencies with no single client accounting for more than 30%. For domestic clients, which are private and state-owned enterprises, the Company has maintained good relationships with them and seen them become its frequent customers.

Clients by continents:

Country/Continent	2014	2015	2016
Thailand	7%	6%	5%
East Asia	32%	32%	25%
South Asia	4%	5%	4%
Middle East	13%	11%	10%
Europe	29%	26%	37%
America	7%	11%	11%
Ossania	5%	4%	3%
Others	3%	5%	5%
Total	100%	100%	100%

Clients by first five countries:

No	Country	2014	2015	2016
1	China	13%	14%	12%
2	England	7%	7%	12%
3	Germany	5%	6%	6%
4	America	6%	6%	6%
5	Thailand	7%	6%	5%

Target Groups (Hotel Business) divided into four types:

1. Leisure
2. Business
3. Meetings, Incentive Travel, Conventions, Exhibitions of government sector and private sector (MICE)
4. Businessmen and tourists traveling through the country

The client breakdown differs depending on locations and policies of each hotel.

Price Policy (Hotel Business)

Hotel business is highly impacted by the seasonality. In the past, the Company had high occupancy rate during January to March and October to December, supported by the high tourist seasons of the Company's key operating markets such as Thailand, the Indian Ocean, including the Maldives and United Arab Emirates. Such seasonal nature of tourist demand affects hotel pricing. However, Tivoli portfolio in Portugal has different tourist season with the high tourist season being from April to September. Consequently, the Company's overall occupancy and room rate are less volatile. For Oaks Hotels and Resorts in Australia, the business is less affected by seasonality as its main customers are business and domestic travelers. In setting room rates, the Company considers seasonality factor, operating costs, as well as market rates offered by competitors in the same hotel segment. However, during low seasons or low-demand period, the Company implements promotional strategies such as special occasion discount, promotional package with other hotels within the chain for special price, complementary special services, special promotions with credit card issuers etc.

Key Competitive Advantages:

1. Long-standing experience in hotel business
2. Owned brands with global recognitions
3. Great quality services at a reasonable price
4. Prime locations in key tourist destinations, as well as modern and efficient reservation system
5. Partnership with leading international hotel operators which have extensive experience in hotel business, namely Marriott, Four Seasons and Starwood

6. High standard and uniqueness of brands, especially the brands that the Company owns, including Anantara, AVANI, Oaks, Tivoli and PER AQUUM. The Company can leverage such strong brands to manage non-owned properties in order to expand its customer base and profitability.

Sales and Distribution Channels (Hotel Business)

Sales and distribution Channels are separated into three channels:

1. Direct sales via company's sales department and its own brand.com websites. The Company's sales agents offer rooms directly to end customers, other sales agencies and meeting & seminar groups, both domestic and international. In addition, the Company's website offers online reservation system in seven languages in order to provide customers with adequate information and provide efficient central reservation system.
2. Selling via distributors, tour/travel agencies and online travel agents (OTAs). These distributors are third-party intermediaries who distribute rooms for the Company. The Company's distributors and tour/travel agencies are located across Asia, Australia, Europe and the U.S. and offer hotel reservation service, airline tickets, or sometimes airline ticket plus hotel room package. The Company works with distributors and tour/travel agencies with large business network, strong profile and reputation, long experience in the business and ability to generate high sales volume. Likewise, the Company distributes hotel rooms through leading OTAs such as Agoda.com, Expedia.com and Booking.com etc. in order to leverage on the Internet to help expand customer base and gain tractions in new markets globally.
3. Others include (1) walk-ins (2) referrals from media channels, friends or existing customers. The two are considered different channels. The walk-ins are those with no reservation on their arrival date. Therefore, customers who already have online reservation are not considered as walk-in.

Environmental Effects

The Company is committed to consuming energy and water responsibly and sustainably. The design phase of the Company's hotel properties incorporates energy-saving elements such as rooftop installation for rain-harvesting, lightweight structure for reduction of cement usage and energy savings, sensor installation to turn off air-conditioner if hotel guests open doors or windows for a long period of time and waste water treatment and recycling systems. Upon operation, the Company's hotel properties continue these conservation practices with effective recycling, energy-saving and waste management practices. Where possible, the Company install energy-saving lighting, recycle water for irrigation, use recyclable products such as glass bottles and paper, and use solar or heat-generated energy. The Company also supplies drinking water in glass bottles in most of our locations, and is experimenting with drinking water purification and refilling facilities in remote properties, in order to reduce waste and carbon footprint from transportation.

Anantara Vacation Club

Following the success of the Company's joint venture with Marriott group to develop a timeshare project, Phuket Vacation Club, the Company launched a new point-based vacation club under its own brand called Anantara Vacation Club ("AVC"). The first AVC project was developed in Bophut, Koh Samui since the end of 2010, providing inventory to support sales of AVC points. As of 31 December 2016, AVC had a total inventory of 160 club units in Koh Samui, Phuket, Chiang Mai and Bangkok in Thailand, Queenstown in New Zealand, Bali in Indonesia and Sanya in China.

Competition and Competitor (Anantara Vacation Club)

At present, there are not many players in the timeshare business, due mainly to the nature of business whose success depends on well-know brandname, strong network, number of inventory units and facilities to serve both domestic and international travellers. Key competitors include global hotel chains such as Marriott group.

Pricing Policy (Anantara Vacation Club)

AVC targets upper-end customers, which is a different target market from its competitors at present. As a result, there is no risk concerning price competition.

Sales and Distribution Channel (Anantara Vacation Club)

The Company set up five sales offices in Phuket, Samui, Chiang Mai, Bali in Indonesia and Sanya in China to provide information and educate consumers about AVC's products and services. In addition, the Company set up a call center to service customers in Hong Kong and China.

Target Customers (Anantara Vacation Club)

AVC's target customers are mostly in Asia as shown in the member breakdown by country below:

Country	2015	2016
China	56%	48%
Thailand	5%	6%
Singapore	5%	5%
Hongkong	8%	6%
Malaysia	7%	7%
Australia	1%	2%
Japan	4%	6%
Others	14%	20%
Total	100%	100%

Procurement of Product and Service

With experience and expertise in developing hotels and real estates, the Company has the ability to develop rooms and villas to meet customers' demand and expectations. As most of AVC inventory units are adjacent to the hotels owned or managed by the Company, the Company can manage these AVC inventory efficiently and achieve lower operating costs.

Residential Development

Nature of Business (Residential Development)

The Company's residential development develops and sells properties in conjunction with the development of some of its hotels. The first project is the Estates Samui, consisting of 14 villas, adjacent to the Company's Four Seasons Hotel in Samui. The second project is St. Regis Residences, with 53 residential units located above St. Regis Hotel Bangkok. The latest project is The Residences by Anantara, Layan, Phuket, with 15 villas next to Anantara Layan Phuket Resort. The project was launched since 2H15. In addition, the Company launched Anantara Chiang Mai Serviced Suites, a 50% joint-venture project with U City PCL, in 4Q16.

Competition and Competitors (Residential Development)

The residential market, especially the high-end and branded residences for sale segment, has shown stable growth. Completed residential development projects provide continuous revenue stream, while real estate developers normally organize promotional activities during the first phase of construction. The Company's residential projects are ranked top among other high-end residential projects. The latest project, The Residences by Anantara, Layan, Phuket, is considered part of the mixed-use business, in which these villas are located next to the hotel to allow residents to use the hotel facilities. This is different from other real estate projects that have no hotel services. Main competitors of The Residences by Anantara, Layan, Phuket include Banyan Tree Grand Residences, Andara Signature and Point Yamu by COMO.

Marketing Strategy (Residential Development)

Target customers of the Residences by Anantara, Layan, Phuket, are interested in the projects because of their confidence in the Anantara brand, which is internationally well-known, together with effective marketing plans targeting both domestic and international markets and referrals, especially from the existing customers of the St. Regis project.

Price Policy (Residential Development)

In setting selling prices of its residences, the Company considers the brand value, location, unique architecture and design, well-thought out layout, high-quality construction, hotel facilities and number of units in the building. The Company also compares its prices with other residential projects nearby to ensure its competitiveness. For The Residences by Anantara, Layan, Phuket, the selling price ranges from USD 6 million to USD 15 million.

Target Group (Residential Development)

The target market of The Residences by Anantara, Layan, Phuket, is the high net-worth individuals and families who look for the best leisure experience in prime location with scenic view of Phuket. The Company does not target investors or buyers for speculation as the project is developed to provide distinguished relaxing experience, aesthetic living and true happiness.

Plaza Business

Nature of Business (Plaza Business)

Royal Garden Plaza Pattaya

Royal Garden Plaza Pattaya is operated by Royal Garden Plaza Co., Ltd., in which the Company holds 100% shareholding. The plaza is a four-storey building with commercial space for rent, located at 218 Moo 10 Liabchaihad Road, Banglamung, Chonburi with a total area of 8 rais, 3 ngan and 88 sq.wa. The building has a 30-year lease agreement, which will be expired in 2018, and has a total gross leasable area of 19,834.31 square meters, of which 11,215.62 square meters are retail area, 3,530.20 square meters are entertainment area (bulk area), 3,655.49 square meters are mini anchors and 1,433 square meters are food court area (Food Wave).

The shopping plaza includes leading retailer brands and restaurants, namely Charles & Keith, Gap, Guess, F Fashion, VNC, Jaspal, LYN, Esprit, Bossini, CC-OO, AILZ, Play boy, City Chain, Adidas, Crocs, ESP, Hush Puppies, Converse, Hom, Triumph, Boots, Hass, Zein, Pena House, Ten & Co, Capisa, Ferera, The Pizza Company, Burger King, Sizzler, KFC, Benihana, Sukishi, Bon Chon, Starbucks, Haagen-Dazs, Swensen's, The Coffee Club, Coffee World, Sport World, Van Superga, Pandora, Mothercare, Black Pearl, and Kidzooona. The plaza also has entertainment outlets, including Ripley's Believe It or Not! Museum, Haunted Adventure, Infinity Maze, 12D Moving Theater, Louis Tussaud's Waxworks Museum, The Vault: Laser Maze and Beam Buster, and Ripley's Scream in the Dark!

- The rental contract is short term of less than three years.
- Rental income is characterized into two types:
 1. Fixed rental model with monthly fixed lease rate, representing approximately 62.74% of total rental revenue in 2016.
 2. Revenue sharing model, depending on the nature of business. This rental model represented 19.13% of total rental revenue in 2016.

Price Policy

The Company adjusts rental rates every time tenants renew their contract by raising rates by about 5-10%, on average, for each contract renewal. However, in the past year, the Company could not raise rates as planned due to intensifying competition in the nearby areas, together with high-level of political uncertainty and the overall economic slowdown. Consequently, many tenants requested discount on rental rates. Royal Garden Plaza, Pattaya saw average occupancy rate of 96.44% and its revenue represented 83.18% of the total revenue from plaza business of the Company.

Revenue for the period ended December 31, 2016 is classified as follows:

- Rents 62.62%
- Service charge 14.90%
- Electricity and water supply 8.23%
- Revenue from the restaurant business 7.48%
- Parking Fee 0.91%
- Others 5.86%

Turtle Village Shopping Plaza

Turtle Village Shopping Plaza is operated by Royal Garden Plaza Ltd. to lease commercial space in a 2-storey building located at 889 Moo 3 Turtle's Village Buildings, Mai Khao, Thalang, Phuket, with a total area of 2 rai 1 ngan 98 square wah and 2,792.62 square meters of leasable space.

The plaza includes leading shops and restaurants, namely Jim Thomson, Swensen's, The Coffee Club, Bill Bentley Pub, Thai Express, Hai Qing Xiao Shu, Esprit (outlet), Triumph, Private Collection, Tanya Living, Naraiphan, Turtle Mart, Surfer Paradise, Tara, MT Saphola, Ferera, Uniqe Art, Thai Suvenior and The Handmade Shop.

- The rental contract is short term of less than three years.
- Rental income is characterized into two types:
 1. Fixed rental model with monthly fixed lease rate, representing approximately 77.11% of total rental revenue in 2016.
 2. Revenue sharing model, depending on the nature of business. This rental model represented 21.82% of total rental revenue in 2016.

Price Policy

The Company adjusted rental rates to ensure competitive pricing of its rental space. At the end of December 31, 2016, the average occupancy rate was 91.96 %.

Revenue for the period ended December 31, 2016 is classified as follows:

- Rents 48.86%
- Service charges 7.57%
- Electricity and water supply 8.56%
- Revenue from the restaurant business 33.03%
- Others 1.98%

Riverside Plaza Bangkok

Riverside Plaza, previously known as Royal Garden Plaza Bangkok, is operated by Chaophraya Resort Ltd., in which the Company holds 100% shareholding. The plaza is located next to Anantara Riverside Bangkok, 257/6 Charoennakorn Road, Thonburi, Bangkok. After being closed for renovation in 2013-2014, the building was re-opened in December 2015 with new 26-storey building comprising shopping plaza, Riverside Plaza, and the AVANI hotel on top of the same building. Both businesses are subsidiaries of the Company. The building area comprises the shopping area on 1st-3rd floor; parking space on 4th-8th floor, office space on 9th floor, large convention hall area on 10th floor and the AVANI hotel on 11th floor and beyond. The new shopping plaza and office space combined have total leaseable area of 11,795.5 square meters.

Riverside Plaza includes leading stores and restaurants, namely Sizzler, Burger King, The Coffee Club, Starbucks, Swensen's, The Pizza Company, Thai Express, S&P, BreadTalk, Charles & Keith, Bossini, Esprit, Zwilling's, Sushi Hiro, Boots, Better Vision, Sara Kashmir Carpet, Nailuxury, MK and Yayoi.

- Rental contracts consist of two types:
 1. Short-term contract of less than three years
 2. Temporary rental space / open-plan space with contract term of less than one year

- Rental income is characterized into two types:
 1. Fixed rental model with monthly fixed lease rate, representing approximately 30.60% of total rental revenue in 2016.
 2. Revenue sharing model, depending on the nature of business. This rental model represented 47.15% of total rental revenue in 2016.

Price Policy

The Company adjusted rental rates to ensure competitive pricing of its rental space. At the end of December 31, 2016, the average occupancy rate was 64.23%.

The revenue for the year ended December 31, 2016 can be categorized as follows:

- Rents 55.11%
- Service charges 21.67%
- Electricity and water supply 18.09%
- Others 5.13%

Market and Competition (Shopping Plaza Business)

Royal Garden Plaza Pattaya.

With the expansion of the retail market in Pattaya in the past few years, the city has seen many new retail developments and shopping plazas, adding number of retail operators in the market. There are four to five competing retail developers, but their target customers are different. For example, shopping plazas including Central Festival Pattaya Beach, Central Marina, Harbor Mall, Factory Outlet and The Bay; hypermarkets including BigC, Lotus, and Carrefour; IT shopping malls including World Games building, and community malls including Mimosa, target both local customers and tourists. However, Royal Garden Plaza Pattaya's key target market is tourists and hotel guests.

Competition in the retail industry in Pattaya remained high in the past year from developments of new shopping plazas, together with aggressive sales promotion campaign launched by competitors. As a result, this put pressure on the performance of Royal Garden Plaza Pattaya, especially on its bargaining power to command rental price per square meter. Nevertheless, thanks to its strategic location and competitive rental rates, Royal Garden Plaza Pattaya remains attractive for tenants and achieved occupancy rate as high as 96.44%.

Throughout the past year, Royal Garden Plaza Pattaya has reinvented itself by revamping shopping stores and adding new entertainment outlet, Laserbeam Buster Game, to differentiate itself from competitors. In addition, the plaza also added new shopping outlets of leading fashion brands, enhanced store display and expanded food and beverage and lifestyle zones to support the demand of tourists.

Riverside Plaza, Bangkok

With the rapid growth of condominiums along Bangkok's riverside area, there have been openings of many new shopping malls from the second half of 2012 onwards. Examples include small community malls such as The Light House and The View, as well as large retail player such as AsiaTique. In the future, ICONSIAM is also scheduled to open in 2017, resulting in an increasingly intensified competition.

Riverside Plaza, previously known as Royal Garden Plaza, re-opened again in December 2015 after being closed for renovation. The building consists of the new shopping plaza under the name "Riverside Plaza" and the AVANI hotel located on top.

This new shopping plaza was entirely transformed into fashionable and full-service shopping plaza with variety of retail fashion stores, restaurants, retail services shops and others on Charoennakhon Road. Compared with other competitors, Riverside Plaza differentiates itself by being the first ever project that combines shopping plaza and two world-class hotels together, which is expected to cater to wider markets. Its key target market continues to be local communities in the area, especially families, new generation of workers who work in Charoennakhon district, residents of condominiums along the riverside area and tourists who stay at the aforementioned two hotels, Anantara Riverside Bangkok Resort and AVANI Riverside Bangkok Hotel.

Turtle Village Shopping Plaza, Phuket

Turtle Village Shopping Plaza, Phuket is located on Mai Khao Beach, surrounded by many five-star hotels. Its key target customers are tourists who stay at hotels on Mai Khao Beach and nearby areas. Inside the shopping plaza, there is a variety of retail outlets to meet demand of target customers. These include restaurants such as The Coffee Club, Swensen's, Thai Express, Hai Qing Xiao Shu and Bill Bentley Pub; retail fashion outlets such as Esprit Outlet, Surfer Paradise and Triumph; souvenir shops such as Jim Thompson, Narai Phand, Tanya Living, Private Collection, Mt Saphola and others.

Turtle Village Shopping Plaza is the only shopping plaza on Mai Khao Beach with no direct competition in the nearby areas. The plaza is surrounded by five-star hotels such as JW Marriott, Anantara, Anantara Vacation Club, Marriott Vacation Club, Sala Phuket, Renaissance and many other hotels in the nearby area. Turtle Village Shopping Plaza has seen a steady increase in number of customers due to its strategic location, good selection of retail stores that meet the needs of tourists, together with its ongoing marketing efforts and additional services to cater to tourist customers. Furthermore, Turtle Village Shopping Plaza also builds relationships with affiliated hotels and the taxi association in Mai Khao district through co-promotional activities in order to drive customer traffic. Turtle Village Shopping Plaza expects its customers to grow significantly in the near term with the increasing tourists staying in hotels in the nearby areas.

With the rising number of guests at these hotel partners, and strategy to motivate other hotels and the taxi association in Mai Khao zone, the total number of customers continues to rise, and is expected to rise further in the near term.

Spa business

Business Operation (Spa business)

Spa business is operated under MSpa International Company Limited, MSpa Ventures Limited., Minor Hotel Group Management (Shanghai) Limited, Arabian Spa (Dubai) (LLC), and MSpa International Cairo LLM. The service offerings include beauty and spa treatments, fitness facilities and comprehensive stress relief program. In 2017, MSpa group operates a total of 12 spas in Thailand and 14 spas abroad, listed as follows.

12 domestic spas operated by MSpa International Company Limited:

- AVANI Pattaya Resort & Spa

- Anantara Layan Phuket Resort
- Anantara Riverside Bangkok Resort
- JW Marriott Phuket Resort & Spa
- Anantara Hua Hin Resort
- Anantara Siam Bangkok Hotel
- Anantara Golden Triangle Elephant Camp & Resort
- Royal Orchid Sheraton Hotel and Towers
- Anantara Bophut Koh Samui Resort
- Dusit Thani Krabi Beach Resort
- Anantara Mai Khao Phuket Villas
- The St. Regis Bangkok

Five overseas spas operated by MSpa Ventures Limited:

- Anantara Veli Maldives Resort
- Anantara Kihavah Maldives Villas
- Anantara Dhigu Maldives Resort
- Sheraton Seoul D Cube City Hotel
- Naladhu Maldives by Anantara

Two overseas spa businesses operated by Minor Hotel Group Management (Shanghai) Limited:

- Sheraton Sanya Resort
- The Puli Hotel And Spa

Six overseas spas operated by Joint Ventures Arabian Spas (Dubai) (LLC):

- Hyatt Regency Dar es Salaam The Kilimanjaro
- Emirates Palace
- Meliá Zanzibar
- Desert Island Resort & Spa by Anantara
- Park Hyatt Zanzibar
- Qasr Al Sarab Desert Resort by Anantara

One overseas spa operated by Mspa International Cairo LLM:

- JW Marriott Hotel Cairo

Marketing and Competition (Spa Business)

MSpa International Company Limited, MSpa Ventures Limited, Minor Hotel Group Management (Shanghai) Limited, Arabian Spa (Dubai) (LLC), and Mspa International Cairo LLM operate and manage wellness centers, which provide beauty and spa treatments, fitness facilities and comprehensive stress relief program. Their target customers are hotel guests and health-conscious individuals. Health-conscious businesses, especially spas, are gaining popularity nowadays and there has been an increase number of spa operators. However, the Company is among the first to launch the business and currently operates 12 domestic spas across Thailand, as well as 14 spas overseas. Its competitors include (1) Banyan Tree Spa and Angsana Spa operated and owned by the same group (2) Dusit Devarana Spa (3) Centara Spa located inside Central Hotels and Resorts, and (4) Six Senses located inside hotels of Soneva and Six Senses Resort and Spa group.

Entertainment Business

Nature of business (Entertainment Business)

The Company's entertainment business is operated by Minor International Public Company Limited, comprising 7 entertainment groups. These include two museums and five attractions.

Ripley's Believe It or Not! Museum

Ripley's Believe It or Not Museum is one of the largest operators of museums and entertainment attractions. Ripley's Believe It or Not Museum is a fast growing and highly successful operator with its first museum launched in St. Augustine in Florida, United States in 1955. Ripley's Believe It or Not Museum displays collections of oddities from all over the world based on the concept of "Believe It or Not." At present, there are 30 Ripley's Believe It or Not! Museums around the world, in which Ripley's Entertainment Inc. owns the copyrights and operates 10 out of the 30 museums itself. The remaining is licensed to other companies.

In Thailand, the Company bought a license and signed a franchise agreement to operate Ripley's Believe It or Not! Museum in Pattaya since late 1994. Ripley's Believe It or Not Museum rents 824 square meters of space on the 2nd floor of Royal Garden Plaza Pattaya. The license will expire upon the termination of the agreement with the copyright owner.

12D Moving Theater

Ripley's 12D Moving Theater is a 4D & 12 special effects with animated Simulator Chair system, 8-directions surround system and ultramodern special effects that make the audiences feel like being immersed in a real adventure.

Haunted Adventure

In late October 2004, Royal Garden Entertainment Co., Ltd. launched Ripley's Haunted Adventure, one of the world's five largest spooky warehouses. Ripley's Haunted Adventure is popular and successful in the United States. Inside the warehouse consists of modern special effects imported from the United States and real performers who make audience horrified throughout their adventure. Ripley's Haunted Adventure is well received by teenagers and tourists, both Thai and international.

Infinity Maze

Infinity Maze is the first and only attraction of its kind in Thailand. Inside is decorated with mirrors and divided into many zones, such as the imaginary zone that was reconstructed with sound and light, and modern "special effects" that entertain and thrill customers. Throughout the entire journey into the Maze, customers will have to pass through gates and areas with thrilling settings in search of an exit to the real world.

Louis Tussaud's Waxworks Museum

Louis Tussaud's Waxworks Pattaya Museum was opened in Thailand as the fifth branch in the world in mid-November 2009. The museum displays over 71 true-to-life wax figures of Thai and international celebrities. Louis Tussaud's waxworks are not only models exhibited in the museum, but also are true-to-life sculptures. Customers can touch, feel and walk along with the waxwork which look exactly like the real celebrities. To make it more interesting, fragrance is added into each room to create a unique atmosphere and experience for each room type.

In addition to light and sound effect to make the experience more real, customers can also view the waxwork collections closely with no fencing, ensuring that they enjoy and learn about the wax sculptures from the minute they enter until they leave the museum with smile and unforgettable impressions.

Scream in the Dark

Scream in the Dark welcomes customers who love extreme horror experience. Customers take their surreal journey through a ride inside Scream in the Dark, an old amusement park which used to be popular but had to close down for no reason. Through surreal illusions such as crazy clowns roaming around at night or haunted screams in the dark, the only way customers can survive out of the park is to make accurate shoots and scream out loud.

The Vault: Laser Maze and Beam Buster

The Vault offers two games that the customers can choose, namely 1) Laser Maze, in which players imagine they were in the movies, entering a mysterious room filled with brilliant maze-like green lasers radiating from the walls. The mission is to navigate through the laser maze without breaking a beam as quickly as possible, and 2) Beam Buster, which is the latest attraction of Ripley's World Pattaya and was launched since December 2015. Like Laser Maze, players also imagine they were in the movie, navigating through the maze. However, this game requires players to touch the green beam as much and quickly as possible.

At the end of december 31, 2016, there were approximately 266,848 visitors. Total revenue of Minor International Public Company Limited came from:

- Ripley's Believe It or Not! Musuem 20.76%
- 12D Moving Theater 10.74%
- Huanted Adventure 13.58%
- Infinity Maze 14.25%
- Louis Tussaud's Waxworks Museum 13.55%
- Scream in the Dark 9.21%
- The Vault: Laser Maze and Beam Buster 4.94%

2.2 Food and Beverages

2.2.1 Product or Services

The Company holds 99.73% in The Minor Food Group Public Company Limited ("MFG"), which operates multi-concept restaurants. Today, the Company's brands are market leaders and widely popular with unique product offerings across various food categories as follows:

Pizza

The Company operates a pizza chian under its own brand, "The Pizza Company", which offers a wide variety of pizzas. The Pizza Company focuses on offering great and tasty product quality by carefully selecting ingredients in every steps such as cheese from its own factory, seasonings, fresh pizza topping, unique crust and full-flavored pizza sauce made from fresh tomatoes.

The Company solely owns trademark rights of “The Pizza Company” through International Franchise Holding (Labuan) Ltd., a 100% subsidiary of MFG.

Nature of Business and Number of Outlets

Since 2004, the Company started franchising “The Pizza Company” in Thailand.

As of 31 December 2016, the Company had total of 231 equity-owned outlets in Thailand (including three outlets in airport), 83 franchised outlets in Thailand and 77 franchised outlets outside of Thailand. Most of restaurant outlets are located in department stores, business districts and residential areas. The target market is mid to high-end market segments. Its overseas franchise business currently is in Saudi Arabia, the United Arab Emirates, Bahrain, Oman, Cambodia, Laos, Vietnam and Myanmar.

Services

“The Pizza Company” offers dine-in, delivery and take away services. Key food menus are pizzas, pastas, main dishes and appetizers such as chicken, salad etc.

Burger

The Company operates its burger chain under the brand “Burger King”, which is globally well-known for its burgers such as its famous “Whopper”, featuring flame-grilling quality ingredients for great tasting burgers.

Nature of Business and Number of Outlets

Burger (Thailand) Limited, a 97% subsidiary of The Minor Food Group Public Company Limited, operates burger business by franchising the Burger King brand from the U.S. The Company is the master franchisee of Burger King in Thailand.

As of 31 December 2016, there were a total of 58 Burger King outlets in Thailand, 12 outlets in airports and 4 overseas. Most of Burger King outlets are located in department stores and tourist areas because the brand targets mid- to high-end market segment, as well as foreigners and tourists.

Services

“Burger King” provides dine-in, delivery and takeaway services. The main menus are hamburgers and french fries.

Premium Ice cream

The Company operates its ice cream chain under the brand “Swensen’s”, which is the first premium ice cream brand in Thailand. Today, Swensen’s continues to be no.1 ice cream brand in the market with a wide variety of its sundae menus and pleasant store ambience, as well as excellent customer service to deliver highest customer satisfaction.

Nature of Business and Number of Outlets

Swensen’s (Thai) Limited, a 100% subsidiary of The Minor Food Group Public Company Limited, operates Swensen’s by franchising the brand from International Franchise Holding (Labuan) Ltd. which is also a 100% subsidiary of The Minor Food Group Public Company Limited. Swensen’s (Thai) Limited has the rights to open equity-owned outlets and sub-franchise the brand in Thailand, Myanmar, Cambodia, Laos and Vietnam.

As of 31 December 2016, there were 131 equity-owned outlets in Thailand (including one outlet in the airport), 13 overseas equity-owned outlets, 164 franchised outlets in Thailand and 22 overseas franchised outlets. Most

of outlets are located in department stores, business districts and residential areas. Furthermore, International Franchise Holding (Labuan) Ltd. can also sub-franchise Swensen's brand outside of Thailand. At present, the Company sub-franchises Swensen's brand in Cambodia, Vietnam, India, Laos, Philippines and Myanmar.

Services

"Swensen's" provides dine-in, delivery and takeaway services. Its main customers are mid- to high-end market segment, including teenagers and families. Its core products are ice cream sundaes, ice cream scoops, ice cream cakes and ice cream quarts etc.

Soft-Serve Ice Cream

The Company operates soft-serve ice cream concept under the brand 'Dairy Queen' through a kiosk model. Dairy Queen is famous for its signature 'Blizzard' menu, which offers full and rich flavors.

Nature of Business and Number of Outlets

Minor DQ Limited, a 100% subsidiary of The Minor Food Group Public Company Limited, operates Dairy Queen by franchising the Dairy Queen brand from the U.S. Minor DQ Limited is the master franchisee of Dairy Queen in Thailand with rights to operate both equity-owned and franchised outlets.

As of 31 December 2016, there were 209 equity-owned outlets in Thailand, 16 outlets in airports and 210 franchised outlets in Thailand. Most outlets are located in department stores, business districts and residential areas.

Services

"Dairy Queen" provides only takeaway service. Its core products are Blizzard, Moolatte (milkshake) and ice cream cake. Main customers range from lower-end to high-end market segments.

Steak, Seafood and Salad

'Sizzler' offers various types of steaks plus one of the largest salad bars featuring widest variety of food among steakhouse chains.

Nature of Business and Number of Outlets

SLRT Limited and Sizzler China Pte. Limited, a 100% and 50% subsidiary of The Minor Food Group Public Company Limited, respectively, operate Sizzler by franchising Sizzler brand from the U.S. The Company is the master franchisee with rights to open equity-owned outlets in Thailand and China and franchised outlets in China.

As of 31 December 2016, there were 60 Sizzler outlets in total, of which 12 outlets were overseas and 48 outlets in Thailand (28 outlets in Bangkok and 19 outlets in provinces of Thailand such as Chiang Mai, Phuket, Hadyai, Nakhonratchasima, Udontani, Pattaya, Hua Hin, Chonburi, Khonkhaen and Chiang Rai). Most outlets are located in department stores, business districts and residential areas.

Services

"Sizzler" provides dine-in service, while takeaway service is available for salad menu only. Its core products are steak, seafood and salad. Because Sizzler focuses on serving high-quality food, it targets mid- to high-end market segment.

In addition to Sizzler, The Minor Food Group Public Company Limited also acquired stake in Ribs and Rumps through its joint venture, The Coffee Club Holding Pty Ltd. Ribs and Rumps is a steak house in Australia. At present, there are 12 outlets in Australia and United Arab Emirates.

Coffee

The Minor Food Group Public Company Limited acquired 50% stake in Minor DKL Food Group Pty. Ltd. (previously known as The Coffee Club Holding Pty. Ltd.) in January 2008 through its subsidiary, Delicious Food Holding (Australia) Pty Ltd. Minor DKL operates restaurants and coffee shops in Australia, New Zealand and others countries under the brand 'The Coffee Club'. The Coffee Club is the largest coffee chain by revenue in Australia.

In October 2015, The Minor Food Group Public Company Limited acquired another 20% stake in Minor DKL Food Group Pty. Ltd. through Delicious Food Holding (Australia) Pty Ltd, bringing the total stake held by The Minor Food Group Public Company Limited to 70%.

As of 31 December 2016, there were total of 405 outlets. Out of the total 49 equity-owned outlets, 26 outlets were in Thailand and 23 outlets in Australia, Maldives and United Arab Emirates. In addition, there were 356 franchised outlets in Australia, New Zealand, Malaysia, Egypt and Indonesia.

Thai and International Food

The Minor Food Group Public Company Limited acquired 100% stake in Thai Express Concepts Pte. Ltd. through Primacy Investment Limited. In 2013, Thai Express Concepts Pte. Ltd. was renamed as The Minor Food Group Singapore to better reflect the operation of multi-concept restaurant services under nine brands, including Thai Express, Xin Wang Hong Kong Café, Shokudo Coffee House, Kiseki Japanese Buffet Restaurant, Buffet Town, Poulet, Basil, Riverside and Yentafo.

At present, The Minor Food Group Singapore operates in seven countries, including Thailand, Singapore, Malaysia, Vietnam, Myanmar, China and the Maldives.

As of 31 December 2016, The Minor Food Group Singapore operated 84 outlets in total, comprising 63 equity-owned outlets and 21 franchised outlets.

Fish Dishes

The Minor Food Group Public Company Limited acquired 49% stake in Beijing Riverside & Courtyard Investment Management Co., Ltd. ("Riverside") in December 2012 and subsequently acquired another 20.18% stake in April 2015, bringing the total stake held by MFG International Holding (Singapore) Pte. Ltd. to 69.18%. Riverside operates a casual dining restaurant in China under the brand 'Riverside & Courtyard', which specializes in Sichuan barbecue fish. Launched in 2005, Riverside has successfully built up strong brand equity and customer loyalty for traditional sizzling fish dishes, combining countryside cooking with well-groomed service and contemporary decoration. With its popularity, Riverside has expanded its restaurants rapidly.

As of 31 December 2016, there are 58 equity owned outlets, of which 21 outlets are in Beijing, 13 outlets in Shanghai and 24 outlets in other cities.

Café and Bakery

In 2015, the Company had an opportunity to add another bakery brand, which is one of the most interesting brands in the restaurant segment in Thailand. Minor Food Group jointly invested with BreadTalk Group, a listed company in Singapore, to establish BTM Thailand Ltd. to operate bakery business under the brand 'BreadTalk' in Thailand. It is the first joint investment between Minor Food Group and BreadTalk Group after Minor Food Group acquired 11% stake in BreadTalk Group in Singapore since 2013. Currently, there are 36 BreadTalk outlets in Thailand. With strong brand equity of BreadTalk, together with Minor Food Group's local expertise and operational excellence, BTM Thailand has strong growth potential in the future. BTM Thailand is driving outlet expansion under equity model and will expand through franchise model in the future.

List of the group's restaurant outlets as of 31 December 2016 is as follows:

Restaurant	No. of Outlets	Equity		Franchise	
		Thailand	International	Thailand	International
The Pizza Company	391	231	-	83	77
Burger King	74	70	4	-	-
Swensen's	330	131	13	164	22
Dairy Queen	436	225	1	210	-
Sizzler	60	48	12	-	-
The Coffee Club	405	26	23	-	356
Thai Express	62	6	35	-	21
Riverside	58	-	58	-	-
BreadTalk	36	36	-	-	-
Other	144	41	59	-	44
Total	1,996	814	205	457	520

Sales and Distribution Channels are divided into three channels as follows:

1. Dine-in
2. Delivery, offered by The Pizza Company, Swensen's and Burger King. The Pizza Company has dedicated outlets to provide food delivery service covering the entire Bangkok Metropolitan area, as well as other provinces in which the Company operates. The Pizza Company guarantees a half-hour delivery, from ordering to receiving the products.
3. Takeaway, offered by The Pizza Company, Swensen's, Dairy Queen, Burger King, BreadTalk, Sizzler (only for salad)

Distribution channel is mainly for dine-in and delivery services. Most outlets are located in department stores, business districts and residential areas.

Target group

Most of the Company's brands target middle and higher-end market segment, except for Dairy Queen which targets from lower-end to high-end segments. Main customers include kids, teenagers, adults, families and working-class group.

2.2.2 Market and Competition

Market and competition information is partly from government and industry sources as of 31 December 2016. Competitor information is provided by third party whom the Company hires to conduct competitor research twice a month.

Restaurant Chain in Thailand

In 2016, the Company expects the overall casual dining market to continue to grow at a higher rate than prior year due to positive impact of ASEAN Economic Community and improved consumer confidence in Thailand. Same-store-sales growth is expected to be at the same rate as GDP growth of 2.5-3.0%. Foreseeing inflation risks in 2016, the Company plans to enter into purchase agreements with suppliers to fix price, quantity and quality of raw materials in the long term.

Market Share of Western Casual Dining Market in Thailand						
Revenue (Million Baht)	2014		2015		2016 (Estimated)	
	Revenue	%	Revenue	%	Revenue	%
Café	5,682	11.1	6,912	12.6	8,430	13.9
Restaurant	20,715	40.6	22,143	40.3	23,297	38.3
Fast Food	18,891	37.0	20,441	37.2	23,065	38.0
Ice Cream and Bakery	5,756	11.3	5,426	9.9	5,972	9.8
Total Market	51,043	100.0	54,922	100.0	60,764	100.0
The Minor Food Group Plc.	15,794	30.9	17,177	31.3	19,644	32.3

Source : Top 500 food and beverage companies from Ministry of Commerce and company estimates

Note: revenue of The Minor Food Group Pcl. includes its domestic franchisees

Competition and Competitors

Details of competition and competitors in the western restaurant market by food categories are as follows:

1. Café

- Market value of café is valued over Baht 8,400 million, representing 13.9% of total western restaurant market.
- Currently, Starbucks is the market leader in the café segment with the largest market share and 262 outlets nationwide. Au Bon Pain has the second largest market share and over 67 outlets in Thailand.

2. Casual Dining

The current market value of casual dining segment is over Baht 23,000 million. The Pizza Company, Sizzler and The Coffee Club combined represent 32% market share.

2.1 Pizza segment represents market share of Baht 5,600 million.

- Annual growth rate was 21% in 2016.
- To keep up with market trends, the Company focuses on driving innovations and new product developments, together with continuously launching promotions and marketing campaigns to drive frequency of pizza consumption and attract new customers. At the same time, the Company has

renovated its restaurant outlets to make them more modern and expanded its distribution channels to include online channel.

- As of 31 December 2016, there are 314 outlets of The Pizza Company in Thailand (231 equity-owned, including 3 in airports, and 83 franchised). Its competitors, Pizza Hut and Domino's Pizza, have 95 and 30 outlets respectively.

2.2 Steak, Seafood and Salad segment represents market share of Baht 2,750 million.

- Sizzler places emphasis on healthy products in response to healthy-eating trend and continues to launch new menus using seasonal ingredients, vegetables and fruits.
- Sizzler has no direct competitors, but indirectly competes with other restaurant operators to increase share of dining-out market. These competing restaurant concepts include Sukiyaki, international, Italian, Japanese, Chinese and Thai.

2.3 Food and Coffee segment represents market share of Baht 500 million.

- The Coffee Club is known for its Signature Blend with the distinct flavors to attract customers. The unique blend combines two types of coffee beans, Arabica and Robusta. The Arabica beans from Columbia provides rich taste and sour notes, while the Arabica beans from Brazil provides medium scent and flavor. Premium Robusta beans from India, which are consistent to Australian standard, balance the Arabica tastes to create a harmonized and balanced flavor. In addition, The Coffee Club also offers all-day breakfast for customers.
- The Coffee Club currently has 26 equity-owned outlets in Pattaya, Phuket, Chiang Mai, Samui, Hua Hin, Don Muang Airport, Phuket Airport, Suvarnabhumi Airport and Bangkok. Most outlets are located in department stores, business districts, tourist attractions and easy accessible areas. Its competitors such as Greyhound currently has 12 outlets in Bangkok and metropolitan area, while Dean & DeLuca has 9 outlets.
- In 2016, sales growth rate was 43.5%.

3. Fast Food

- The current fast food market value is Baht 23,000 million. Burger King's market share is valued at Baht 1,358 million in 2016.
- As of 31 December 2016, Burger King had 69 outlets in total (including 11 outlets at airports) with plans to add another 15 outlets in 2017. Its competitors such as KFC and McDonald's had 586 and 240 outlets respectively.

4. Ice Cream and Bakery

The overall light fast food market such as bakery, pastry, ice cream and doughnut continues to grow from the ongoing promotions and marketing activities, new product launches and new store openings of all product categories. The ice cream and bakery market share is valued at over Baht 6,000 million. Swensen's and Dairy Queen continue to be market leaders. In 2016, Swensen's market share is valued at Baht 3,700 million and Dairy Queen's market share is valued at Baht 2,200 million.

- Currently, Swensen's has total of 295 outlets in Thailand (131 equity-owned outlets including one at an airport and 164 franchised outlets). Its competitors such as Baskin Robbins has 22 outlets, Häagen-Dazs has 36 branches, while Cold Stone has 19 outlets.

- Dairy Queen has total of 435 outlets in Thailand (225 equity-owned outlets including 16 at airports and 210 franchised outlets). Its competitors such as KFC soft serve ice cream has 531 outlets, while McDonald's soft serve ice cream has 228 outlets nationwide.

Marketing Strategy

The Company implements sales and marketing strategy as follows:

1. Deliver high quality products and services in strategic locations to ensure 100% customer satisfaction
2. Focus on product quality, together with ongoing product development
3. Focus on opening new outlets in shopping centers, business districts and residential areas
4. Guarantee 30-minute delivery service
5. Launch joint promotions with business partners and credit card issuers
6. Focus on expanding franchised outlets of The Pizza Company, Swensen's, Dairy Queen, The Coffee Club and The Minor Food Group Singapore both in Thailand and overseas
7. Create value set or adjust prices to ensure highest value to customers

Pricing Policy

Amidst intense completion facing the casual dining market, the Company considers cost of goods and services, prices of competitors and current macro-economic conditions when setting prices.

2.2.3 Procurement of Product and Service

The Company offers fast-casual dining services through over 2,000 restaurant outlets, therefore, the measurement of its production capacity is not applicable for this type of business. The productivity is instead measured through its annual sales or total number of customers in each year. For Minor Cheese Limited and Minor Dairy Limited which manufacture cheese and ice cream respectively, the Company can measure the total production capacity. Below summarize their actual production and productivity rate in each year:

Minor Cheese Limited

Year	Capacity (Tonnes Per Year)	Production (Tonnes Per Year)	% Productivity
2016	1,924	1,927	100.0
2015	1,924	1,903	98.91
2014	1,924	1,715	89.14
2013	1,924	1,257	65.33
2012	1,924	984	51.14
2011	1,924	1,459	75.83
2010	1,924	1,201	62.42
2009	1,901	1,119	58.86
2008	1,842	1,706	92.62
2007	1,847	1,494	80.89

*The production decreased in 2012 due mainly to market condition, where price of imported cheese was lower than own manufacturing.

Minor Dairy Limited

Year	Capacity (Tonnes Per Year)	Production (Tonnes Per Year)	% Productivity
2016	19,688	19,740	100.0
2015	19,688	18,150	92.19
2014	19,688	17,907	90.95
2013	19,688	15,571	79.09
2012	19,688	14,039	71.31
2011	19,688	12,440	63.19
2010	18,857	11,333	60.10
2009	18,857	9,343	49.55
2008	18,857	9,157	48.56
2007	18,857	8,976	47.60

Raw Materials and Source of Raw Materials

Raw materials are divided into three categories, which are:

1. Frozen ingredients such as processed meat, frozen seafood, cheese, ice cream, frozen potatoes, frozen vegetables and fruits, etc.
2. Fresh produce such as dairy products, eggs, fresh vegetables and fruits, etc.
3. Others such as powdered milk, flour, bread, spices, canned food, processed fruits, vegetable oil, coffee, sugar, beverage and packaged food, etc.

Raw materials are mainly from two sources:

1. Local sourcing for fresh milk, eggs, sausages, processed meat, vegetables, fruits, sugar, canned food, beverages and packaged food, etc. This accounts for approximately 60-65% of total raw materials.
2. International sourcing, divided into 2 types:
 1. Through distributors in Thailand for frozen potatoes, frozen vegetables and fruits, spices, almond, coffee bean, ingredients for producing and decorating ice cream, etc. This accounts for approximately 15-20% of total raw materials.
 2. Direct imports for cheese, skimmed milk powder, ingredients for producing ice cream, canned food, some types of processed beef, etc. This accounts for approximately 15-20% of total raw materials.

Major raw materials of each brand are as follows:

1. The Pizza Company

Major raw materials are pizza dough, cheese, processed pork, processed chicken and seafood. The Company sources these raw materials directly from overseas or through its affiliated companies and local distributors.

2. Burger King

Major raw materials are bread, frozen potatoes, cheese and processed meat. The Company sources these raw materials directly from overseas or through local distributors.

3. Swensen's, Dairy Queen and Minor Dairy

Major raw materials for producing ice cream are skimmed milk powder, dairy products and ingredients for decorating ice cream (toppings). The Company sources these raw materials directly from overseas or through local distributors.

4. Sizzler

Major raw materials are processed meat, frozen seafood, bread, rice, cheese, vegetables and fruits. The Company sources some types of meat directly from overseas or through local distributors.

5. The Coffee Club

Major raw materials are coffee beans, processed meat, frozen seafood, cake, seasonings, dairy products and beverages. The Company sources these raw materials from local distributors.

6. The Minor Food Group Singapore

Major raw materials are processed meat, frozen seafood and seasonings. The Company mainly sources these raw materials from local distributors.

2.3 Retail Trading and Contract Manufacturing

2.3.1 Nature of Business

The Company holds 99.92% shareholding in Minor Corporation Public Company Limited ("MINOR") (including 8.35% shareholding by MFG). MINOR is a leading distributor of lifestyle brands and contract manufacturer of household products, as detailed below:

Distributor of Fashion Apparels, Bags and Footware

- Esprit: a fashion brand from Hong Kong, offering clothing and accessories for men, women, teens and kids
- Bossini: a Hong Kong-based fashion apparel brand for men, women, teens and kids
- GAP: a contemporary fashion apparel brand from the U.S. with selections of clothing for men, women, teens and kids
- Banana Republic: a fashion brand from the U.S., offering men's and women's clothing and accessories
- Charles & Keith: a ladies' footwear, handbags and accessories brand from Singapore
- Pedro: a footwear and accessories brand from Singapore
- Brooks Brothers: a leading men's and women's clothing brand from the U.S.
- ETAM: a lingerie and sleepwear brand from France
- Radley: a handbags and accessories brand for women from U.K.
- Anello: a fashion backpack brand for teens from Japan

Distributor of Cosmetics

- Red Earth: an imported beauty brand with selections of modern and colorful make-up products.

Distributor of Others

- ETL: Children's english books and interactive education equipments
- SUSONIC: Children's books and interactive equipments to teach foreign language skills, including English, Chinese and Japanese, as well as other general knowledge
- HELLO TEDDY: foreign language learning kits, including English and Chinese books and interactive equipment, to help prepare Thai kids for the AEC
- BrainChecker: a scientific fingerprint analyst report that helps individuals discover their true potentials
- Zwilling J.A. Henckels: high quality stainless steel kitchenware such as knife, spoon, pot, pan, cookware, flatware and manicure products from Germany

Contract Manufacturing

The Company is a contract manufacturer of household products such as car air freshener, car polisher, cleaning products, softener and dish washing soap under various well-known brands such as PLAX, WET ONES, GLADE ALFA, GLADE SPORT, CARGLO, SUNLIGHT, COMFORT, VIM, MAGIC CLEAN, PED, PENQUIN, ALPO, etc. Its main customers are international companies which are producers and distributors of household products in Thailand and overseas i.e. Unilever Thai Trading Limited, S C Johnson & Son LTD., Colgate-Palmolive (Thailand) Co., Ltd., Lion Corporation (Thailand) Limited, etc. In addition, the Company is a contract manufacturer of industrial cleaning products for Diversey Hygiene (subsidiary of Sealed Air).

Sales and Distribution Channels

The Company distributes lifestyle fashion and cosmetics products through three channels: 1) retail channel, including own outlets or points of sales in department stores, 2) corporate channel for corporate clients such as employees, executives and corporate gifts and 3) E-commerce

After seeing number of internet users and online transactions growing continuously, the Company launched its own E-commerce website, www.bemynt.com, in 2016 to expand its distribution channel for both its own brands and others.

Target Market

With wide selections of fashion apparels and cosmetics, the Company caters to a broad market, including both women and men across all age range. Its main customers are students, young workers, housewives, businessmen and anyone who have passion for fashion with income level in the mid- to higher range.

For contract manufacturing business, the Company's main customers are international companies which have large purchase orders of household products for both domestic market and exports to neighbouring countries.

2.3.2 Marketing and Competition

ESPRIT

There has been an intensifying competition in the fashion apparels industry, especially in the last couple of years. Many fast-fashion brands have aggressively entered the market with large investments, big outlets, wide selections of products and aggressive pricing. This has affected existing brands that used to dominate the market as consumers have more choices. However, Esprit continues to differentiate itself from competition with high product quality, product durability, classic style and comfort for working group with the age of 30 years and older. New fast-fashion brands cannot compete in this segment with their low quality and quickly obsolete styles. To maintain and cultivate the existing customer base, the Company also developed Minor Plus program to drive customer satisfaction such as reservation service of new products, special discounts, privileges on special occasions. At the end of 2016, there were 98 points of sales of Esprit in Thailand.

GAP

GAP is a classic clothing brand with long and rich history from the U.S. GAP offers basic American fashion apparels suitable for every occasions. Its signature logo T-shirts continue to be the best-seller. Despite competing with Zara, the two brands have different target markets as Zara's style is more fashionable. As part of its marketing strategy, GAP focuses on locating its stores in local and tourist shopping areas of central Bangkok, as well as expanding its footprints in tourist destinations in provinces of Thailand. Moreover, its baby's and kid's product lines have unique designs that are attractive to middle- and higher-end consumers. In 2016, GAP added six new outlets in leading department stores, bringing to a total of 20 points of sales in Thailand.

Banana Republic

Banana Republic was established in 1978 in San Francisco, USA. Today, there are over 600 outlets worldwide. Banana Republic offers contemporary American fashion apparels for men and women with unique designs that are suitable for every occasions (Everyday American Wear). Banana Republic drives its marketing efforts by locating its outlets in local and tourist shopping areas in central Bangkok. Its target market is working group between 25-45 years old. Banana Republic opened its first outlet in Thailand at The Emquartier, occupying 450 sq.m. of retail space, on 27 March 2015. At the end of 2016, Banana Republic had 6 points of sales in Thailand.

Bossini

Brands that compete in the same segment as Bossini include imported brands such as Giordano, Body Glove, as well as local brands such as Portland. These competing brands have been in the market for a long time. Despite facing intensifying competition in price and new promotions, Bossini brand remains strong for its high-quality winter wear such as down and winter jackets, as well as high-quality and nice design T-shirts. The Company expects Bossini to grow further, along with the expansion of shopping malls in Bangkok and upcountry. At the end of 2016, Bossini had 88 points of sales in Thailand.

Brooks Brothers

Founded in 1818 in the U.S., Brooks Brothers has been a leading apparels brand for two centuries. It was the first brand that offers ready-to-wear suits and since then has had the honor of dressing presidents of the U.S.,

including the 44th President, Barack Obama. With unique designs for both men and women and extensive selections of both formal and casual clothing, Brooks Brothers has been very successful in the U.S. and expanded to overseas. The first flagship Brooks Brothers store in Thailand was opened at Gaysorn Plaza, occupying 220 sq.m. of retail space, on 25 April 2016. Brooks Brothers Thailand provides a new option for businessmen and working group of both Thais and foreigners who love unique fashion. At the end of 2016, Brooks Brothers had seven points of sales in Thailand.

Charles & Keith

The ladies' footwear and handbag market in Thailand comprises both international and local brands. Imported footwear is popular for their modern aesthetics, differentiated raw materials that are not available locally and nice designs. Most imported footwear brands have high-end positioning and high prices. On the other hand, Charles & Keith focuses on mid-market by offering the same design quality as other imported high-end brands but at more affordable prices. For the handbag segment, although Charles & Keith faces competition from local handbag brands, it continues to focus on design and price strategy in order to maintain its market share. As part of its growth strategy, Charles & Keith focuses on strengthening its customer base and service quality to ensure best-in-class customer service. Furthermore, Charles & Keith also manages customer relationship through its Minor Plus program. At the end of 2016, Charles & Keith had 33 point of sales in Thailand.

Pedro

As men today pay more attention to their image and appearance, the men's footwear and accessories is seen as new potential market, catering to men who love unique and differentiated designs. Pedro is known for its high quality leather products, blending luxury and distinct contemporary design, offered at reasonable prices. At the same time, its women's collection also features unique modern style as well. In terms of market share, Pedro is still behind competitors such as Aldo and Dapper, which have been in the market for longer. As part of its key strategy, Pedro focuses on locating its stores in local and tourist shopping areas in central Bangkok. At the end of 2016, Pedro had six points of sales in Thailand.

Radley

The handbag market for women continues to grow. As a result, Radley, a leading bag brand from England, offers another choice to consumers by focusing on both Thai and foreign students and working group. Radley debuted its brand in Thailand with the opening of its outlets in Don Muang International Airport, Central Chidlom and Central Ladprao on 1 November 2016. At the end of 2016, Radley had eight points of sales in Thailand with plans to open new outlets both in Bangkok and other key provinces of Thailand in 2017.

Anello

Anello, a fashion bag brand from Japan for teenagers is extremely popular, thanks to its highly functional design and affordable prices. Anello targets students and working group, both women and men. The Company secured an exclusive distribution right of Anello in Thailand and launched new outlets in Don Muang International Airport, Mega Bangna and The Mall Bangkapi on 1 November 2016. Within two months after the debut, Anello has grown its presence to 24 points of sales by the end of 2016.

ETAM

Etam, a leading lingerie brand with over 100 years of history, was established in 1916. The brand is known for its unique design tailored for various body shapes, elegant French lace, flexible texture and high comfort. As a result, it became very popular in France and other countries worldwide. In Thailand, ETAM provides a new alternative in the lingerie market with its aesthetics and competitive pricing. The brand caters to students and working group in Thailand who pay attention to both their outside and inside appearances. The first flagship ETAM shop was opened in Siam Paragon on 30 August 2016. At the end of 2016, ETAM had 12 points of sales in department stores and leading shopping malls in Thailand.

Red Earth

There are many well-known international cosmetics brands that focus on fashionable and colorful make-up like Red Earth in Thailand. However, with a combination of local manufacturing and import, Red Earth can cater to the needs of its main customers, which are teenagers and young working group who love fashion, more effectively.

ETL, Sunsonic, Hello Teddy and BrainChecker

ETL offers English learning kits and general knowledge education materials. Although the growth of online media has an impact on this type of business, ETL continues to lead the educational market for children with its outstanding research and product development, product quality and modern interactive equipments that help stimulate kid's learning. ETL takes time to develop each of its product to ensure the high quality of educational materials for children.

Sunsonic is an affordable learning kit for children, covering English, Thai, Chinese, Japanese, as well as general knowledge. Sunsonic's products are attractive for parents who want to improve language skills of their children as they are available in many languages.

Hello Teddy is a leading and affordable Chinese learning kit developed by native speakers. The kit comes with a talking pen, which helps stimulate kid's learning interest and makes the learning process easier.

BrainChecker provides a dermatoglyphic analysis to help individuals discover their inborn potential. The new tool generates lots of interests among parents. The process involves fingerprint scan and conversion of biometrics data into meaningful statistics. BrainChecker is popular in more than 17 countries. In Thailand, there are not many competitors in this type of business. With the same target market as other educational products in the portfolio, the Company can bundle and sell BrainChecker service as an add-on.

ETL, Sunsonic, Hello Teddy and BrainChecker offer products through direct sales channel and accept payment in the form of cash, credit card, bank transfer and via third-party payment service, "Counter Service". Currently, there are three major distribution channels, including direct sale to households or residences, sale through seminars, pop-up stores in high traffic areas i.e. hyper markets, kid's fairs, hospitals or kid's activities fair, etc.

Zwilling J.A. Henckels

The premium kitchenware market with high prices is becoming more saturated due to limited product offerings catered to niche market segment. Main market continues to be in Bangkok area. As part of its growth strategy,

Zwilling J.A. Henckels will focus on product enhancement and pricing strategy to maintain competitiveness in the market and attract new customers. Furthermore, Zwilling J.A. Henckels will drive proactive marketing strategy to gain market share from its competitors, and implement activity-based and digital marketing initiatives to increase brand awareness and improve brand image among new target markets. In addition, Zwilling J.A. Henckels has added a new distribution channel via TV-home shopping channel, which has high growth potential for kitchenware products. In 2017, Zwilling J.A. Henckels will open a new outlet at Central Festival Eastville, following the opening of new outlet at Gaysorn Plaza in 2016. At the end of 2016, Zwilling J.A. Henckels had 22 points of sales in Thailand.

Contract Manufacturing under NMT Limited

Many leading manufacturers and distributors of fast moving consumer goods in Thailand outsource their manufacturing as they have no policy to manufacture themselves or they do not have sufficient production capacity. It is expected that the outsourcing trend will continue grow from increasing consumption trend of household products such as car refresher, car polish, toilet cleaner, floor cleaner, fabric softener, cleaning products, etc. as consumers look for convenience and time-saving alternatives. There are six to seven players in the contract manufacturing market with various market shares, depending on product categories. Contract manufacturers compete mainly on cost of manufacturing, while customers have high bargaining power due to excess production capacity in the market, which leads to price competition. At the same time, exports create an opportunity to boost sales from overseas customers. The Company has competitive advantage in having relatively low cost of manufacturing and superior product quality, when compared to other contract manufacturers in the region.

Pricing Policy

For fashion category, the Company determines its pricing based on cost of goods sold, brand and product positioning, competitors' prices, and sometimes market prices in nearby countries as some products target tourists.

2.3.3 Procurement of Product and Service

The Company imports products from overseas, from Asia, Europe, and the U.S., in compliance with its brand principals.

Raw Materials and Source of Products

As a distributor of international brands, the Company imports brandname products from overseas and distribute them domestically. Manufacturers, which are the brand principals in the U.S., Singapore, Hong Kong, Germany, France, England and Japan, determine production location based on where they can easily source raw materials and save transportation cost, as well as where the wage rate is lower than the country of origin. Therefore, most products are manufactured in China, India, and Bangladesh, while some are also manufactured in Thailand.

For contract manufacturing business, the Company orders raw materials from local distributors, who source these materials from both domestic and international markets. Customers source most of raw materials themselves and negotiate raw material prices directly with their suppliers. However, part of raw materials are sourced by the Company in order to lower manufacturing costs.

3. Risk Factor

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, some risks are not yet known to the Company and some that the Company does not currently believe to be material can later become material. All stakeholders should acknowledge the impact and 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 of business disruption resulting from the economic and political instability, natural disasters and catastrophe

The Company's revenues, profitability and development plans are dependent upon discretionary spending by consumers and tourist confidence, which can be adversely affected by several external and uncontrollable events, e.g. recession, political unrest, epidemics and natural disasters, etc. Although these risks are common for every business operator, the Company employs various risk mitigation methodologies to minimize the possible adverse impact on the Company's operations and financial results, including but not limited to:

- Optimizing sales mix between different types of businesses; hotel & mixed-use, restaurant, retail trading and contract manufacturing;
- Strengthening and diversifying its brand portfolio to cover many market segments; from serviced apartments to upscale and luxury hotels, and from hamburgers to pizzas to Thai food;
- Expanding geographical coverage across Asia Pacific (including Australia), Africa, the Middle East, Portugal and Brazil in order to reduce the reliance on any single country;
- Growing fee-based business of hotel management contracts and franchising in both existing and new or unfamiliar markets;
- Preparing adaptive contingency plans, while unexpected events in the past have increased the Company's ability to handle each situation effectively and improved our recovery capabilities.

2. Risk from the Competition in Core Businesses

2.1 Competition in Hospitality Business

Increase in luxury hotel supplies in the markets the Company serves may result in price competition, pressuring its revenues and profits, especially during the low season due to the pricing pressure with lower levels of occupancy, as well as high operating leverage nature of the hotel business. The focus on the quality of the services has ensured that the Company's properties are ranked at the top among competitors in each of the markets. In addition, to mitigate such risks, the Company continues to enhance its diversification, in terms of geographical coverage, classes of hotel properties, brand positioning as well as nationalities of feeder markets. In addition to its own upscale brands, Anantara, AVANI, Oaks, Tivoli, PER AQUUM and Elewana Collection, the Company also hires world-class hoteliers to manage its hotels under Four Seasons, JW Marriott, St. Regis and Radisson Blu brands. Most of Anantara, AVANI, PER AQUUM and Elewana Collection hotels are in Asia, the Middle East and Africa, and Tivoli hotels are in Portugal and Brazil, while Oaks properties have prominent presence in domestic markets of Australia and New Zealand, in which the business is not as cyclical. Moreover, having other complimentary businesses, e.g. spa, retail properties, entertainment and real estate 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 to entry, unlike hospitality business. The Company competes in Thailand and international markets with many food service companies. Nevertheless, the Company aims to stay on top of the competition by continually improving existing products, developing and launching new products and new concepts, and actively responding to consumer preferences and changing trends. As a result, the Company is able to maintain its leading position with prominent market share, on the back of strong financial resources and economies of scale. In addition, the Company has diversified its product offerings to include Western concepts, e.g. pizza, steak, hamburger and ice cream and other concepts, e.g. Thai, Chinese, coffee and bakery. The increased geographical footprint also results in 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 in Thailand, has a fairly competitive environment. Although there are many new global fast fashion retailers entering the market, they are concentrated mainly in Bangkok and other major cities. Most of the brands that the Company carries are more penetrated in both Bangkok and upcountry, which has higher potential for consumption growth in the long run. In addition, the Company has selectively added new brands in order to diversify its portfolio and keep up with the consumer trend. The Company's retail trading portfolio continues to be one of the biggest among independent distributors in Thailand. In addition, with retail trading being Minor Group's first business, the Company is able to leverage on its extensive management expertise and connection. Furthermore, the Company actively keeps up with consumption trend to better address consumer needs and stays connected with its consumers through its privilege program, Minorplus membership. With the growing e-commerce market in Thailand, the Company has launched its own e-commerce platform, Bemynt.

3. Risks from New Investments

As the Company intends to continue the expansion of both domestic and international operations, it is exposed to risks inherent in making any new investments such as fluctuation in investment value, the success of project initiation, contractual obligation, licensing and laws & regulations, in addition to the generic country risks. The Company closely monitors the development of any new projects through various tools, e.g. thorough due diligence, standard protocols, prudent investment criteria, etc. Local industry experts, legal and accounting professionals are also engaged to work with the Company's specialist teams to ensure its ability to complete the development or the acquisition, operate new businesses on a profitable basis and comply with all related rules and regulations. In addition, for countries that the Company has no presence, the Company will form joint ventures with business partners who have local knowledge and expertise in order to learn the market, rules and regulations, industry landscape 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, Vietnam, China, Singapore and Australia. Furthermore, for investments with majority stake in new countries such as Portugal and Brazil, the Company ensures that capable management with local knowledge and expertise will be retained.

4. Risk from Not Being Able to Secure Desired Locations for the Business

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, with the scale of its restaurant and retail trading portfolio, together with the strength of the products which helps attract traffic into shopping centers, the Company generally has negotiation power with the landlords, thus allowing it to secure long-term rental agreements.

5. Risk from Non-Renewal and Significant Change of Agreement's Terms and Conditions of Franchise and Distribution Business

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). With the franchised brands being market leaders in their respective food concepts, there is higher likelihood that the contracts will be renewed. In addition, the Company's reliance on the franchised brands becomes less with greater contribution from owned brands, which are The Pizza Company, Thai Express group, The Coffee Club group and Riverside.

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 do so. 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. In addition, the Company continues to look for opportunities to selectively add new brands to its retail trading portfolio.

6. Risk from Termination of Hotel Management Contract and Manufacturing Contract

The Company has increasingly leveraged on its own Anantara, AVANI, Oaks, Tivoli, PER AQUUM and Elewana Collection brands to manage non-owned 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 gross operating 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, Minor Hotels is known for the variety and quality of brands in its portfolio, its flexibility and adaptability to customer needs and most importantly, its dedication to showcase strong performance to keep owners and travelers satisfied.

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 30 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.

7. Financial Risks

7.1 Risk from Fluctuation in Exchange Rate

The Company and its subsidiaries in Thailand receive certain portion of revenues, such as franchise income, hotel management income, dividend income and income from foreign travel agencies and other foreign sources, in non-Thai Baht currencies. These revenues fluctuate according to the exchange rates against Thai Baht. However, they are naturally hedged, partially, against non-Thai Baht expenses, e.g. hotel management expenses, franchise expenses and costs of retail trading products. The Company and its subsidiaries also reduce the foreign exchange risk exposure by quoting all room rates of domestic hotels in Thai Baht, instead of foreign currency, in order to match Thai Baht revenues and Thai Baht expenses. In addition, as the Company expands its operations outside of Thailand, these overseas operations are also subject to the fluctuation of foreign currencies when their performance is consolidated into the Company's financial statements in Thai Baht terms. In terms of funding, financing is generally sourced in the same currency of the assets being financed and future cash flow generated from those assets, thereby establishing natural currency hedge to the extent possible. Amidst the volatile foreign currency market driven by the global economic uncertainties and unpredictable events, the Company has closely monitored the currency exchange fluctuations and as necessary entered into forward contracts to minimize the impact from the fluctuations.

7.2 Risk from Interest Rate

The interest rate risks arise from the volatility of market interest rates, which may have a negative impact on the Company's cash flow. The Company and its subsidiaries manage such risks in accordance with its policy to reduce the Company's exposure to adverse changes in interest rates and the prevailing financial market condition. As a result, the Company maintains a balanced position of fixed and floating interest rate debt position to align with the financial market situation.

7.3 Risk from Financial Stability and Ability to Borrow and Satisfy Debt Covenants

In order to support business expansion, additional funding may be required from time to time to fund direct investments, development, initiatives and acquisitions. As a result, the Company and its subsidiaries have to maintain sufficient liquidity and/or credit facilities from financial institutions to support its working capital requirements, procure long-term funding and diversify funding sources. The Company and its subsidiaries strive to maintain strong financial positions in order to comply with all financial covenants. All covenants imposed on the Company have been satisfied at all times.

8. Risk from Changing Technology

The Company is reliant upon technology platforms not only for back-of-the-house operations but also for selling and marketing activities. Failing to keep pace with new technology and changing consumer preferences may put the Company at a competitive disadvantage. The Company recognizes the importance of information technology and incorporates it as part of the Company's long-term strategies. Backed by strong financial resources and economies of scale, the Company is able to remain competitive by making necessary investments in new technologies and systems, with a number of key initiatives. For example, Anantara's central reservation system improves the visibility of live inventory, promotes rate parity, takes bookings in multiple languages, improves yield management and guest profiling. The new platform of The Pizza Company's website and mobile application have improved the customer ordering experience, reduced average online ordering time and allowed customers to track the status of their delivery order online. In addition, the Company puts in place the long-term 5-year strategy specifically for information technology to ensure the support for ongoing business plans.

9. Risk from Climate Change

The Company's global footprint across Asia Pacific, the Middle East, the Indian Ocean, Africa, Europe and South America, exposes its businesses to current and emerging climate change risks, particularly from changing landscapes, natural disasters and food security. In recent years, extreme and frequent climate events such as floods, drought and forest fires have also occurred in Southeast Asia and Australia where the Company has significant presence. These risks threaten the tourism and agriculture sectors, which directly impact the operations and supply chain of the Company's hospitality and restaurant businesses. The Company closely monitors these risks to assess the impact to its businesses, and has established adaptive contingency plans to address potential disruptions, as part of business continuity planning. In addition, the Company continues to ensure that it complies with environmental regulations, and as much as possible, strives to minimize the environmental impact from its operations through resource and waste management, as well as natural heritage and habitat conservation.

The Company sees the importance of possible impact arising from the above risks, and therefore has appointed its internal audit department to periodically evaluate all associated risk factors and effectiveness of risk mitigations. Each business unit performs self-assessment exercise to identify possible risks and cooperates with the internal audit department to analyze the impact and likelihood, and to formulate risk-mitigation procedures. Follow-ups and re-evaluation are conducted on a continuing basis. Formal Group Risk Management Policy and Procedure is in place and being followed by all business units. The effectiveness of risk management is reported to the Audit Committee and Senior Management on a quarterly basis.

4. Assets used in operations
4.1 Property Plant and Equipment of the Company and its subsidiaries

Mainly, Minor group has assets used in operations as follow:

Hotel operation

Company	Land size (Rai)	Location	Ownership	Main Assets	Book Value (MB)		Commitments (MB)
					As at 31 Dec 2016	As at 31 Dec 2015	
Minor International Public Company Limited	11	218/2-3 Moo 10, Pattaya	Leasehold right for 30 years (Ended in 2018)	Two 4-story hotels and a 10- story hotel (with 298 rooms) Leasehold land	92.92 1.24	118.90 1.87	-n/a- -n/a-
<u>Susidiaries</u> Samui Village Limited	36	43/1 Phet Kasem Road, Hua Hin	Leasehold right for 30 years (Ended in 2030)	Twelve 2-story hotels (with 187 rooms) Leasehold land	150.85 -	167.17 0.04	-n/a- -n/a-
Baan Boran Chiangrai Limited	800	229 Moo 1, Wiang, Chiang Saen, Chiang Rai 499 Moo 1, Wiang, Chiang Saen, Chiang Rai	Leasehold right for 30 years (Ended in 2018)	Two 2-story hotels (with 72 rooms) 15 tent camps	118.75 51.95	136.42 49.47	-n/a- -n/a-
Samui Resort and Spa Limited	14	99/9 Bophut Beach, Koh Samui	Freehold	Land and 3-story hotel (with 106 rooms)	404.01	421.65	-n/a-

Company	Land size (Rai)	Location	Ownership	Main Assets	Book Value (MB)		Commitments (MB)
					As at 31 Dec 2016	As at 31 Dec 2015	
Chao Phaya Resort Limited (Hotel operation)	27	257/1-3 Charoennakorn road, Samrae, Thonburi, Bangkok 257 Charoennakorn road, Samrae, Thonburi, Bangkok	Leasehold right for 38 years (Ended in 2049)	Two 7-story hotels (with 408 rooms) and a 7-story parking building	618.77	691.11	-n/a-
				Leasehold land	201.22	228.40	-n/a-
				A 26-story hotel (with 248 rooms)	1,145.81	-	-n/a-
Rajadamri Hotel Public Company Limited	10	Ratchadamri road, Bangkok	Leasehold right for 30 years (Ended in 2048)	A 7-story hotel, a 8-story hotel and a 9-story hotel (with 354 rooms)	511.58	437.49	-n/a-
				Leasehold land	1,035.13	1,100.30	-n/a-
Maerim Terrace Resort Limited	37	Mae Rim, Chiang Mai	Leasehold right for 30 years (Ended in 2024)	A 3-story hotels and 17 two- story hotels (with 76 rooms)	425.53	370.17	-n/a-
				Leasehold land	12.51	14.18	-n/a-
MI Squared Limited	46	Mai khao beach Thalang, Phuket	Freehold	Land and 83 Villa	1,269.91	1,314.13	-n/a-
	37	Mai khao beach Thalang, Phuket	Freehold	Land and eight 3-story hotels (with 265 rooms) and three buildings	852.24	914.75	-n/a-

Company	Land size (Rai)	Location	Ownership	Main Assets	Book Value (MB)		Commitments (MB)
					As at 31 Dec 2016	As at 31 Dec 2015	
Samui Village Limited	1	219 Moo 5, Angthong, Koh Samui, Suratthani 53/5 Moo 4, Taling Ngam, Koh Samui, Suratthani	Leasehold right for 5 years (Ended in 2015)	60 Villas	666.24	619.71	-n/a-
				9-story hotel (with 34 rooms)	176.21	-	-n/a-
Minor International (Labuan) Ltd.		Kihavah Huravlu Island	Leasehold right for 23 years (Ended in 2030)	Leasehold land 84 Villas	256.31 1,453.53	352.04 1,579.30	-n/a-
Jada Resort and Spa (Private) Ltd.	21	Sri Lanka	Leasehold right (Ended in 2018)	Six 2-story and 3-story hotels (with 105 rooms)	212.31	134.74	-n/a-
	26	Sri Lanka	Freehold	Leasehold land Land	7.48 143.28	8.13 143.28	-n/a- -n/a-
Rajdamri Lodging Limited	3	159 Ratchadamri road, Pathumwan,	Leasehold right for 30 years (Ended in 2041)	A 22-story hotel (with 224 rooms)	2,017.99	2,097.81	-n/a-
	72	Bangkok Laem Yai Beach, Koh Samui	Freehold	Land	62.47	62.47	-n/a-
Oaks Hotels & Resort Limited	-	New Zealand and Australia	Freehold Freehold / Leasehold right	Residence office and letting rights	3,037.08	2,917.10	2,611
Samui Beach Club Owner Limited	-	Mai Khao Beach, Thalang, Phuket	Freehold	Sale office, restaurant, and swimming pool	312.37	321.44	-n/a-
MHG Phuket Limited	68	Cherngtalay, Thalang, Phuket	Freehold	Land	264.03	263.68	-n/a-
				A hotel (with 77 rooms)	890.94	927.55	-n/a-

Company	Land size (Rai)	Location	Ownership	Main Assets	Book Value (MB)		Commitments (MB)
					As at 31 Dec 2016	As at 31 Dec 2015	
Coco Palm Hotel & Resort Limited	60	Bangmuang, Takuapa Phang-Nga	Freehold	Land	286.30	286.30	-n/a-
MHG Australia Investment Pty. Ltd		Australia	Freehold	A hotel (with 301 rooms)	1,156.68	1,202.49	-n/a-
Hoi An Riverpark Hotel Company Limited		Vietnam	Freehold	Two 2-story hotels (with 94 rooms)	249.36	254.37	-n/a-
Bai Dai Tourism Company Limited		Vietnam	Freehold	Three 2-story hotels (with 63 rooms)	223.82	168.32	-n/a-
Sothea Pte. Ltd		Cambodia	Freehold	A 3-story hotel (with 39 rooms)	212.32	224.18	-n/a-
				Leasehold	31.01	31.01	
Sands Hotels Holdings (Namibia) (Proprietary) Limited		Namibia	Freehold	A hotel (with 173 rooms)	969.23	1,013.73	-n/a-
Minor Hotel Group Gaborone (Proprietary) Limited	12.3088 Acre	Botswana	Freehold	Land and a hotel with 196 rooms	1,965.88	1,956.53	-n/a-
Pojuca S.A	291,400 Square Meter	Federative Republic of Brazil	Freehold	Land and two hotels (with 504 rooms)	1,953.33	374.49	-n/a-

Company	Land size (Rai)	Location	Ownership	Main Assets	Book Value (MB)		Commitments (MB)
					As at 31 Dec 2016	As at 31 Dec 2015	
Minor Continental Portugal, S.A.		Portuguese Republic	Freehold	Land and twelve hotels (with 2,357 rooms)	11,417.17	1,630.77	-n/a-
Minor Hotels Zambia Limited		Zambia	Freehold	Land and two hotel (with 385 rooms)	2,687.52	-	-n/a-

Sales of food and beverage

Company	Land size (Rai)	Location	Ownership	Main Assets	Book Value (MB)		Commitments (MB)
					As at 31 Dec 2016	As at 31 Dec 2015	
The Minor Food Group Public Company Limited	3,188 Square Meter	15 th – 17 th floor, BJC Building, Klongtoey, Bangkok.	Leasehold right for 30 years (Ended in 2024)	Leasehold and leasehold improvement rights	96.75	97.76	-n/a-
	-	32 stores license rights	License right for 3 - 30 years	License rights	43.46	54.28	-n/a-
				220 stores improvement license rights	514.75	508.31	-n/a-
	45 Square Wa	66/71-73 Moo 2, Bophut, Koh Samui, Suratthani	Freehold	Land and A 4-story building	69.39	69.53	-n/a-
Swensen's (Thai) Limited	-	14 stores license rights	License right for 3 - 28 years	License rights	17.45	20.60	-n/a-
				133 stores improvement license rights	181.06	170.29	-n/a-
SLRT Limited	-	3 stores license rights	License right for 3 - 22 years	License rights	14.51	16.85	-n/a-
				46 stores improvement license rights	248.45	223.06	-n/a-

Company	Land size (Rai)	Location	Ownership	Main Assets	Book Value (MB)		Commitments (MB)
					As at 31 Dec 2016	As at 31 Dec 2015	
Burger (Thailand) Limited	-	8 stores license rights	License right for 12 - 15 years	License rights 45 stores improvement license rights	32.70 315.72	26.58 214.92	-n/a- -n/a-
Minor Cheese Limited	29	Pak Chong, Nakhon Ratchasima	Freehold	Building	32.20	34.91	-n/a-
Minor Dairy Limited	-	Pak Chong, Nakhon Ratchasima	Freehold	Building	113.74	123.68	-n/a-
The Coffee Club (Thailand) Limited	-	6 stores license rights	License right for 10 years (Ended in 2019) Advance rental payment for 3 years (Ended in 2017) Advance rental payment for 15 years (Ended in 2033)	License rights 21 stores improvement license rights	14.74 119.79	11.16 92.83	-n/a- -n/a-
Minor DQ Limited	-		Advance rental payment for 14 years (Ended in 2028)	223 stores improvement license rights	65.39	69.39	-n/a- -n/a-
Minor Food Group (Singapore) Pte. Ltd.	-	Singapore	Own brand	License rights 2 stores improvement license rights	1.83 128.93	1.10 152.54	-n/a- -n/a-
The Minor Food Group (China) Limited	-	The Republic of China	Own brand	Stores improvement license rights	122.67	78.45	-n/a-

Company	Land size (Rai)	Location	Ownership	Main Assets	Book Value (MB)		Commitments (MB)
					As at 31 Dec 2016	As at 31 Dec 2015	
Over Success Enterprise	-	The Republic of China	Own brand	License rights Stores improvement license rights	14.53 355.24	23.47 450.06	-n/a- -n/a-
Minor DKL Food Group Pty. Ltd.	-	Australia	Own brand	Stores improvement license rights	185.96	189.64	-n/a-

Distribution and Manufacturing services

Company	Land size (Rai)	Location	Ownership	Main Assets	Book Value (MB)		Commitments (MB)
					As at 31 Dec 2016	As at 31 Dec 2015	
NMT Limited	Land + Building	60/185 Moo19, Soi 17, Navanakorn Industrial Estate, Klong Luang, Pathumthani	Freehold	Land and building	95.38	92.45	-n/a-
Minor Corporation Public Company Limited		Room No. 117, Central City Bangna	Leasehold right for 16 years and 10 months (Ended in 2023)	Leasehold right	4.47	5,89	-n/a-

Company	Land size (Rai)	Location	Ownership	Main Assets	Book Value (MB)		Commitments (MB)
					As at 31 Dec 2016	As at 31 Dec 2015	
Esmido Fashions Limited		Room No. 2S23, 2P24, The Emporium Bangkok	Leasehold right for 24 years (Ended in 2021)	Leasehold right 98 stores improvement license rights	5.44 40.16	6.48 60.07	-n/a- -n/a-
Armin Systems Limited		Room No. 1-23-1-26, Siam Paragon, Bangkok	Leasehold right for 6 years (Ended in 2016)	Leasehold right 196 stores improvement license rights	- 160.93	0.32 127.36	-n/a- -n/a-
Red Earth Thai Limited				17 stores improvement license rights	-	1.79	-n/a-

Investment property of the Company and its subsidiaries

Company	Land size (Rai)	Location	Ownership	Main Assets	Book Value (MB)		Commitments (ล้านบาท)
					As at 31 Dec 2016	As at 31 Dec 2015	
Royal Garden Plaza Limited	8	218 Moo 10, Pattaya	Leasehold right for 30 years (Ended in 2018)	A 3-story shopping mall	77.88	113.34	-n/a-
	2	889 Moo 3, Mai Khao Beach, Phuket	Freehold	A 2-story shopping mall	105.88	113.06	-n/a-
Minor Development Limited	3 Rai and 30 square wa	101/97 Moo 20, Navanakorn Industrial Estate, Klong Luang, Pathumthani	Freehold	Land and building	7.98	7.98	-n/a-
	2 Rai and 364 square wa.	Rama 9 Road Huaykwang, Bangkok	Freehold	Land	32.87	32.87	-n/a-
Chao Phaya Resort Limited (Shopping mall)		257/6 Charoennakorn Road, Samrae, Thonburi, Bangkok	Freehold	A shopping mall	698.43	361.93	-n/a-

Net book amount of Property, plant and equipment:

Million Baht

Assets	Cost as at		Estimated useful lives* (Year)	Net book amount as at	
	31 Dec 2016	31 Dec 2015		31 Dec 2016	31 Dec 2015
Land and land improvement	10,852.92	5,882.01	lease period, 5 years, 20 years	10,535.85	5,314.72
Buildings	33,540.41	22,144.70	lease period, 5 years, 10 years, 20 years, 30 years, 40 years	23,237.13	15,073.52
Building improvement	10,025.38	8,856.13	lease period and 10 years	5,547.42	4,893.27
Furniture, fixtures and other equipment	15,470.88	13,110.26	5 – 15 years	5,950.30	4,650.42
Motor vehicles	378.47	345.49	5 years	132.61	111.68
Operating Equipment	3,688.14	1,700.28	-	1,263.09	893.73
Construction in progress	2,032.47	4,076.50	-	2,032.47	4,076.50
Total	75,988.66	55,815.37		46,698.89	35,013.84

* Except for land with unlimited useful life.

Net book amount of Investment properties:

Million Baht

Asstes	Cost as at		Estimated useful lives (Year)	Net book amount as at	
	31 Dec 2016	31 Dec 2015		31 Dec 2016	31 Dec 2015
Land and land improvement	57.23	57.23		56.07	56.19
Buildings and Building improvement	2,014.05	1,656.45		866.97	572.99
Total	2,071.28	1,713.68		314.54	629.18

Net book amount of leasehold/license right:

Million Baht

Assets	Cost as at		Estimated useful lives (Year)	Net book amount as at	
	31 Dec 2016	31 Dec 2015		31 Dec 2016	31 Dec 2015
leasehold/license right	4,377.04	4,148.52	leasehold/license right period	1,984.70	1,964.43
Total	4,377.04	4,148.52		1,984.70	1,964.43

The Company applies the accounting policy for goodwill and business combinations in accordance with Thai Financial Reporting Standards (TFRS) no. 3 , "business combinations", by comparison the acquisition cost of investments and the fair value of assets and liabilities on the transaction date. Consequently, as of 31 December 2016 and 2015, the Company and subsidiaries have a total net value of fixed assets including net fair value adjustments, 6,605.32 million baht and 3,439.65 million baht, respectively.

4.2 Land and projects under development of the Company and its subsidiaries

The Minor Group has no land and projects under development to be the main asset used in operations as of December 31, 2016 and 2015.

4.3 Intangible assets of the Company and its subsidiaries

Intangible assets that are important to the operations of the Company and its subsidiaries are as follows:

Million Baht

Intangible assets	Cost as at		Estimated useful lives (Year)	Net book amount as at	
	31 Dec 2016	31 Dec 2015		31 Dec 2016	31 Dec 2015
Franchise development expenses	166.04	166.04	1-3 years	3.10	3.33
Initial franchise fees	199.80	174.91	3-20 years	66.09	47.19
Goodwill	8,195.03	8,004.34	-	7,649.45	7,483.54
Brand	5,670.45	5,712.82	-	5,670.45	5,712.82
Computer software	1,281.04	1,155.99	3-5 years	436.50	417.84
Computer software under installation	300.91	234.63	-	300.91	234.63
Management letting rights	4,569.30	4,038.24	40 years	3,867.98	3,436.95
Intellectual property rights	585.17	629.86	-	489.01	557.19
Total	20,967.74	20,116.83		18,483.50	17,893.49

4.4 Policy on Investment

From the Company's financial statements as at 31 December 2016, the Company has investments in subsidiaries, associates and interests in joint ventures in the hotel business, food and beverage and related business total 8,494 million baht or 17.8 percent of total assets. The Company has a policy to invest in subsidiaries, associates and interests in joint ventures by taking into consideration that such businesses will support the main business and encourage the Company to develop products and services to meet the customers' need. This is to ensure that the customers get the complete products and services which are beyond customers' satisfaction.

For the governance and oversight of the subsidiaries, the Company has appointed the Company's executive to be a director and management of subsidiaries and associated companies to manage and administer the business of such subsidiaries and associates. The Company also sends its representative to participate, consider and vote at the shareholders' meeting according to the Company's policies and principles.

5. Legal disputes

As of 31 December 2016, there is no material litigation against the Company or its subsidiaries which could have a negative effect on our assets exceeding 5% of shareholder's equity. In addition, there is no lawsuit, which could have a significant effect on our business.

6. General information and other related information**Principal Activities**

Food and Beverages, Hotel and Mixed-use including Residential Development, Point-Based Vacation Club and Plaza and Entertainment Business, together with Retail Trading.

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

Website: <http://www.minorinternational.com>

Share Capital as of 31 December 2016

Registered:

Baht 4,621,828,347 divided to 4,621,828,347 ordinary shares at par value of Baht 1 each

Issued and fully paid:

Baht 4,410,368,436 divided to 4,410,368,436 ordinary shares of Baht 1 each

Company Registrar

Common Share and Warrant (MINT-W5)

Thailand Securities Depository Co., Ltd

The Stock Exchange of Thailand

93 Rachadapisek Road, Dindaeng,

Bangkok 10400

Tel: +66 (0) 2009 9000

Fax : +66 (0) 2009 9991

E-mail: SETContactCenter@set.or.th

Website: <http://www.set.or.th>

Debenture

MINT No. 2/2010 tranche 2,

No. 1/2011, No. 1/2012 tranche 1 and 2

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

MINT No. 2/2012, No. 1/2014

No. 1/2015 tranche 1 and 2

No. 1/2016 tranche 1 and 2

The Siam Commercial Bank PCL

9 Ratchadapisek Road, Chatuchak,
Bangkok 10900

Auditors

PricewaterhouseCoopers ABAS Limited

By Mrs. Anothai Leekitwattana and/or Mr. Kajornkiet Aroonpirodkul and/or Mr. Chanchai Chaiprasit

Certified Public Accountant (Thailand) No. 3442, 3445 and 3760 respectively

15th Floor, Bangkok City Tower,
179/74-80 South Sathorn Road,
Bangkok 10120

Tel: +66 (0) 2286 9999

Fax: +66 (0) 2286 5050

Legal Advisers

Siam City Law Offices Limited

Rajanakarn Building, 20th Floor
183 South Sathorn Road, Yannawa, Sathorn
Bangkok 10120

Tel: +66 (0) 2676 6667-8

Fax: +66 (0) 2676 6188

Subsidiaries, Associates and Joint Ventures

Minor Hotels

Country of Incorporation and Nature of Business are advised in Note No. 13 of the Company's Financial Statement.

Company	Number of Issued Shares (Shares)	Held by	% Held
1. Chao Phaya Resort Limited	12,000,000	MINT	81.2%
2. Hua Hin Resort Limited ("HHR")	2,000,000	MINT	100.0%
3. MHG Npark Development Company Limited	10,000,000	HHR	50.0%*
4. Maerim Terrace Resort Limited	3,000,000	MINT	45.3%
5. Samui Resort and Spa Limited	100,000	MINT	100.0%
6. Rajadamri Hotel Public Company Limited	45,000,000	MINT	99.2%
7. MI Squared Limited ("MI")	100,000	MINT	100.0%
8. Hua Hin Village Limited ("HHV")	3,500,000	MINT	100.0%
9. Baan Boran Chiangrai Limited	1,650,000	MINT	100.0%
10. Samui Village Limited	375,000	MINT	100.0%
11. Coco Palm Hotel & Resort Limited	1,730,000	MINT	100.0%
12. Coco Recreation Limited	10,000	MINT	100.0%
13. Samui Beach Club Owner Limited	10,000	MINT	100.0%
14. Royal Garden Plaza Limited ("RGP")	750,000	MINT	100.0%
15. NYE and RGP Development Co., Ltd.	100,000	RGP	40.0%*
16. M Spa International Limited ("MST")	410,000	MINT	51.0%
17. Samui Beach Residence Limited	10,000	MINT	100.0%
18. Coco Residence Limited	10,000	MINT	100.0%
19. Minor Hotel Group Limited ("MHG")	1,079,307	MINT	27.8%
20. Minor Supply Chain Solutions Limited	262,515	MINT	100.0%
21. Minor Global Solutions Limited	50,000,000	MINT	100.0%
22. Chao Phaya Resort and Residence Limited	10,000	MINT	100.0%
23. RGR International Limited ("RGRI")	100,000	MINT	100.0%
24. Eutopia Private Holding Limited	1,000,000	RGRI	50.0%*

* Shown as interest portion

Company	Number of Issued Shares (Shares)	Held by	% Held
25. Harbour View Corporation Limited	11,000,000	RGRI	30.4%*
26. R.G.E. (HKG) Limited	100,000	MINT	100.0%
27. M & H Management Limited	1,000	MINT	100.0%
28. Lodging Investment (Labuan) Limited ("LIL")	1,000	MINT	100.0%
29. Serendib Hotels Pcl.	75,514,738	LIL	22.7%*
30. Minor International (Labuan) Limited	1,000	MINT	100.0%
31. AVC Club Developer Limited	1,000	MINT	100.0%
32. AVC Vacation Club Limited ("AVC V")	1,000	MINT	100.0%
33. Phuket Beach Club Owner Limited	10,000	MINT	100.0%
34. Malkhao Vacation Villas Limited	400,000	MINT	50.0%*
35. MHG Phuket Limited	1,900,000	MINT	100.0%
36. Minor Sky Rider Limited	70,000	MINT	100.0%
37. S&P Syndicate Public Company Limited	490,408,365	MINT	35.7%*
38. Minor Continental Holding (Mauritius) ("MCHM")	EUR 18,000	MINT	100.0%
39. Minor Continental Holding (Luxembourg) S.A.R.L ("MCHL")	EUR 12,500	MCHM	100.0%
40. Minor Continental Portugal, S.A. ("MCP")	EUR 36,000,000	MCHL	100.0%
41. Pojuca S.A. ("Pojuca")	ordinary shares 91,138,377	MCHL	100.0%
	preferred shares 68,505,744		
42. Marhotels S.A. ("Marhotels")	6,300,000	MCP	100.0%
43. Coimbra Jardim Hotel S.A.	3,650,000	MCP	100.0%
44. Tivoli Gave do Oriente S.A.	500,000	MCP	100.0%
45. Sofal S.A.	10,000	Marhotels	100.0%
46. Hotelagos S.A.	1,885,000	Marhotels	100.0%
47. Tivoli Ecoresidences Praia do Forte Ltda.	3,445,676	Pojuca	100.0%
48. Praia do Forte Operadora de Turismo Ltda.	1,071,500	Pojuca	100.0%
49. Agencia de Receptivo Praia do Forte Ltda.	1,189,000	Pojuca	100.0%
50. Timeantube Comercio Ltda.	1,247,811	Pojuca	100.0%
51. Rajadamri Residence Limited	5,000,000	MI	100.0%
52. Rajadamri Lodging Limited	300,000	MI	100.0%
53. Star Traveller Limited	10,000	MI	49.0%

* Shown as Interest portion

Company	Number of Issued Shares (Shares)	Held by	% Held
54. Zuma Bangkok Limited	160,000	MI	51.0% *
55. MSpa Ventures Limited ("MspaV")	50,000	MST	100.0%
56. Minor Hotel Group Management (Shanghai) Limited	140,000	MST	100.0%
57. Arabian Spas (Dubai) (LLC)	300	MspaV	49.0% *
58. M SPA International Cairo LLM	5,000	MspaV	100.0%
59. Hospitality Investment International Limited ("HIIL")	10,000,000	MHG	100.0%
60. MHG International Holding (Singapore) Pte. Ltd. ("MHGIH")	44,126,338	MHG	100.0%
61. MHG International Holding (Mauritius) ("MHGIHM")	1,000	MHG	100.0%
62. MHG Holding Limited	1,000	MHG	100.0%
63. MHG Deep Blue Financing	200,000	MHG	50.0% *
64. 2015 CM Investors Corporation	44,600,000	MHG	50.0% *
65. Anantara Vacation Club (HK) Limited ("AVC V (HK)")	10,000	AVC V	100.0%
66. AVC Vacation Club (Singapore) Pte. Ltd.	100	AVC V	100.0%
67. Sanya Anantara Consulting Limited	USD 500,000	AVC V (HK)	100.0%
68. Lodging Management (Labuan) Limited	1,000	HIIL	100.0%
69. Lodging Management (Mauritius) Limited ("LMM")	1,000	HIIL	100.0%
70. PT Lodging Management (Indonesia) Limited	1,500	HIIL	93.3%
71. Jada Resort and Spa (Private) Limited ("Jada")	ordinary shares 102,384,759	HIIL	87.3%
	preferred shares 7,271,550		
72. PH Resort (Private) Ltd.	271,767	HIIL	49.9% *
73. Zanzibar Tourism and Hospitality Investment Limited ("ZTHIL")	2	HIIL	50.0% *
74. Tanzania Tourism and Hospitality Investment Limited ("TTHIL")	2	HIIL	50.0% *
75. Sothea Pte. Ltd.	1,450	LMM	80.0%
76. Minor Hotel Group South Africa (PTY) Limited	1,000	LMM	100.0%
77. O Plus E Holdings Private Limited	1,050,000	LMM	50.0% *
78. Per Aquum Management JLT	734	LMM	50.0% *
79. Per Aquum Maldives Private Limited	USD 20,000	LMM	50.0% *
80. Paradise Island Resorts (Private) Limited ("Paradise")	6,000,000	Jada	87.3%
81. Kalutara Luxury Hotel and Resort (Private) Limited	137,382,564	Jada	87.3%
82. Avani Ambalangoda (Private) Limited	-	Paradise	87.3%

* Shown as interest portion

Company	Number of Issued Shares (Shares)	Held by	% Held
83. Elewana Afrika (Z) Limited	202	ZTHIL	50.0%*
84. The Grande Stone Town Limited ("Grande")	100,000	ZTHIL	50.0%*
85. Parachichi Limited	10,000	Grande	50.0%*
86. Elewana Afrika (T) Limited ("Elewana T")	2,500	TTHIL	50.0%*
87. Elewana Afrika Limited ("Elewana")	2	TTHIL	50.0%*
88. Trilogy Limited ("Trilogy")	100	TTHIL	50.0%*
89. Moru Holdings Limited	-	Elewana T	50.0%*
90. Chell & Peacock Safaris (Tanzania) Limited	10,000	Trilogy	50.0%*
91. Flora Holding Limited ("Flora")	10,000	Elewana	50.0%*
92. Rocky Hill Limited	2	Elewana	50.0%*
93. Sand River Eco Camp Limited	100	Elewana	50.0%*
94. Chell & Peacock Limited	100	Elewana	50.0%*
95. Chell & Peacock Management Limited	4	Elewana	50.0%*
96. Tortilis Camp Limited	KES 1,490,000	Elewana	50.0%*
97. Elsa's Kopje Limited	KES 40,887,692	Elewana	50.0%*
98. Joy's Camp Limited	KES 136,002,463	Elewana	50.0%*
99. Elephant Pepper Camp Limited	KES 51,713,142	Elewana	37.0%*
100. Parrots Limited	2	Flora	50.0%*
101. MHG IP Holding (Singapore) Pte. Ltd.	1	MHGIH	100.0%
102. Vietnam Hotel Projekt B.V. ("VHP")	EUR 22,863	MHGIH	100.0%
103. MHG Management (India) Private Limited	10,000	MHGIH	100.0%
104. Rani Minor Holding Limited ("Rani")	50,000,000	MHGIH	25.0%*
105. MHG Australia Holding Pte. Ltd. ("MHGAH")	1	MHGIH	100.0%
106. MHG Australia Investments Pty. Ltd.	100	MHGAH	100.0%
107. Bai Dai Tourism Company Limited	USD 2,150,000	VHP	100.0%
108. Hoi An Riverpark Hotel Company Limited	USD 1,080,000	VHP	91.0%
109. Indigo Bay SA.	300,072,000	Rani	25.0%*
110. Cabo Delgado Hotels & Resorts, Lda	MZN 700,000,000	Rani	25.0%*
111. Sands Hotels Holdings (Namibia) (Proprietary) Limited	NAD 100	MHGIHM	80.0%
112. Minor Hotel Group Gaborane (Proprietary) Limited ("Gaborane")	500,000	MHGIHM	64.0%
113. Minor Hotel Group MEA DMCC	50	MHGIHM	100.0%

* Shown as interest portion

Company	Number of Issued Shares (Shares)	Held by	% Held
114. MHG Desaru Hotel Sdn. Bhd.	ordinary shares 7,000,000	MHGIHM	60.0%
	redeemable convertible preferred shares 25,101,685		
115. MHG Desaru Villas Sdn. Bhd.	ordinary shares 3,000,000	MHGIHM	60.0%
	redeemable convertible preferred shares 11,900,783		
116. MHG Lesotho (Proprietary) Limited ("Lesotho")	12,628	MHGIHM	37.5%*
117. Rani Minor Holding II Ltd. ("RANI II")	50,000	MHGIHM	49.0%*
118. MHG Signify Assets Holding (Mauritius) Limited	100,000	MHGIHM	50.0%*
119. Minor Hotels Zambia Limited	50,000	MHGIHM	100.0%
120. Letsatsi Casino (Pty) Ltd.	-	Gaborone	51.0%
121. Avani Lesotho (Proprietary) Limited	1,000	Lesotho	37.5%*
122. Fenix Projectos e Investimentos Limitada	MZN 10,000,000	RANI II	49.0%*
123. PT Wika Realty Minor Development	260,000	MHGIH	50.0%*
124. MHG GP Pte. Ltd. ("MHG GP")	2,000,002	MHGIH	50.0%*
125. Bodhi Hotels & Resorts Pvt. Ltd.	15,765,000	MHG GP	25.0%*

* Shown as interest portion

Oaks's subsidiaries

Company	Number of Issued Shares (Shares)	Held by	% Held
1. Boathouse Management Pty. Ltd.	3,058,996	OAKS	100.0%
2. Calypso Plaza Management Pty. Ltd.	9,420,142	OAKS	100.0%
3. Concierge Apartments Australia Pty. Ltd.	3,479,414	OAKS	100.0%
4. Goldsbrough Management Pty. Ltd.	14,433,119	OAKS	100.0%
5. MINT Residential Pty. Ltd.	1	OAKS	100.0%
6. MH Management (Qld) Pty. Ltd. ("QLD")	2,912,614	OAKS	100.0%
7. Oaks Hotels & Resorts (NSW) No 1 Pty. Ltd.	8,979,457	OAKS	100.0%

Company	Number of Issued Shares (Shares)	Held by	% Held
8. MH Management (NSW) Pty. Ltd. ("NSW2")	14,830,219	OAKS	100.0%
9. MH Management (SA) Pty. Ltd.	10,513,471	OAKS	100.0%
10. MH Management (VIC) Pty. Ltd. ("VIC")	1,871,380	OAKS	100.0%
11. Queensland Accommodation Corporation Pty. Ltd.	6	OAKS	100.0%
12. Seaforth Management Pty. Ltd.	4,041,019	OAKS	100.0%
13. The Oaks Resorts & Hotels Management Pty. Ltd.	8,606,418	OAKS	100.0%
14. Furniture Services Australia Pty. Ltd.	120	OAKS	100.0%
15. Brisbane Apartment Management Pty. Ltd.	1	OAKS	100.0%
16. Housekeepers Pty. Ltd.	2	OAKS	100.0%
17. Oaks Hotels & Resorts NZ Ltd. ("NZ")	13,290,430	OAKS	100.0%
18. Oaks Hotels & Resorts JLT Ltd.	300	OAKS	100.0%
19. Oaks Hotels & Resorts Investments Pty. Ltd.	100	OAKS	100.0%
20. Oaks Hotels and Resorts No.4 Pty. Ltd. ("No. 4")	100	OAKS	100.0%
21. Oaks Hotels & Resorts (Management) Pty. Ltd.	100	OAKS	100.0%
22. Oaks Hotels & Resorts Leasing (Collins) Pty. Ltd.	100	OAKS	100.0%
23. Oaks Hotels and Resorts (NT) Pty. Ltd.	15,300,100	OAKS	100.0%
24. Oaks Hotels & Resorts Asset Holding Pty. Ltd.	100	OAKS	100.0%
25. Queen Street Property Management Pty. Ltd.	2	QLD	100.0%
26. Mon Komo Management Pty. Ltd.	100	QLD	100.0%
27. Oasis Caloundra Management Pty. Ltd.	100	QLD	100.0%
28. Oaks Hotels & Resorts (Regis Towers) Pty. Ltd.	100	QLD	100.0%
29. Emerald Holdings Investments Pty. Ltd. ("EHI")	100	QLD	100.0%
30. ACN 153 970 944 Pty. Ltd.	100	QLD	100.0%
31. Oaks Hotels & Resorts (Mon Komo) Pty. Ltd.	100	QLD	100.0%
32. Oaks Hotels & Resorts (Carlyle Mackay) Pty. Ltd. ("CM")	100	QLD	100.0%
33. Oaks Hotels & Resorts (Milton) Pty. Ltd. ("Milton")	100	QLD	100.0%
34. Oaks Hotels & Resorts (Carlyle Lessee) Pty. Ltd. ("CL")	100	QLD	100.0%
35. Oaks Hotels & Resorts (Radius) Pty. Ltd. ("Radius")	100	QLD	100.0%
36. Oaks Hotels & Resorts (Rivermarque) Pty. Ltd. ("RM")	100	QLD	100.0%
37. Oaks (M on Palmer) Management Pty. Ltd. ("M on P")	100	QLD	100.0%
38. Oaks Hotels & Resorts (Prince Place) Pty. Ltd. ("PP")	100	QLD	100.0%
39. Oaks Hotels & Resorts (Moranbah) Pty. Ltd. ("Mor")	100	QLD	100.0%
40. Oaks Hotels & Resorts (Mews) Pty. Ltd. ("Mew")	100	QLD	100.0%

Company	Number of Issued Shares (Shares)	Held by	% Held
41. Oaks Queensland Holdings Pty. Ltd. ("OaksQ")	100	QLD	100.0%
42. ACN 153 490 227 Pty. Ltd.	100	QLD	100.0%
43. Oaks Hotels & Resorts (M on Palmer Apartments) Pty. Ltd.	100	QLD	100.0%
44. Queensland Nominee Management Pty. Ltd.	100	OaksQ	100.0%
45. Wrap No. 1 Pty. Ltd. ("Wrap No. 1")	10	OaksQ	100.0%
46. Emerald Management Pty. Ltd.	100	EH	100.0%
47. Mackay (Carlyle) Management Pty. Ltd.	100	CM	100.0%
48. Brisbane (Milton) Management Pty. Ltd. ("B Milton")	100	Milton	100.0%
49. The Milton Residences Pty. Ltd.	100	B Milton	100.0%
50. Mackay (Carlyle) Lessee Pty. Ltd.	100	CL	100.0%
51. Brisbane (Radius) Management Pty. Ltd.	100	Radius	100.0%
52. Mackay (Rivermarque) Management Pty. Ltd.	100	RM	100.0%
53. Middlemount (Prince Place) Management Pty. Ltd.	100	PP	100.0%
54. Moranbah Management Pty. Ltd.	100	Mor	100.0%
55. Mews Management Pty. Ltd.	100	Mews	100.0%
56. Oaks Hotels & Resorts (NSW) Pty. Ltd. ("NSW")	49,309	NSW2	100.0%
57. Pacific Blue Management Pty. Ltd.	2	NSW2	100.0%
58. Regis Towers Management Pty. Ltd.	100	NSW2	100.0%
59. Oaks Hotels & Resorts (Hunter Valley) Pty. Ltd. ("HV")	100	NSW2	100.0%
60. 183 on Kent Management Pty. Ltd.	2	NSW	100.0%
61. 187 Kent Pty. Ltd.	2	NSW	100.0%
62. Oaks Hotels and Resorts (Cable Beach) Pty. Ltd. ("CB")	10	NSW	100.0%
63. 361 Kent Pty. Ltd.	10	CB	100.0%
64. Hunter Valley (CL) Management Pty. Ltd. ("CLMa")	100	HV	100.0%
65. Hunter Valley (CL) Leases Pty. Ltd.	100	HV	100.0%
66. Hunter Valley (CL) Memberships Pty. Ltd.	100	CLMa	100.0%
67. Pacific Hotel Market Street Pty. Ltd.	2	VIC	100.0%
68. Cable Beach Management Pty. Ltd.	100	VIC	100.0%
69. MH Residential (Leasing) Pty. Ltd.	100	VIC	100.0%
70. Oaks Hotels & Resorts (Pinnacle) Pty. Ltd. ("Pinnacle")	100	VIC	100.0%
71. Oaks Hotels & Resorts Operator (VIC) Pty. Ltd.	100	VIC	100.0%
72. Oaks Hotels & Resorts (VIC) Letting Pty. Ltd. ("VIC Letting")	100	VIC	100.0%

Company	Number of Issued Shares (Shares)	Held by	% Held
73. Oaks Hotels & Resorts Leasing (VIC) Pty. Ltd. ("Leasing VIC")	100	VIC	100.0%
74. Exclusive Pinnacle Management Pty. Ltd.	100	Pinnacle	100.0%
75. 187 Cashel Management Limited	100	NZ	100.0%
76. 187 Cashel Apartments Ltd.	100	NZ	100.0%
77. Oaks Cashel Management Ltd.	100	NZ	100.0%
78. Housekeepers (NZ) Ltd.	100	NZ	100.0%
79. Tidal Swell Pty. Ltd.	4	Inv	100.0%
80. Grand (Gladstone) Management Pty. Ltd.	100	NO. 4	100.0%
81. Accom (VIC) Pty. Ltd. ("Accom VIC")	10	Leasing VIC	100.0%
82. Accom Melbourne Pty. Ltd.	10	Accom VIC	100.0%
83. Wrap Management Pty. Ltd.	10	Wrap No. 1	100.0%
84. Wrap No. 2 Pty. Ltd. ("Wrap No. 2")	10	VIC Letting	100.0%
85. Wrap Letting Pty. Ltd.	10	Wrap No. 2	100.0%
86. Harbour Residences Oaks Ltd.	960,000	NZ	50.0%*

* Shown as interest portion

Minor Food

Country of Incorporation and Nature of Business are advised in Note No. 13 of the Company's Financial Statement.

Company	Number of Issued Shares (Shares)	Held by	% Held
1. The Minor Food Group Public Company Limited ("MFG")	32,730,684	MINT	99.7%
2. Swensen's (Thai) Limited	1,000,000	MFG	100.0%
3. Minor Cheese Limited	600,000	MFG	100.0%
4. Minor Dairy Limited	600,000	MFG	100.0%
5. Minor DQ Limited	160,000	MFG	100.0%
6. Burger (Thailand) Limited	3,700,000	MFG	97.0%
7. SLRT Limited	4,000,000	MFG	100.0%
8. The Coffee Club (Thailand) Limited	1,220,000	MFG	100.0%
9. Catering Associates Limited	50,000	MFG	51.0%
10. Pecan Deluxe (Thailand) Limited	1,050,000	MFG	49.9%*

* Shown as interest portion

Company	Number of Issued Shares (Shares)	Held by	% Held
11. BTM (Thailand) Ltd.	2,032,614	MFG	50.0%*
12. Select Service Partner Limited ("SSP")	450,000	MFG	51.0%*
13. MSC Thai Cuisine Co., Ltd.	500,000	MFG	40.0%*
14. International Franchise Holding (Labuan) Limited ("IFH")	1,800,000	MFG	100.0%
15. Primacy Investment Limited ("Primacy")	79,972,745	MFG	100.0%
16. The Pizza Company Ltd	1	MFG	100.0%
17. Select Service Partner (Cambodia) Limited	1,000	SSP	51.0%*
18. Franchise Investment Corporation of Asia Ltd. ("FICA")	6,494,250	IFH	100.0%
19. The Minor (Beijing) Restaurant Management Co. Ltd.	RMB 135,000,000	FICA	100.0%
20. Sizzler China Pte. Ltd.	2	IFH	50.0%*
21. Delicious Food Holding (Singapore) Pte. Ltd. ("DFHS")	9,201,000	Primacy	100.0%
22. MFG International Holding (Singapore) Pte. Ltd. ("MFGIHS")	50,594,745	Primacy	100.0%
23. Minor Food Group (Singapore) Pte. Ltd. ("MFGS")	300,000	Primacy	100.0%
24. Liwa Minor Food & Beverage LLC	3,000	Primacy	49.0%*
25. BreadTalk Group Limited	281,890,148	Primacy	14.1%*
26. Delicious Food Australia Finance Pty. Ltd.	59,000,100	DFHS	100.0%
27. MHG Hotel Holding Australia Pty. Ltd. ("MHH")	15,300,100	DFHS	100.0%
28. Oaks Hotels & Resorts Limited ("OAKS")	189,131,898	MHH	100.0%
29. Delicious Food Holding (Australia) Pty. Ltd. ("DFHA")	10	DFHS	100.0%
30. Minor DKL Food Group Pty. Ltd. ("DKL")	46,000,000	DFHA	70.0%
31. Espresso Pty. Ltd.	100	DKL	70.0%
32. The Coffee Club Investment Pty. Ltd.	28,616,600	DKL	70.0%
33. The Coffee Club Franchising Company Pty. Ltd.	17,282,200	DKL	70.0%
34. The Coffee Club (NSW) Pty. Ltd.	2	DKL	70.0%
35. The Coffee Club (Vic) Pty. Ltd.	2	DKL	70.0%
36. The Coffee Club (Properties) Pty. Ltd.	100	DKL	70.0%
37. The Coffee Club Properties (NSW) Pty. Ltd.	2	DKL	70.0%
38. The Coffee Club Pty. Ltd.	2	DKL	70.0%
39. The Coffee Club (International) Pty. Ltd.	100	DKL	70.0%
40. The Coffee Club (Korea) Pty. Ltd.	100	DKL	70.0%
41. The Coffee Club (Mena) Pty. Ltd.	100	DKL	70.0%

* Shown as interest portion

Company	Number of Issued Shares (Shares)	Held by	% Held
42. The Coffee Club (NZ) Pty. Ltd.	100	DKL	70.0%
43. First Avenue Company Pty. Ltd.	100	DKL	70.0%
44. Ribs and Rumps Holding Pty. Ltd. ("R&R")	1	DKL	70.0%
45. Ribs and Rumps Operating Company Pty. Ltd.	1	R&R	70.0%
46. Ribs and Rumps Properties Pty. Ltd.	1	R&R	70.0%
47. Ribs and Rumps International Pty. Ltd.	1	R&R	70.0%
48. Ribs and Rumps System Pty. Ltd.	100	R&R	70.0%
49. Minor DKL Construction Pty. Ltd.	100	DKL	70.0%
50. Minor DKL Management Pty. Ltd.	100	DKL	70.0%
51. Minor DKL Stores Pty. Ltd.	100	DKL	70.0%
52. TCC Operations Pty. Ltd.	100	DKL	70.0%
53. TGT Operations Pty. Ltd.	100	DKL	70.0%
54. VGC Food Group Pty. Ltd. ("VGC")	1,000	DKL	49.0%
55. Veneziano Coffee Roasters Holdings Pty. Ltd. ("VCRH")	8,900,000	VGC	49.0%
56. Groove Train Holdings Pty. Ltd. ("GTH")	2,100,000	VGC	49.0%
57. Coffee Hit Holdings Pty. Ltd. ("CHH")	700,000	VGC	49.0%
58. VGC Management Pty. Ltd.	1	VGC	49.0%
59. Veneziano Coffee Roasters Pty. Ltd.	3	VCRH	49.0%
60. Groove Train System Pty. Ltd.	1	GTH	49.0%
61. Veneziano Coffee Assets Pty. Ltd.	100	VCRH	49.0%
62. Groove Train Properties Pty. Ltd.	1	GTH	49.0%
63. Coffee Hit System Pty. Ltd.	100	CHH	49.0%
64. Coffee Hit properties Pty. Ltd.	1	CHH	49.0%
65. Black Bag Roasters Pty. Ltd.	100	VCRH	49.0%
66. Veneziano Coffee (NSW) Pty. Ltd.	1,337	VCRH	30.8%*
67. Veneziano (SA) Pty. Ltd.	1,000	VCRH	17.5%*
68. The Minor Food Group (India) Private Limited	24,077,144	MFGIHS	70.0%
69. The Food Theory Group Pte. Ltd. ("Food Theory")	300,000	MFGIHS	50.0%*
70. Over Success Enterprise Pte. Ltd. ("Over Success")	10,000	MFGIHS	69.2%
71. Palara Fine Thai Cuisine Limited	4,500,000	MFGIHS	50.0%*
72. The Minor Food Group (Myanmar) Limited	2,000,000	MFGIHS	100.0%

* Shown as Interest portion

Company	Number of Issued Shares (Shares)	Held by	% Held
73. Ya Hua Investment Pte. Ltd.	700,000	Food Theory	25.0%*
74. Beijing Qian Bai Ye Investment Consultation Ltd.	USD 100,000	Over Success	69.2%
75. Beijing Riverside & Courtyard Investment Management Ltd.	RMB 7,000,000	Over Success	69.2%
76. Beijing Riverside & Courtyard Catering Management Co., Ltd.	RMB 2,030,000	Over Success	69.2%
77. Beijing Longkai Catering Ltd.	RMB 100,000	Over Success	69.2%
78. Beijing Three Two One Fastfood Ltd.	RMB 100,000	Over Success	69.2%
79. Beijing JiangShang Catering Ltd.	RMB 100,000	Over Success	69.2%
80. Beijing Yunyu Catering Ltd.	RMB 1,000,000	Over Success	69.2%
81. Beijing Jianshan Rundal Catering Ltd.	RMB 500,000	Over Success	69.2%
82. Beijing XieJia Catering Ltd.	RMB 500,000	Over Success	69.2%
83. Beijing DeJianhua Catering Ltd.	RMB 100,000	Over Success	69.2%
84. Beijing Bashu Chun Qiu Restaurant	-	Over Success	69.2%
85. Feng Sheng Ge Restaurant	-	Over Success	69.2%
86. Beijing Tiankong Catering Co., Ltd.	RMB 100,000	Over Success	69.2%
87. Shanghai Riverside & Courtyard Ltd.	RMB 2,000,000	Over Success	69.2%
88. Shanghai Riverside & Courtyard & Gongning Catering Ltd.	RMB 100,000	Over Success	69.2%
89. Shanghai Yi Ye Qing Zhou Catering Co., Ltd.	RMB 100,000	Over Success	69.2%
90. Shanghai Riverside & Courtyard Zhenbai Catering Co., Ltd.	RMB 100,000	Over Success	69.2%
91. Beijing Yangguang Catering Management Co., Ltd.	RMB 100,000	Over Success	69.2%
92. Jinan Riverside & Courtyard Catering Co., Ltd.	RMB 100,000	Over Success	69.2%
93. Tianjin Riverside & Courtyard Catering Management Co., Ltd.	RMB 100,000	Over Success	69.2%
94. Suzhou Riverside & Courtyard Catering Management Co., Ltd.	RMB 100,000	Over Success	69.2%
95. Nanjing Riverside & Courtyard Catering Management Co., Ltd.	RMB 100,000	Over Success	69.2%
96. Shenyang Riverside & Courtyard Catering Management Co., Ltd.	RMB 100,000	Over Success	69.2%
97. Wuhan Riverside & Courtyard Catering Management Co., Ltd.	RMB 30,000	Over Success	69.2%
98. Nantong Riverside & Courtyard Catering Management Co., Ltd.	RMB 100,000	Over Success	69.2%
99. Yangzhou Riverside & Courtyard Catering Management Co., Ltd.	RMB 100,000	Over Success	69.2%
100. Red Matches Catering Co., Ltd.	RMB 100,000	Over Success	69.2%
101. Hangzhou Riverside & Courtyard Catering Management Co., Ltd.	RMB 100,000	Over Success	69.2%
102. Dalian Riverside & Courtyard Catering Management Co., Ltd.	RMB 100,000	Over Success	69.2%
103. Zhenjiang Riverside & Courtyard Catering Management Co., Ltd.	RMB 100,000	Over Success	69.2%

* Shown as interest portion

Company	Number of Issued Shares (Shares)	Held by	% Held
104. BBZ Design International Pte. Ltd.	400,000	MFGS	100.0%
105. Element Spice Café Pte. Ltd.	400,000	MFGS	100.0%
106. YTF Pte. Ltd.	400,000	MFGS	100.0%
107. PS07 Pte. Ltd.	100,000	MFGS	100.0%
108. TES07 Pte. Ltd.	500,000	MFGS	100.0%
109. XWS Pte. Ltd.	441,000	MFGS	100.0%
110. Shokudo Concepts Pte. Ltd.	100,000	MFGS	100.0%
111. Shokudo Heeren Pte. Ltd.	100,000	MFGS	100.0%
112. TEC Malaysia Sdn Bhd	RM 500,000	MFGS	100.0%
113. Riverside & Courtyard (International) Pte. Ltd.	350,000	MFGS	100.0%

Minor Lifestyle

Country of Incorporation and Nature of Business are advised in Note No. 13 of the Company's Financial Statement.

Company	Number of Issued Shares (Shares)	Held by	% Held
1. Minor Corporation Public Company Limited ("MCL")	489,770,722	MINT	91.4%
2. Armin Systems Limited	1,100,000	MCL	100.0%
3. NMT Limited	100,000	MCL	100.0%
4. Minor Development Limited	40,000	MCL	100.0%
5. Minor Consultants & Services Limited	700,000	MCL	100.0%
Included shares held by RET			
6. Red Earth Thai Limited ("RET")	350,000	MCL	100.0%
7. Esmlido Fashions Limited	13,000,000	MCL	90.8%
8. Marvelous Wealth Limited	1	MCL	100.0%
9. Mysale.co.th Limited	300,000	MCL	50.1%

7. Securities information

7.1 Registered Capital and Paid up Capital

Share Capital as of 31 December 2016 was Baht 4,621.83 million divided into 4,621.83 million ordinary shares at par value of Baht 1 each. Issued and fully paid was Baht 4,410.37 million divided into 4,410.37 million ordinary shares of Baht 1 each. The Company is a listed company in the Stock Exchange of Thailand (SET).

Other Securities

- Debentures

As of 31 December 2016, the Company has 12 debenture schemes with 25,800 Million Baht outstanding debentures.

Type	Issue size (MB)	Period	Due Date	Interest rate (% per annum)	Outstanding as of 31 December 2016 (MB)
Unsecured, senior and without a debenture holders' representative	1,800	5 Years	9 Aug 2017	4.25	1,800
Unsecured, senior and with a debenture holders' representative	1,000	7 Years	17 Dec 2017	4.30	1,000
Unsecured, senior and with a debenture holders' representative	1,500	7 Years	18 Mar 2018	4.57	1,500
Unsecured, senior and without a debenture holders' representative	500	7 Years	3 Oct 2018	4.80	500
Unsecured, senior and without a debenture holders' representative	300	10 Years	3 Oct 2021	5.00	300
Unsecured, senior and without a debenture holders' representative	2,700	10 Years	9 Aug 2022	4.75	2,700
Unsecured, senior and without a debenture holders' representative	1,500	5 Years	21 Dec 2017	4.2	1,500
Unsecured, senior and without a debenture holders' representative	4,500	5 Years	14 Mar 2019	Average interest rate 4.17% p.a. (Year 1 fixed interest rate : 3.70% p.a. Year 2-4 fixed interest rate : 4.25% p.a. Year 5 fixed interest rate : 4.46% p.a.)	4,500
Unsecured, senior and without a debenture holders' representative	4,000	5 Years	22 May 2020	3.05	4,000
Unsecured, senior and without a debenture holders' representative	4,000	10 Years	22 May 2025	4.04	4,000
Unsecured, senior and without a debenture holders' representative	2,800	5 Years	15 Mar 2021	2.27	2,800
Unsecured, senior and without a debenture holders' representative	1,200	15 Years	15 Mar 2031	3.95	1,200

- Warrants to purchase Ordinary Shares issuing to the existing shareholders

Term of Warrants	3 years
Issuance date	November 4, 2014
Expiration Date	November 3, 2017
Exercise Ratio	1 unit of Warrants shall be entitled to purchase 1.1 new ordinary share
Exercise Price	Baht 36.364 per share
Number of warrants issued	200,063,948 units
Number of the newly issued	200,063,948 shares
Exercised warrant as of 31 December 2016	7,876,564 units
Unexercised warrant as of 31 December 2016	192,187,384 units
Remaining shares reserved as of 31 December 2016	211,459,911 shares

7.2 Shareholders

Top 10 Major Shareholders as of 31 January 2017

Name of shareholder	Number of shares	Proportion of shareholding
1. Group of Mr. William Ellwood Heinecke ¹	1,465,999,411	33%
1.1 Mr. William Ellwood Heinecke	120,200,000	3%
1.2 Minor Holding (Thai) Limited	727,767,680	17%
1.3 Mrs. Kathleen Ann Heinecke	5,200	0%
1.4 Heinecke Foundation	630,031	0%
1.5 Zall Holdings Limited	617,396,500	14%
2. Mr. Nithi Osathanugrah	346,595,097	8%
3. Thai NVDR Co., Ltd.	294,533,891	7%
4. UBS AG SINGAPORE BRANCH	203,136,156	5%
5. STATE STREET BANK EUROPE LIMITED	116,938,743	3%
6. BANQUE PICTET & CIE SA	101,723,480	2%
7. His Majesty King Bhumibol Adulyadej	96,458,715	2%
8. CHASE NOMINEES LIMITED	95,688,131	2%
9. Social Security Office	77,819,459	2%
10. STATE STREET BANK AND TRUST COMPANY FOR CANADA	49,449,950	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) (including any amendment thereof

² Major shareholder of Minor Holding (Thai) Co., Ltd. is as follows:

Name of shareholders	Number of shares	Proportion of shareholding
1. Minor Group Holding Co., Ltd.	33,750	37.50
2. Mr. William Ellwood Heinecke	26,250	29.17
3. Mr. John Scott Heinecke	15,200	16.89
4. Mr. David William Heinecke	14,800	16.44
Total	90,000	100.00

³ By investing in NVDRs, investors receive the same financial benefits i.e., dividends, right issues or warrants), as those who invest directly in a company's ordinary shares. The only difference between investing in NVDR and company shares is in regard to voting. (except for voting for delisting from the listed company of Stock Exchange of Thailand). This caused number of voting rights of the Company decrease which increase other shareholders voting rights increase in return. Please visit <http://www.set.or.th/nvdr> to update NVDR holders.

7.3 Dividend Policy

Board of Directors defines the Company and subsidiaries' dividend policy for the year 2016 as follow:

1) With regards to dividend payment, the Company and subsidiaries have the policy to take into consideration potential growth of the companies' performance, investment plans, business expansion, and terms and conditions of loans and debentures of the Company and its subsidiaries, as well as the necessity and appropriateness to enhance shareholders' value in the long term. The Company and subsidiaries do not have a fixed dividend payout ratio, and therefore the dividend payment is considered based on their financial performance in each year.

In 2016, the Company paid dividend for the 2015 performance in view of cash dividend in the amount of Baht 0.35 per share which is equivalent to dividend payout ratio of 21.89% of the consolidated net profit. Excluding adjustment of the fair value of investment, dividend payout ratio should be 32.75%.

2) Dividend History

	2009	2010	2011	2012	2013	2014	2015	2016
EPS (Baht per share)	0.43	0.38	0.88	0.94	1.04	1.00	1.60	1.50
DPS (Baht per share)	0.15	0.15	0.25	0.30	0.35	0.35	0.35	0.35
Dividend payout ratio ¹ (%)	35.01	39.49	28.39	32.00	33.50	35.00 ²	21.89 ^{3,4}	23.40 ⁴

Note: ⁽¹⁾ Dividend payout ratio is calculated from dividend per share divided by earnings per share

⁽²⁾ Earning per share for 2014 had been restated due to the change of weighted average of number of shares after taken into the number of stock dividend which had been approved by the Annual General Meeting of Shareholders on April 3, 2015

⁽³⁾ Excluding the non-recurring items, dividend payout ratio should be 32.75%

⁽⁴⁾ Excluding the non-recurring items, dividend payout ratio should be 33.69%

⁽⁵⁾ Dividend per share for the 2016 performance has been approved as per MINT Board of Director's resolution on 20 February 2017 and will be proposed to the Annual General Meeting of Shareholders on 4 April 2017.

8. Management structure

The Board structure consists of the Board of Directors, the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and Risk Management Steering Committee.

8.1 Board of Directors

As of 31 December 2016, the Board of Directors consists of 9 directors, 5 of which are non-executive directors, with the proportion exceeding half of the Board. The composition of the Board is as follows:

- 5 non-executive directors (55.55% of the Board)
- 4 executive directors (44.44% of the Board)
- 3 independent directors (33.33% of the Board)

Director	Position
1. Mr. William Ellwood Heinecke	Chairman and Group Chief Executive Officer
2. Khunying Jada Wattanasiritham	Independent Director, Chairman of the Audit Committee Chairman of the Compensation Committee Member of the Nominating and Corporate Governance Committee
3. Mr. Patee Sarasin	Independent Director and Member of the Audit Committee
4. Ms. Suvabha Charoenying (Appointed on 22 January 2016)	Independent Director, Member of the Audit Committee Member of the Compensation Committee Chairman of the Nominating and Corporate Governance Committee
5. Mr. Anil Thadani	Director, Member of the Compensation Committee Member of the Nominating and Corporate Governance Committee
6. Mr. Thiraphong Chansiri	Director, Member of the Compensation Committee
7. Mr. Paul Charles Kenny	Director
8. Mr. Emmanuel Jude Dillipraj Rajakarier	Director
9. Mr. John Scott Heinecke	Director

Investor Relations: Mr. Chaipayat Paitoon, Mrs. Jutatip Adulbhan

Authorized signatory director(s)

Mr. William Ellwood Heinecke, Mr. Paul Charles Kenny, Mr. Anil Thadani, and Mr. Emmanuel Jude Dillipraj Rajakarier, any two of these four directors can jointly sign to bind the Company, with the company seal affixed.

Scope of Board of Directors responsibilities

1. The board of directors may authorize one or more directors or other person(s) to act on behalf of the board of directors under and subject to the supervision of the board of directors or grant such person(s) the authority within the period as the board of directors deems appropriate. The board of directors has the right to terminate or revoke or alter such authority. The board of directors may appoint one director to act as managing director to perform any duties on behalf of the board of directors

under and subject to the supervision of the board of directors as the board of directors deems appropriate. The managing director shall directly report to the board of directors.

2. Any two of these four directors can jointly sign to bind the Company, with the company seal affixed. The board of directors shall have the power to determine the name(s) of the directors signing together, with the common seal affixed, to bind the Company.
3. The board of directors have the responsibility to prescribe policy, plan, control and making decision the Company operation, including new business investment. Except for the items as specified by law which needed the resolution from shareholders.
4. If a director has any interest in any agreement made with the Company or increases or decreases his or her holding of shares or debentures of the Company or its subsidiary, such director shall notify the Company for acknowledgement without delay.
5. No director shall operate any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a partner with unlimited liability in a limited partnership or become a director of a private company or any other company operating a business which has the same nature as and is in competition with the business of the Company, either for his or her own benefit or for the benefit of other persons, unless he or she notifies the shareholders' meeting prior to the resolution for his or her appointment.
6. The board of directors shall hold a meeting at least once every three months.

8.1 Management

On 31 December 2016, 7 Managements are as follows:

- | | |
|--------------------------------------|---|
| 1. Mr. William Ellwood Heinecke | Chairman and Group Chief Executive Officer |
| 2. Mr. Brian James Delaney Corporate | Chief Financial Officer |
| 3. Mr. Chaiyapat Paitoon Deputy | Corporate Chief Financial Officer & Strategic Planning |
| 4. Ms. Somsri Rachdaponkul | Vice President of Corporate Finance & Corporate Secretary |
| 5. Mr. Supasith Xanasongkram | Vice President of Legal |
| 6. Mr. Kosin Chantikul | Vice President of Investment & Acquisitions |
| 7. Mrs. Jutatip Adulbhan | Vice President of Investor Relations |

Scope of CEO's responsibilities (the resolution of Board of Directors Meeting No. 16/1998 on August 13, 1998 and No. 10/2005 on August 24, 2005)

CEO has the authority to operate normal business of the Company except for the following businesses which needed the approval from the Board of Directors or shareholders (if any):

1. The authorities as prescribed in internal power of attorney
2. The amendment of the Company Article of Association
3. Acquisition, segregation or change the form of the Company's business
4. Dissolution of the Company
5. Increase, decrease or transfer share capital of the Company
6. The commencement of new business or dissolution the existing business
7. Remove director and appoint a director in replacement
8. The approval of annual budget

In the normal business of the Company, CEO has no authority to approve the transaction which CEO or the connected persons are conflict, having interest or conflict of interest.

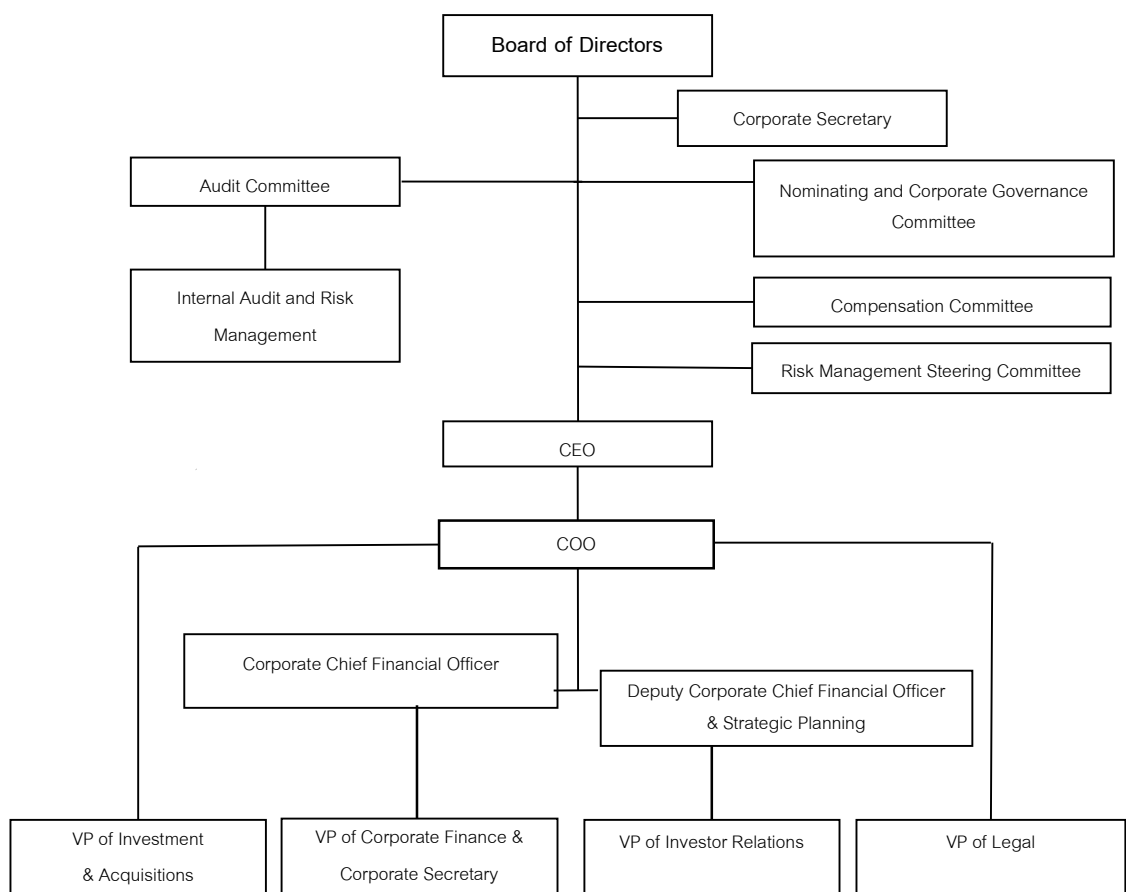
In general transaction, the resolution of Board of Directors Meeting No. 16/1998 on August 13, 1998 which the independent directors attended the meeting had prescribed the authorities and did the power of attorney to CEO or other persons to act on behalf of by business unit and value of the transaction.

The Board of Directors Meeting No. 10/2005 on August 24, 2005 had approved the policy on delegation of the Board of Directors authorities and conflict of interest which are:

The Board of Directors shall not approve to authorize CEO of any person who has any conflict of interest with the Company or any of its subsidiaries of the Company to

- (1) Enter, approve or make decisions to enter in transactions including, but not limited to appointing the sub-authorized person who has a conflict of interest in such transaction, or
- (2) Has a personal conflict of interest in that transaction, or
- (3) Enter into any transaction which not in the ordinary course of business with the person other than on terms and conditions as favorable to the Company at the time as in a comparable arm's length transaction.

Organization Chart of Minor International Public Company Limited



8.3 Corporate Secretary: Ms. Saranya Soontaros

Details of Corporate Secretary are prescribed in appendix 1

8.4 Remuneration of Directors and Management

The Compensation Committee individually reviews the performance of the senior executive officers – the CEO, COO, CFO and other executive officers – and establishes and approves their compensation. Once a year, the Committee shall evaluate the CEO's performance in light of the established goals and objectives, in order to set the CEO's annual compensation, including salary, bonus and equity and non-equity incentive compensation. The Committee also regularly evaluates the effectiveness of the different elements of the Company's overall executive compensation program and reports to the Board. (See more details in the Compensation Committee Charter presented on the Company's website.)

2016 remuneration paid to directors and senior management were as follows:

(1) Monetary remuneration

(a) Directors' remuneration

Directors	BOD Meeting Attendance	Type of fee	Meeting Fees (Baht)					Total
			BOD	AC	CC	NCG	Fees from Subsidiaries	
1. Mr. William Ellwood Heinicke	8/8	Annual fee	200,000	-	-	-	180,000	380,000
2. Khunying Jada Wattanasriham	8/8	Total	1,300,000	490,000	175,000	150,000	-	2,115,000
		Annual fee	-	250,000	150,000	100,000	-	500,000
		Quarterly meetings	1,200,000	240,000	-	-	-	1,440,000
		Other meetings	100,000	-	25,000	50,000	-	175,000
3. Mr. Patee Sarasin	3/8	Total	350,000	245,000	-	-	-	595,000
		Annual fee	-	125,000	-	-	-	125,000
		Quarterly meetings	300,000	120,000	-	-	-	420,000
		Other meetings	50,000	-	-	-	-	50,000
4. Ms. Suwabha Charoonying	7/7	Total	1,275,000	285,000	125,000	175,000	-	1,860,000
		Annual fee	-	125,000	100,000	150,000	-	375,000
		Quarterly meetings	1,200,000	160,000	-	-	-	1,360,000
		Other meetings	75,000	-	25,000	25,000	-	125,000
Appointed on 22 January 2016 (Including Conference call*: 1/7)								
5. Mr. Anil Thadani	6/8	Total	700,000	-	125,000	150,000	180,000	1,155,000
		Annual fee	-	-	100,000	100,000	180,000	380,000
		Quarterly meetings	600,000	-	-	-	-	600,000
		Other meetings	100,000	-	25,000	50,000	-	175,000
(Including Conference call*: 2/8)								
6. Mr. Thiraphong Chansiri	6/8	Total	975,000	-	125,000	-	-	1,100,000
		Annual fee	-	-	100,000	-	-	100,000
		Quarterly meetings	900,000	-	-	-	-	900,000
		Other meetings	75,000	-	25,000	-	-	100,000
(Including Conference call*: 2/8)								
7. Mr. Paul Charles Kenny	8/8	Annual fee	200,000	-	-	-	-	200,000
8. Mr. Emmanuel Jude Dillipraj Rajakarier	8/8	Annual fee	200,000	-	-	-	180,000	380,000
9. Mr. John Scott Heinicke	8/8	Annual fee	200,000	-	-	-	-	200,000

* Participation in the meeting via telephone conference shall not be counted for a quorum.

Note: BOD – Board of Directors AC – Audit Committee CC – Compensation Committee NCG – Nominating and Corporate Governance Committee

(b) Management Remuneration

In 2016, remuneration paid to management of the Group and the Company for the year ended 31 December 2016 were Baht 210.31 million and Baht 93.95 million, respectively. Management remuneration comprised short term benefits such as salaries, bonuses and other allowances.

(c) Other Remuneration

In addition to the remuneration, directors also received director privileges in using hotel services as defined in the value of Baht 25,000 per property per year.

(d) Other Management Remuneration

- Provident Fund

In 2016 the Company provided provident fund to 7 management totally Million 4.62 Baht.

- Employee Joint Investment Program (EJIP)

The company had commenced EJIP program since 2011 in order to incentivize and create the long-term growth of the Company. The Company will deduct monthly amount by percentage from the participant salary account which the percentage varied from year of services, position. % range is between 5-20%, the Company then supports the same amount to accumulate to buy the Company's shares.

However, directors cannot participate in this program.

8.5 Human resources

As of December 31, 2016 the Company and subsidiaries had totally 64,115 employees. Benefits to employees comprising salaries, wages, welfares and regular contribution were Million 13,674 Baht.

	Minor Hotel	Minor Food	Minor Lifestyle	Other
Total	24,041	37,990	1,758	326
Full time	87%	37%	67%	93%
Part time	13%	63%	33%	7%

Note: All employees including all significant subsidiaries, and include employees of managed hotel properties and franchise

Human resources development policy

The Company considers its employees a valuable asset and treats them fairly with regards to training and development in every level, internal promotion and performance evaluation to develop employees efficiently. It is an important factor for business growth sustainly and strongly. Employees development plan is in line with nature of business and intenal business units and consistent with outsource advisor's recommendation.

9. Corporate Governance

9.1 Corporate Governance Policy

The Board of Directors and management of the Company realize the importance of Good Corporate Governance, a critical factor for the Company to achieve its long term sustainable growth objectives.

The Board has approved the Good Corporate Governance Guidelines (“the Guidelines”) of the business operations for the Company’s directors, 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.

The Company publicizes the Guidelines and Business Code of Conduct via the Company’s website, in order for employees at all levels to better understand and use them as working guidelines, and at the same time for shareholders, stakeholders, investors and other interested parties. In addition, to promote the practice according to the Business Code of Conduct, all employees are required to acknowledge and sign the Business Code of Conduct on the orientation day before commencing his/her employment. The following up and report whether the Code is being abided by is part of the internal audit process.

In the year 2016, the Company has complied with the Guidelines and has reviewed and updated the CG Policy and Guidelines to be consistent with international standards. Moreover, the Company’s corporate governance scoring 2016 was rated “excellent” for the fourth consecutive year from Corporate Governance Report of Thai Listed Companies 2016 conducted by the Thai Institute of Directors Association (IOD).

The Company’s corporate governance activities in 2016, which are classified into 5 main categories, are as follows:

9.2 Sub-Committee

The Board structure consists of 4 sub-committees; i.e. the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and Risk Management Steering Committee.

9.2.1 Audit Committee

On 31 December 2016, the Audit Committee comprises 3 directors as follows:

- | | | |
|----|--------------------------------|-----------------------------------|
| 1. | Khunying Jada Watthanasiritham | Chairman and Independent Director |
| 2. | Mr. Patee Sarasin | Member and Independent Director |
| 3. | Ms. Suvabha Charoenying* | Member and Independent Director |

All Audit Committee members have knowledge and expertise in accounting with experience in reviewing financial statements.

* Appointed on 22 January 2016

Audit Committee Scope of Responsibilities

1. To meet, review and discuss with management and the independent auditors the annual audited financial statements and quarterly financial statements, including the Company’s specific disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and any other matters required to be reviewed under applicable legal and regulatory provisions.

2. To discuss with management and the independent auditor, as appropriate, earnings press releases and financial information and earnings guidance provided to analysts and to rating agencies.

3. To select and make a recommendation on the appointment, re-appointment and removal of the independent auditor to examine the Company's accounts, controls and financial statements. The Committee shall have the authority and responsibility to select, evaluate, compensate and oversee the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audits, review or attest services for the Company (including resolution of disagreements between management and the auditor regarding financial reporting). The independent auditor and each such registered public accounting firm will report directly to the Committee. The Committee shall have the authority to pre-approve all audit engagement fees and terms and the Committee must pre-approve any audit and non-audit service provided to the Company by the Company's independent auditor. The Committee shall recommend the Board to propose to shareholders to appoint the Company's independent auditor and approve their audit fees at the Annual General Meeting.

4. To discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response, and the Company's risk assessment and risk management policies, including the Company's major financial risk exposure and steps taken by management to monitor and mitigate such exposure.

5. To review the Company's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the Company's financial statements, including alternatives to, and the rationale for, the decisions made.

6. To review and approve the internal corporate audit staff functions, including:

- purpose, authority and organizational reporting lines
- annual audit plan, budget and staffing
- concurrence in the appointment, compensation and rotation of the department head corporate audit staff.

7. To review with the Chief Financial Officer, the Department Head-Corporate Audit, or others as the Committee deems appropriate, the Company's internal system of audit and financial controls and the results of internal audits.

8. To obtain and review at least annually a formal written report from the independent auditor delineating: the auditing firm's internal quality-control procedures; the auditing firm's independence; and any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm. The Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. Also, in order to assess auditor independence, the Committee will review at least annually for all relationships between the independent auditor and the Company.

9. 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.

10. To set policies for the hiring of employees or former employees of the Company's independent auditor.

11. To review and investigate any matters pertaining to the integrity of management, including conflicts of interest, or adherence to standards of business conduct as required in the policies of the Company. This should include regular reviews of the compliance processes. In connection with these reviews, the Committee will meet, as deemed appropriate, with the general counsel and other Company officers or employees.

12. To establish and oversee procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by Company employees of concerns regarding questionable accounting or auditing matters.

13. To resolve any conflicts of interest involving a Director, the CEO or Senior Management.

14. To review and approve or ratify any transaction between the Company and a related person, which

is required to be disclosed under the rules of the Securities and Exchange Commission.

15. To prepare and publish an Annual Committee Report in the Company's Annual Report. Such Audit Committee's report shall 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.

16. To report the following matters which may materially affect the Company's financial conditions to the Board of Directors:

- 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.

17. To perform any other duties as assigned by the Company's Board of Directors, with the approval of the Audit Committee.

(For more information, please see the Audit Committee Charter, presented on the Company's website.)

9.2.2 Compensation Committee

On 31 December 2016, the Compensation Committee comprised 4 directors as follows:

- | | |
|----------------------------------|----------|
| 1. Khunying Jada Wattanasiritham | Chairman |
| 2. Mr. Anil Thadani | Member |
| 3. Mr. Thiraphong Chansiri | Member |
| 4. Ms. Suvabha Charoenying* | Member |

* Appointed on 22 January 2016

Compensation Committee Scope of Responsibilities

1. To assist the Board in developing and evaluating potential candidates for senior executive positions, including the Chief Executive Officer, and to oversee the development of executive succession plans.

2. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the Chief Executive Officer. The Committee shall evaluate at least once a year the Chief Executive Officer's performance in light of these established goals and objectives and based upon these evaluations shall set the Chief Executive Officer's annual compensation, including salary, bonus and equity and non-equity incentive compensation.

3. To review and approve on an annual basis the evaluation process and compensation structure for the Company's senior executive officers. The Committee shall evaluate the performance of the Company's senior executive officers and shall approve the annual compensation, including salary, bonus and equity and

non-equity incentive compensation, for such senior executive officers, based on initial recommendations from the CEO. The Committee shall also provide oversight of management's decisions concerning the performance and compensation of the Company officers.

4. To review the Company's equity incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board of Directors with respect to the administration of such plans.

5. To maintain regular contact with the leadership of the Company. This should include interaction with the Company's leadership development activities, review of data from employee surveys and regular review of the results of the annual leadership evaluation process.

6. To review and discuss with management the Company's Compensation Discussion and Analysis (CD&A) and to recommend to the Board that CD&A be included in the Company's annual report and proxy statement.

(For more information, please see the Compensation Committee Charter, presented on the Company's website.)

9.2.3 Nominating and Corporate Governance Committee

On 31 December 2016, the Nominating and Corporate Governance Committee comprised 3 directors as follows:

- | | |
|----------------------------------|----------|
| 1. Ms. Suvabha Charoenying* | Chairman |
| 2. Khunying Jada Wattanasiritham | Member |
| 3. Mr. Anil Thadani | Member |

* Appointed on 22 January 2016

Nominating and Corporate Governance Committee Scope of Responsibilities

1. To lead the search for individuals qualified to become members of the Board of Directors and to select director nominees to be presented for shareholder approval at the annual meeting. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other director nominees and serving directors, in collectively serving the long-term interests of the shareholders.

2. To develop, and to recommend to the Board of Directors for its approval, qualifications for director candidates, and to periodically review these qualifications.

3. To review the Board of Directors' Committee structure and to recommend to the Board for its approval of directors to serve as members of each Committee, and as Committee Chairs. The Committee shall review and recommend Committee slates annually and shall recommend additional Committee members to fill vacancies as needed.

4. To develop and recommend to the Board of Directors for its approval of a set of corporate governance principles. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

5. To develop and recommend to the Board of Directors for its approval of an annual self-evaluation process of the Board and its Committees. The Committee shall oversee the annual self-evaluations.

6. To review on an annual basis director compensation and benefits and recommend changes to the Board as necessary.

(For more information, please see the Nominating and Corporate Governance Committee Charter, presented on the Company's website.)

9.2.4 Risk Management Steering Committee

Risk Management Steering Committee comprised of the CEO, Head of each Business Unit, Chief People Officer, Corporate Chief Financial Officer, Chief Operating Officer, Head of Internal Audit and Risk Management. The Committee reports directly to the Audit Committee.

Risk Management Steering Committee Scope of Responsibilities

The Steering Committee has the responsibility of reviewing overall implementation of risk management across the group to assure that key risks are identified and are effectively managed.

(For more information, please see Risk Management Policy, prescribed in the Company's website.)

9.3 Nomination and appointment of Director and senior management

The person who will be appointed to be director and management of the Company shall qualified to section 68 of the Public Company Limited Act B.E.1992 and Securities and Exchange Act B.E. 1992. The nomination process is as follow:

(1) Independent Directors

Definition of Independent Directors

The Board of Directors has sought to prescribe the definition of the "Independent Director" which is more stringent than the definition imposed by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) as follows:

1. Holding shares of not more than 0.5% of paid up capital of the company, parent company, subsidiaries, associates, major shareholders 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 had 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 was 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 Baht 20 million, 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 Baht two million 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.

(2) Criteria for Nomination of Directors and CEO

Each year, the Nominating and Corporate Governance Committee will screen candidates for directorship, taking into consideration the nomination by shareholders, as well as other external sources, such as Thai Institute of Directors, etc. The Nominating and Corporate Governance Committee will make preliminary selection and recommend to the Board for appointment. The recommendations are based on Director Qualifications as defined in the Corporate Governance Guideline, Public Company Limited Act and Securities and Exchange Act.

In case of a vacant position due to reasons other than completion of term, the Board must appoint a qualified and lawful candidate as a replacement director at the next Board meeting unless the remaining term is shorter than two months. Each replacement serves in such position only for his/her predecessor's remaining term. For the appointment of the replacement, he/she must receive no less than three-quarters of the votes from the remaining directors. Moreover, to nominate a new director, the Board will specify the qualification of required director by considering Board skill mix and the consistency with the Company's business strategy. The Board uses the director data pool to help in the selection process.

The Compensation Committee is responsible for screening candidate for the position of CEO. Details of roles, duties and responsibilities of the Compensation Committee are in the Compensation Committee Charter, which is presented on the Company's website.

Succession Plan

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

9.4 Corporate governance of subsidiary and affiliate

To governing operation of subsidiary and affiliate, the Company will send director or executive to be representative in subsidiary and affiliate at least proportionate, to set policy and operation to be in line with the major policy of the Company and for the best benefit of subsidiary and affiliate. It is the scope of management, director or executive to send representative for the best benefit of the Company and report directly to management. In case there is an important issue, it needs to report to the Board and Directors for approval.

The Company applies Acquisition and Disposal, Connected transaction, rules and regulation of the Stock Exchange of Thailand to subsidiary and affiliate cover in all groups, including governing accounting record of the subsidiary enable the Company completes the consolidated financial statement on time.

The representative director in subsidiary and affiliate is executive director.

9.5 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 responsible to inform Corporate Secretary Office before reporting to the SEC of every change of the shareholding, within 3 business days after such change. Moreover, the Company will disclose the securities holding of directors in every quarterly board meeting.

In addition, the Company imposes a blackout period whereby directors, management and executives are prohibited to buy, sell or transfer MINT's shares and warrants 30 days before the disclosure of financial statements. The Company sends written notifications of blackout period to all directors and senior management to refrain from trading and transfer the Company's securities.

9.6 Auditor Fee

For the year 2016, the Company has appointed PricewaterhouseCoopers ABAS Limited to be the Company's and subsidiaries' auditors. The Company paid audit fee of Baht 2.08 million for the fees related to the Company and Baht 64.90 million for subsidiaries. No other type of fees has been paid.

9.7 Other complying corporate governance

The Company conducts business with a commitment to avoid corruption of all forms, and institutes a risk management and audit process to prevent and control corruption and malfeasance. Also, the Company encourages corporate culture where people are firmly committed to integrity and ethics. In 2013, the Company has been included in the list of Signatory Companies of Thailand's Private Sector Collective Action Coalition Against Corruption's Declaration of Intent, which is a collaboration among various business organizations, including Thai Institute of Directors, Thai Chamber of Commerce, Tourism Council of Thailand, the Federation of Thai Industries, the Joint Foreign Chambers of Commerce in Thailand, the Thai Bankers Association, Thai Listed Companies Association and the Federation of Thai Capital Market Organizations. Subsequently, in November 2015, the Company submitted the Self-Evaluation form for countering bribery required by the Private Sector Collective Action Coalition Against Corruption (CAC). The Company has been certified as a member of CAC on 22 January 2016. This is to ensure and promote the commitment not to engage in any forms of corrupt practices.

The Company uses the whistle-blower service and complaint reports as channels to supervise and monitor corruption issues and submitted the quarterly report to the Nominating and Corporate Governance Committee.

For more information, please see Anti-Fraud and Corruption Policy, presented on the Company's website.

10. Social Responsibility

Minor International's business has rapidly expanded both in terms of business size and geography, now covering 32 countries globally as of end of 2016. Minor International is therefore cognizant of the importance of transparency and responsibility in conducting our business. We continue to advocate sustainable development by focusing on sustainability strategy and framework, while also taking into account different stakeholders' interests.

The Social Responsibility and Sustainability is developed and integrated as part of our annual and 5-year strategic planning to ensure different needs of our diverse stakeholders are considered together with our plan for growth. The Board endorses our rolling 5-Year Sustainability Strategy, which is presented annually, and reviews progress quarterly. We established a Sustainability Committee, which is chaired by the Group Chief People Officer and meets once a month to discuss implementation plans and review progress of sustainability initiatives. Operationally, the Corporate Sustainability Department is responsible for updating and executing our rolling 5-Year Sustainability Strategy. The team consults with senior management teams of all business units, and works closely with all business units to embed sustainability, and ensure our sustainability initiatives and practices are aligned with the Group's overall strategic direction. The team also facilitates by monitoring and communicating progress of our sustainability initiatives and practices. Details are covered in Minor Sustainability Governance Structure section on page 24 in 2016 Sustainability Report.

As part of the annual strategy review process, we analyze global existing and emerging sustainability trends, risks and opportunities, in order to determine impact to our businesses. These aspects are then incorporated into our strategy, which comprises three Strategic Pillars: 1) Develop workforce capability and promote mobility; 2) Drive for sustainable supply chain management practices; 3) Manage environmental impact and advocate conservation; and three Strategic Enablers: 1) Engage partners and communities to be sustainability advocates; 2) Embed sustainability best practices in work processes; 3) Establish network of internal and external sustainability experts. Details are covered in Minor Sustainability Strategy and Roadmap section on page 22-23 in 2016 Sustainability Report.

This is Minor International PCL's fifth annual Sustainability Report, and the reporting period covers our fiscal year 2016 from the period of 1 January 2016 to 31 December 2016. It is our third report to be prepared in accordance with the Core Option of the G4 Guidelines of the Global Reporting Initiative (GRI). Our main building blocks are stakeholder engagement and materiality assessment. We have reviewed our sustainability framework and prioritization of our stakeholders and their expectations. Details of Stakeholder Engagement are demonstrated on page 16 and 108-113 in 2016 Sustainability Report. In 2016, we have reviewed 13 significant materiality aspects by merging Market Presence to Employment and add one aspect on Anti-corruption. Details are covered in Materiality Assessment section on page 17 in 2016 Sustainability Report.

We assess a variety of risks and the possible impact to our business – whether they are strategic risks, operational risks, financial risks, compliance risks, technological risks or environmental risks. We have

established risk map and risk-mitigation procedures. Details are covered on page 326-330 in 2016 Annual Report and page 29 in 2016 Sustainability Report. We are proud to be certified as a member of Thailand's Private Sector Collective Action against Corruption. Details of Social Responsibility and Sustainability are in 2016 Sustainability Report and our website <http://www.minorinternational.com>

(1) Good Corporate Governance

The Board of Directors and management realize the importance of Good Corporate Governance, a critical factor for the Company to achieve its long term sustainable growth objectives. The Board has approved the Good Corporate Governance Guidelines of the business operations for the Company's stakeholders. Details are covered in Good Corporate Governance on page 333-347 in 2016 Annual Report, page 16 and 108-113 in 2016 Sustainability Report and in our company website.

- **Employees:** The Company considers its employees a valuable asset and treats them fairly with regards to work opportunities, remuneration, training and development, and quality and safety of working environment. The Company provides all employees with professional and career development training by promoting high standards. Details are covered on page 39-41 and in Development Programs section on page 92-93 in 2016 Sustainability Report.
- **Customers:** The Company is committed to continuously improve the quality as well as safety standards of its goods and services, in order to maximize the benefit and satisfaction of its customers. The Company emphasizes on the importance of products and services that create 100% satisfaction to customers.
- **Partners:** The Company strives to develop win-win relationships with all partners. We treat all partners equally and fairly, taking into consideration mutual benefits and is committed to developing relationships which will maximize all parties' benefits. We take into consideration partners that have good reputation and high standards, are widely-accepted within the industry, highly ethical and professional, considerate about the employees' welfare and have in place anti-corruption policy. Qualified business partners have to acknowledge the Company's Business Partner Code of Conduct in order to ensure the proper understanding towards the same business goals.
- **Shareholders:** All Company's shareholders are entitled to all basic rights of shareholders. We are committed to conduct the business with transparency and to create long-term growth and returns to the shareholders.
- **Creditors:** The Company treats creditors fairly, observes and complies strictly with all agreed terms and conditions, payment schedules and all obligations.
- **Competitors:** The Company abides by the framework of international fair trade and competition and will not damage the reputation of competitors through false accusations.

(2) Anti-corruption

We have established Anti-Fraud and Corruption Policy which is endorsed by the Board. The Company conducts business with a commitment to avoid corruption of all forms, and institutes a risk management and audit process to prevent and control corruption and malfeasance. Also, the Company encourages corporate culture

where people are firmly committed to integrity and ethics. Details of coverage, definition of fraud and corruption, roles and responsibilities, communication channels, as well as guidelines to anti-corruption, on the topic of gifts and hospitality, political support and charitable donation are in our company website <http://www.minorinternational.com/Sustain/Corruption.php> and in Good Corporate Governance, Anti-Corruption policies and practices and Ethics and Integrity on page 25-28 in 2106 sustainability Report.

Since 2013, the Company was included in the list of Signatory Companies of Thailand's Private Sector Collective Action Coalition Against Corruption's Declaration of Intent, which is a collaboration among various business organizations, including Thai Institute of Directors, Thai Chamber of Commerce, Tourism Council of Thailand, the Federation of Thai Industries, the Joint Foreign Chambers of Commerce in Thailand, the Thai Bankers Association, Thai Listed Companies Association and the Federation of Thai Capital Market Organizations. With this participation, the Company has an obligation to assess risks related to corruption within the Company, to implement anti-corruption policies in order to prevent and monitor risks arising from corruption, as well as to set up guidelines to evaluate the implementation of the anti-corruption policy. We have been certified as a member of Thailand's Private Sector Collective Action against Corruption on the 22nd January 2016.

In 2016, new employees are required to attend training during orientation which covers anti-corruption, guidelines on gifts and hospitality (entertainment) and e-gift declaration. Details are on page 26-28 in 2016 Sustainability Report. Our Whistle-Blower Policy stipulates that employees who report unethical practices are protected. Two reporting channels are available: Email to whistleblower@minor.com, which will reach the Whistle-Blower Steering Committee's Secretary, head of Internal Audit & Risk Management and head of Corporate Secretary; or post directly to the Whistle-Blower Steering Committee. Confidentiality will be maintained to the fullest extent possible. All reports are subject to appropriate investigation and are brought to full closure using systematic processes and tracking systems with confidence that whistle-blowers will not be threatened or harmed. Any whistle-blower concerns received are communicated to the Board of Directors on a quarterly basis.

Submission of any forms of complaint, feedback and inquiry can be followed our website <http://www.minorinternational.com/Sustain/Complaint.php>. We also mention about our Corporate Governance guideline in our website. The topics cover:

- Corporate Governance Guideline in item 9. Ethics and conflicts of interest, item 10 Reporting of concerns and whistle-blower service and item 20 Corporate code of conduct. Details are in <http://www.minorinternational.com/Sustain/Guidelines.php>. Minor International and its affiliates conduct business with uncompromising ethical standards, which expects every employee to follow and promote high ethical standards and behavior.
- Details of Company Code of Conduct are in our website : <http://www.minorinternational.com/Sustain/Conduct.php>.

(3) Respect for Human Rights

As the Company grows and expands to the international levels, the Company realizes that relationships developed with local communities have direct impact on the sustainability of the Company. Wherever the Company operates, acting with respect toward individuals and community with diverse cultures is mandatory. The Company is committed to treat all employees with fairness, respect, and to provide employees with good working environment without verbal, physical and sexual harassment. Basic human rights of the community or any individuals must not be violated, including rights in assets and intellectual properties, expression of opinions, equal treatment and nondiscrimination regardless of gender, religion, race, political views and gender rights violation. In selecting partners, the Company takes into consideration their actions towards human rights in operating their businesses. Details are in Human Rights section on page 339 in 2016 Annual Report.

Due to our diverse portfolio of businesses and international presence, we have a pool of employees of diverse nationalities. Our male and female employees are equally treated in compensations and benefits and receive equal opportunity to develop and grow in their careers. All employees have rights to express their opinions and rights to comply with applicable legal practices. Details are in the “Developing Our Workforce” section on page 39-40 in 2106 sustainability Report.

In 2016, as Minor is a signatory of the Statement of Commitment on “Children’s Rights and Business Principles”, some of our employees were invited to attend training on the implementation and reporting processes for signatory members. Developed by UNICEF, Save the Children and United Nations Global Compact, the ten Principles recognize that children under 18 years old have specific human rights as recognized in the Convention on the Rights of the Child, and that a company has a role in respecting and supporting those rights within its operations and value chain. Details are on page 28 in 2106 sustainability Report.

Our policy to encourage our employees to be part of company’s social and volunteer activities is also in place. This includes the right of employees to express their opinions and equally receive company’s updates. In case of conflicts, we have whistle-blower policy. Details are as follows:

- Code of Conduct: Topic 1) Obey all relevant laws and regulations, including those that apply to alcoholic beverage, antitrust, campaign finance, civil rights, copyright protection (includes printed matters and software), environmental protection foreign corrupt practice, securities, taxes, and computer crime.; Topic 2) Treat all employees fairly, with dignity and with respects. All employees are entitled to a work environment without verbal, physical and sexual harassment; Topic 4) Deal honestly and fairly with clients, customers, suppliers and other stakeholders. (<http://www.minorinternational.com/Sustain/Conduct.php>)
- Whistle Blowing Policy: We believe that employees are valuable assets of the Company and is determined to ensure that every employee is confident in the organization through working environment, fair treatment, benefits, training and development. Aiming to develop good governance, promote the high ethical standards and behavior in organization, the Company with a Business Code of Conduct, encourages employees to report unethical practices (whether or not a violation of law) and require employees to address the suspected integrity violations or complaints to a Whistle-Blower

Steering Committee to investigate and examine the issue. The Company will protect those who come forward to report such activities (<http://www.minorinternational.com/Sustain/Whistle.php>).

(4) Fair Treatment to Employees

Minor's success and sustainability is powered by over 64,000 employees who serve more than 210 million customers in 32 markets annually. **"People Development"** is perhaps our most important Core Value, as we believe that people can be empowered by education and life-long learning and development to become change agents who create positive economic, social and environmental impacts not just in our company, but also in communities and countries where we operate. We are determined to treat our people fairly, whether in terms of career opportunities, compensation, training, medical expenses, other benefits, support for staff children, preparation for retirement, and working environment. Minor International believes that people is not only a valuable asset to the organization, but also valuable for their family and community. The success of the company, the sustainability of the community, and the company's competitiveness all dependent on the quality of the people. Therefore, in addition to the fair treatment to the workforce, Minor also supports the development of people for both the company and the community.

Details of fair treatment to employees and people development are in 2016 annual Report and 2016 Sustainability Report and are summarized below:

- Code of conduct Item 2. Treat all employees fairly, with dignity and with respects. All employees are entitled to a work environment without verbal, physical and sexual harassment. (<http://www.minorinternational.com/Sustain/Conduct.php>)
- Company's website on Sustainability, Corporate Governance, policies and whistle-blower policy demonstrates the composition of Whistle-blower policy, channels, procedures for investigation process, and protection. Details can be found at <http://www.minorinternational.com/Sustain/Whistle.php>
- We have different communication channels and promotion of social and volunteer activities to our employees throughout the World. These include Anantara Careers Facebook (<https://www.facebook.com/Anantara.Careers>) or Minor Yammer or Minor for Society Facebook.
- A variety of people development programs from grass root to our workforce and to talents and leaders are detailed on page 32-41 in 2016 Sustainability Report.
- Employee compensation and benefits are based on employee capabilities and experiences, and are benchmarked to industry standards. From our analysis, standard entry level wages of our business units in Thailand ranges from being on par with the country's minimum wage of Baht 9,000 to being over 30% higher, depending on the type of business, nature of job, and location. Details are in "Developing Our Workforce" section, page 39-40 in 2016 Sustainability Report.
- Response to employees' expectations include appropriate and fair compensations and benefits, good work environment, discounts from hotel, food and lifestyle outlets, promotion of well-being and complimentary transportation. In 2016, Minor Food initiated a partnership with Bangkok University to develop the Mini Creative MBA, a work-based learning and coaching program for operations and human resources managers of Minor Food's brands. This course provides both educational and career

success which is our strategy of workforce retention. Details are on page 40 in 2016 Sustainability Report.

- Proportion of employee type, proportion of employee by nationalities, proportion by employee level, gender and age including accident rates at our manufacturing factories are listed in 2016 sustainability Report page 89-91 and 94.

(5) Responsible For Our Customers

The Company emphasizes on the importance of products and services that create 100% satisfaction to customers. We are committed to continuously improve the quality as well as safety standards of its foods and services by increased traceability throughout our value chain. All our business partners are required to sign Minor's Business Partner Code of Conduct, which outlines the minimum standards and requirements expected from our partners to adopt and adhere to when doing business with Minor. The Code of Conduct is published on our website, and covers aspects on legal compliance, ethics, labor practice, health and safety, and environmental management. Details are in "Growing Sustainably with our Partners" section on page 44-51 in 2016 sustainability Report.

We focus on enriching customers' experience by ensuring food safety and traceability. Customer well-being is also our major concern. An example of enhancing customer well-being is a construction of rooftop hydroponic garden at Anantara Riverside Bangkok. The vegetables are served to our guests at our two Riverside hotels. Details are on page 57-59 in 2016 sustainability Report. Additionally, our business units are committed to responsibly communicating and marketing in ways that are appropriate to their audiences and respect their privacy. We invite our customers to participate in cause-related campaigns and respect in customer privacy. Details are on page 63-65 in 2016 Sustainability Report.

- We care about what customer eat. Sizzler has been MSG-free since 2010, when we requested for our suppliers to remove MSG from over 150 products. The Coffee Club's coffee is UTZ Certified, which guarantees our coffee is grown responsibly, while farmers generate greater income and natural resources are protected. "Balance" is a wellness concept comprising three experiences that are offered by Anantara. These experiences enable guests to learn stress relief skills, nutrition and culinary knowledge, and healthier eating habits that can transform into long-term lifestyle changes which will boost their health and well-being. Details are on page 60 in 2016 Sustainability Report.
- Our guest experiences are crafted to offer guests the opportunity to experience the culture, heritage and natural beauty of the locations of our properties. An example is Traditional dhow excursions by Anantara Bazaruto Island: Guests cruise the Indian Ocean in timeless local style aboard a dhow sailing boat. Details are on page 61-62 in 2016 Sustainability Report.
- Customers' complaints can be sent to our website :
<http://www.minorinternational.com/Sustain/Complaint.php>.

(6) Protect the Environment

Minor's global footprint spans globally, with many operations in exotic locations. Operating in such locations demands that we conscientiously manage our environmental impact. Our approach involves careful site selection to minimize impacts of vegetation disturbance during construction of our properties; thoughtful design that incorporates local materials and crafts into structures and native plants into landscaping; systems that support efficient energy, water, waste and safety management practices. We also advocate and contribute to the conservation of indigenous animals and plants to preserve natural beauty of the locations. Details of our effort in minimizing environmental impact and protecting biodiversity are on page 66-79 and 95-105 in 2016 Sustainability Report. Examples are as follows:

- The collective energy consumption intensity of our food factories (Minor Dairy, Minor Cheese and Pecan Deluxe) and that of Minor Food's distribution center has decreased from 2015 by 6% and 7% respectively. NMT Limited's energy consumption intensity also decreased by 2% year on year.
- Our data collection of 50 hotels properties showed that the average energy consumption per guest of our hotels has decreased from 2015 by 7%.
- Since 2015, Souk Waqif Boutique Hotels has partnered with GBO, a local recycling firm certified to European renewable energy standards, to recycle used cooking oil into biodiesel. In 2016, approximately 5,500 liters of used cooking oil was recycled – the equivalent of 16,500KG reduction in carbon dioxide emissions, if the oil was disposed to a landfill.
- 86% Waste was reused, recycled or recovered at NMT Limited, Minor's contract manufacturing factory.
- Minor has established The Golden Triangle Asian Elephant Foundation (GTAEF) in Chiang Rai with three missions: Captive elephant welfare, Wild elephant protection and scientific research and education. Details of GTAEF missions are on page 72-74 in 2016 Sustainability Report.
- The Mai Khao Marine Turtle Foundation (MKMTF), based in Phuket, is our turtle conservation initiative that aims to ensure the conservation of leatherback turtles and other marine life. One of our key initiatives is to support the Phuket Marine Biological Centre (PMBC) and Royal Thai Navy in their efforts to ensure the collection of eggs from Phuket beaches, the hatching of the eggs, and the safe release of sea turtles. Details of MKMTF missions are on page 75-76 in 2016 Sustainability Report.
- Our contribution to biodiversity protection includes 36 protected Threatened Species under International Union for the Conservation of Nature (IUCN) Red List, List of hotel properties located in or near protected areas of high biodiversity and their impacts and Impacts of Minor Hotels' Biodiversity Protection Initiatives. Details of our biodiversity protection are on page 101-105 in 2016 Sustainability Report.
- Total 34 Certification Member Hotels of Green Growth 2050 and 24 with Gold Certification. List of hotels is in 2016 Sustainability Report page 114-115.
- In Africa, with the opening of Loisaba Tented Camp in 2016, Elewana Collection became the only tourism partner supporting The Nature Conservancy on their 22,660 hectares Loisaba Wildlife Conservancy and working cattle ranch in Northern Laikipia, Kenya.

(7) Community & Social Development

Minor aspires to help create a world where people live in harmony amongst themselves, and with the planet. To us, being part of the community comes with the responsibility to also take care of others. We believe that by encouraging and fostering a social responsibility mindset among our employees and with our partners, we will be able to develop individuals and future leaders who not merely excel at achieving business results, but would also be committed to making a positive difference to society and the environment. New recruits are introduced to the social responsibility concept during orientation, where they are briefed on Minor's sustainability approach, framework and initiatives. They are encouraged to participate in various initiatives to expose them to organizations and activities that would continually foster a social responsibility mindset throughout their careers with Minor. Details of community and social development are on page 80-85 in 2016 Sustainability Report. Examples are as follows:

- Minor Founder's Day is annual "Day of Good Deeds" celebrated on June 4th of every year. Employees are encouraged to embrace the spirit of giving by spending the day contributing their time and efforts to a good cause. In 2016, Total employee volunteers were 3,568 with 16,192 volunteer hours.
- Good Deeds in your Birth Month is corporate-level monthly employee volunteer program. Employees born in a particular month are invited to participate in community initiatives to celebrate their birthdays together with their colleagues. Activities in 2016 included visits to centers for children with special needs, underprivileged and disadvantaged youth, as well as fundraising for charitable causes and volunteering at public events held to honor the late King Bhumibol Adulyadej of Thailand.
- Oaks Hotels & Resorts' Wishing Tree Project in 11 Queensland hotels raised and donated AUD 44,044 to the Children's Hospital Foundation at Lady Cilento Children's Hospital for children struggling to conquer different forms of cancers. The Foundation also funds life-saving medical research, invests in vital new equipment and provides comfort, entertainment,
- Minor Hotels' properties in Zambia, comprising of AVANI Victoria Falls Resort and Royal Livingstone Victoria Falls Zambia Hotel by Anantara, partnered with Family Hope Foundation on a women empowerment initiative. The properties' Community Trust Fund Committee funded an industrial peanut butter making machine in 2015. In 2016, the properties organized three training sessions for 25 women who were trained on business skills and peanut butter production.
- Elewana Collection's Arusha Coffee Lodge hosts custom-built workshop and retail outlet for Shanga within its property. Shanga is a self-sustaining social enterprise which provides supportive employment opportunities and a safe working environment for people with disabilities. Shanga employs 58 people, of whom 30 are people with disabilities. They create high quality handmade jewelry, glassware and homewares made from recycled materials like glass and metals. In 2016, Shanga generated gross revenue of approximately USD 586,000, which was enough to cover its total operating costs.
- Elewana Collection's Land & Life Foundation, with support from Elephant Pepper Camp Masai Mara and 2 other sponsors, hosted the 5th Annual Medical Camp in the Masai Mara, Southern Kenya. The camp brought vital medical services, support and supplies to the people around Aitong. The community has no regular access to medical services, so the camp is literally a lifeline for many of them. In 2016 the medical camp focused on childbirth and midwifery, adult health, pediatrics and dentistry and treated 885 people in 3 days.

(8) Innovations and Disclosure of Innovations from Responsible Practices for Social, Environmental and Stakeholders

We have incorporated innovation into our operations as appropriate. Examples are below:

- Minor Food's Project and Facilities Management team pioneered an innovative pre-fab construction method for Burger King's drive-thru stores, where building components are pre-fabricated at the factory and constructed on-site within 16 hours with at least 30% of reduction of construction time. A similar construction approach, such as pre-fab outlets or knock-down kiosks, was expanded to other outlet formats of Minor Food's brands. Details are in 2016 Sustainability Report page 69.
- In line with Elewana Collection's environmental philosophy, the camp was designed to have as little impact as possible on its surroundings, including a grey water system and solar panels that blend into the environment. Details are in 2016 Sustainability Report page 78.
- In the Maldives, the Holistic Approach to Reef Preservation (HARP) project continued its coral rejuvenation work in 2016. Marine biologists from Coral Reef CPR carried out monitoring, reef clean-up, coral gardening, and education activities. The education activities were participated by 85 high school students and 10 teachers from 5 schools, 39 Anantara team members and 130 Anantara guests. Details are in 2016 Sustainability Report page 77.
- Minor Hotels' Explorer Program is a vocational training program for the hospitality industry, and is part of Minor Corporate University. It was first launched in the Maldives in 2014, and targets youth aged between 18-25 years-old. The Maldivian program continues on its third consecutive year in 2016. Thailand also launched its first Explorer program in 2015 and is currently grooming its second batch. Over 95% of the graduates stayed and work for Anantara after the program. Details are in 2016 Sustainability Report page 37.

11. Internal Control and Risk Management

11.1 Board of Directors meeting No. 1/2017 on 20 February 2017, had evaluated the Company internal control system by discussing with management and had approved the assessment prepared by the management and the report of Audit Committee and concluded that based on the assessment of internal control systems in five different elements which are Control Environment, Risk Assessment, Control Activities, Information & Communication and Monitoring Activities, the Board considered that the Company internal control systems is adequate and suitable. The Company arranges the adequate human resources for the best efficiency in operation, including possess sufficient internal control system for monitoring subsidiaries' operation to prevent directors or management using the Company and subsidiaries' asset wrongfully or unauthorized, transaction with person who may have conflict and connected person.

11.2 Audit Committee meeting in 2016 considered the independent of internal audit department and recommend to appoint head of internal audit of the group company. In 2016, Audit Committee considered and approved Mr. Torpong Muadchaiyaphum to be Director of internal audit and risk management of the Company. Mr. Torpong has experiences and expertise in accounting and internal audit, risk management both in local and international firms.

Also, to consider and approve the appointment, removal, transfer head of internal audit, the Company shall have approval from Audit Committee. Please see qualification of head of internal audit in attachment 3.

12. Connected Transactions

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
1. MJETS Limited (MJETS) <u>Relationship:</u> Common directors	MJETS provided air-chartered flight services to Minor International Public Company Limited (MINT) and its subsidiaries. The services were recorded as other expenses by the following companies: - MINT - Minor Hotel Group Limited - Hua Hin Resort Limited - MI Squared Limited -	13.25 4.72 4.27 0.02	MINT and its 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 accounting and IT management services to MJETS and received monthly service fee , which was based on the type and quantity of services.	1.98	Minor Global Solutions Limited has the expertise in providing accounting and IT management services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
2. Maikhao Vacation Villas Limited (MVVL) <u>Relationship:</u> MINT holds 50% stake and shares common directors in the joint venture.	Minor Global Solutions Limited, MINT's subsidiary, provided accounting service to MVVL. The fee was charged according to the type and amount of service provided.	0.56	Minor Global Solutions Limited has the expertise in providing accounting service. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
3. Select Service Partner Limited (SSP) <u>Relationship:</u> The Minor Food Group Public Company Limited (MFG) holds 51% stake and shares common directors.	MINT's subsidiaries which sold their products to SSP and recorded sales from SSP are the followings: - MFG - Minor DQ Limited - Burger (Thailand) Limited - The Coffee Club(Thailand), Limited - Swensen's (Thai) Limited	17.52 24.40 145.01 0.47 1.41	MINT's subsidiaries sold the products to SSP 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 such services as management fee income .	1.91	For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	MFG, MINT's subsidiary, held a stake in SSP and received dividend income .	35.70	Dividend income is a normal form of return from investments. Audit Committee had an opinion that the transaction was fair and reasonable.
	MFG, MINT's subsidiary, provided loan to SSP proportionately to its shareholding. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	76.89	The loan was provided proportionately to the percentage of shareholding. Audit Committee had an opinion that the transaction was fair and reasonable.
	MFG, MINT's subsidiary, recorded interest income received from loan to SSP according to the agreement.	1.77	The loan was provided proportionately to the percentage of shareholding. Audit Committee had an opinion that the transaction was fair and reasonable.
4. Eutopia Private Holding Limited (Eutopia) <u>Relationship</u> : MINT indirectly holds 50% stake and shares common directors.	Lodging Management (Labuan) Limited, MINT's subsidiary, provided hotel management service to Eutopia and recorded such service as management fee income .	196.87	Lodging Management (Labuan) Limited specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Global Solutions Limited, MINT's subsidiary, provided IT management service to Eutopia and received monthly computer fee was based on the type and quantity of service and recorded such service as management fee income .	0.42	Minor Global Solutions Limited has the expertise in providing IT management service. For the purpose of optimizing shared resources, 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 international standards, in line with the market price and recorded such service as management fee income .	1.80	Minor Hotel Group specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	MINT provide marketing service to Eutopia. The fee was charged on actual cost and was the same rate charge to the third parties.	1.26	MINT specializes in management business including marketing. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	RGR International Limited, MINT's subsidiary, provided management service to Eutopia and received management fee, which was based on international standards, in line with the market price and recorded such service as management fee income .	17.68	RGR International Limited specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	MSpa Venture Limited, MINT's subsidiary, provided spa management to Eutopia and recorded the service as management fee income , which was based on international standards, in line with the market price.	9.88	MSPA Venture Limited specializes in spa management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
5. MHG Deep Blue Financing <u>Relationship:</u> MINT indirectly has 50% shareholding.	Minor Hotel Group, MINT's subsidiary, provided treasury service to MHG Deep Blue Financing and recorded service charge as management fee .	22.85	The treasury service was in accordance with the agreement. Audit Committee had an opinion that the transaction was reasonable.
6. O Plus E Holding Private Limited <u>Relationship:</u> MINT indirectly has 50% shareholding.	Lodging Management (Mauritius), MINT's subsidiary, provided loan to O Plus E Holding Private Limited in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	697.51	The loan was provided proportionately to the percentage of shareholding, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	Lodging Management (Mauritius), MINT's subsidiary, recorded interest income received from loan to O Plus E Holding Private Limited in accordance with the agreement.	33.65	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	Lodging Management (Mauritius), Limited, MINT's subsidiary, provided hotel management service to O Plus E Holding Private Limited and recorded such service as management fee income .	6.09	Lodging Management (Mauritius), Limited specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
7. Harbour View Corporation <u>Relationship:</u> MINT indirectly holds 30.39% shareholding and shares common directors.	RGR International Limited, MINT's subsidiary, provided loan to Harbour View Corporation proportionately to its shareholding. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	64.72	The loan was provided proportionately to the percentage of shareholding. Audit Committee had an opinion that the transaction was fair and reasonable.
	RGR International Limited, MINT's subsidiary, recorded interest income received from loan to Harbour View Corporation according to the agreement.	4.31	The loan was provided proportionately to the percentage of shareholding. Audit Committee had an opinion that the transaction was fair and reasonable.
	MINT provided management service to Harbour View Corporation and received management fee , which was based on international standard, in line with market price.	0.25	MINT specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable, and for the utmost benefit of the company.
	Minor Hotel Group Limited, MINT's subsidiary, provided hotel management service to Harbour View Corporation and recorded the service as management fee income .	3.08	Minor Hotel Group Limited specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	Minor Global Solutions Limited, MINT's subsidiary, provided IT management service to Harbour View Corporation and received monthly computer fee was based on the type and quantity of service and recorded such service as management fee income .	0.15	Minor Global Solutions Limited has the expertise in providing IT management service. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Global Solutions Limited, MINT's subsidiary, provided internal audit service to Harbour View Corporation which was based on international standards, in line with the market price and recorded such service as management fee income .	0.17	Minor Global Solutions Limited has the expertise in providing internal audit services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
8. Tanzania Tourism and Hospitality Investment Limited <u>Relationship:</u> MINT indirectly has 50% shareholding.	Hospitality Investment International Limited, MINT's subsidiary, provided loan to Tanzania Tourism and Hospitality Investment Limited in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	284.77	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	Hospitality Investment International Limited, MINT's subsidiary, recorded interest income received from loan to Tanzania Tourism and Hospitality Investment Limited in accordance with the agreement.	12.74	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
9. Zanzibar Tourism and Hospitality Investment Limited <u>Relationship:</u> MINT indirectly has 50% shareholding.	Hospitality Investment International Limited, MINT's subsidiary, provided loan to Zanzibar Tourism and Hospitality Investment Limited in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	16.89	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	Hospitality Investment International Limited, MINT's subsidiary, recorded interest income received from loan to Zanzibar Tourism and Hospitality Investment Limited in accordance with the agreement.	0.45	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
10. Rocky Hill Limited <u>Relationship:</u> MINT indirectly has 50% shareholding.	Hospitality Investment International Limited, MINT's subsidiary, provided loan to Rocky Hill Limited in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	99.61	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	Hospitality Investment International Limited, MINT's subsidiary, recorded interest income received from Rocky Hill Limited in accordance with the agreement.	4.15	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
11. Sand River Eco Camp Limited <u>Relationship:</u> MINT indirectly has 50% shareholding.	Hospitality Investment International Limited, MINT's subsidiary, provided loan to Sand River Eco Camp Limited in accordance with agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	58.08	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	Hospitality Investment International Limited, MINT's subsidiary, recorded interest income received from Sand River Eco Camp Limited in accordance with the agreement.	2.83	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
12. Elewana Afrika Limited <u>Relationship:</u> MINT indirectly has 50% shareholding.	Hospitality Investment International Limited, MINT's subsidiary, provided loan to Elewana Afrika Limited in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	258.84	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	Hospitality Investment International Limited, MINT's subsidiary, recorded interest income received from Elewana Afrika Limited in accordance with the agreement.	14.41	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
13. Harbour Residences Oaks Ltd. <u>Relationship:</u> Oaks Hotels & Resorts Ltd. has 50% shareholding.	Oaks Hotels & Resorts Ltd., MINT's subsidiary, provided loan to Harbour Residences Oaks Ltd. in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	26.96	The loan was provided in accordance with the agreement where, terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	Oaks Hotel & Resort Ltd, MINT's subsidiary, held a stake in Harbour Residences Oaks Ltd. and received dividend income .	19.14	Dividend income is a normal form of return from investments. Audit Committee had an opinion that the transaction was fair and reasonable.
14. Zuma Bangkok Ltd. <u>Relationship:</u> MINT indirectly has 51% shareholding and shares common directors.	Rajdamri Lodging Limited, MINT's subsidiary, provided loan to Zuma Bangkok Ltd. in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	73.34	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	Rajdamri Lodging Limited, MINT's subsidiary, recorded interest income received from Zuma Bangkok Ltd. in accordance with the agreement.	2.31	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
			the transaction was fair and reasonable.
	Minor Global Solutions Limited, MINT's subsidiary, provided accounting service to Zuma Bangkok Ltd. The fee was charged according to the type and amount of service provided.	0.12	Minor Global Solutions Limited has the expertise in providing accounting service. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
15. Arabian Spa (Dubai) (LLC) <u>Relationship:</u> MINT indirectly has 49% shareholding and shares common directors.	MSPA Venture Limited, MINT's subsidiary, provided spa management to Arabian Spa (Dubai) (LLC) and recorded the service as management fee income .	4.64	MSPA Venture Limited specializes in spa management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
16. Sribhathana Garden Limited <u>Relationship:</u> Minor Holdings (Thai) Limited is the common major shareholder (holds 16.53% of MINT) and shares common directors.	Maerim Terrace Resort Limited, MINT's subsidiary, leased land from Sribhathana Garden Limited to operate Four Seasons Resort Hotel Chiangmai. The lease was recorded as rental expenses .	24.83	The leasing of land for hotel operation was a 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.	0.45	Minor Global Solutions Limited has the expertise in providing accounting, tax management and financial services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
17. Minor Holdings (Thai) Limited (MHT) <u>Relationship:</u> Major shareholder of MINT with 16.53% stake. MINT also shares common directors.	Minor Global Solutions Limited, MINT's subsidiary, provided accounting and IT management services to MHT and received monthly service fee , which was based on the type and quantity of service and recorded the service as management fee income .	0.74	Minor Global Solutions Limited has the expertise in providing accounting and IT management services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	Minor Global Solutions Limited, MINT's subsidiary, leased computer to MHT and received monthly rental and recorded as rental income	0.05	Minor Global Solutions Limited leased a fleet of computers from a third-party leasing company, resulting in lower costs. Audit Committee had an opinion that the transaction was fair and reasonable.
18. Phuket Vessel Holding Limited <u>Relationship:</u> Common directors	Minor Global Solutions Limited, MINT's subsidiary, provided accounting and IT management services to Phuket Vessel Holding Limited and received monthly service fee, which was based on the type and quantity of services.	0.07	Minor Global Solutions Limited has the expertise in providing accounting and IT management services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
19. S&P Syndicate Pcl. (S&P) <u>Relationship:</u> MINT has 35.70% shareholding.	MINT received dividend income from the investment in S&P.	174.64	Dividend income is a normal form of return from investments. Audit Committee had an opinion that the transaction was fair and reasonable.
	MINT's subsidiaries purchased products from S&P, the producer and distributor of bakery products and frozen foods. The subsidiaries, which recorded these purchases of goods , are the following: - MFG - Swensen's (Thai) Limited - SLRT Limited - Minor DQ Limited - The Coffee Club (Thailand) Limited - MSC Thai Cuisine Co., Ltd	27.22 32.57 3.92 12.85 0.32 0.21	The purchases were considered normal business transactions and purchase prices were at market prices. Audit Committee had an opinion that the transaction was fair and reasonable.
	Chao Phaya Resort Limited, MINT's subsidiary, provided service fee to S&P Syndicate Pcl., which was based on the type and quantity of service and recorded the service as management fee income .	1.18	The service fee was under normal conditions. Audit committee had an opinion that the transaction was reasonable and in order to maximize benefit of the company.
	S&P Syndicate Pcl., leased building from Chao Phaya Resort Limited, MINT's subsidiary. The rental rate is charged as a fix amount in market rate with a clear lease term and recorded as rental expenses .	1.76	The lease contract is considered a normal business transaction at market rate. Audit Committee had an opinion that the transaction was reasonable with an aim to

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
			maximize the benefit of the Company.
20. Minor Aircraft Holding Limited <u>Relationship</u> : Common shareholder	Minor Global Solutions Limited, MINT's subsidiary, provided accounting and IT management services to Minor Aircraft Holding Limited and received monthly service fee , which was based on the type and quantity of service.	0.05	Minor Global Solutions Limited has the expertise in providing accounting and IT management services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Global Solutions Limited, MINT's subsidiary, leased computers to Minor Aircraft Holding Limited and received monthly rental fee from Minor Aircraft Holding and recorded as rental income	0.02	Minor Global Solutions Limited leased a fleet of computers from a third-party leasing company, resulting in lower costs. Audit Committee had an opinion that the transaction was fair and reasonable.
21. MJETS Maintenance Limited <u>Relationship</u> : Common directors and common shareholder	Minor Global Solutions Limited, MINT's subsidiary, provided accounting and IT management services to MJETS Maintenance Limited and received monthly service fee , which was based on the type and quantity of service and recorded the service as management fee income .	0.70	Minor Global Solutions Limited has the expertise in providing accounting and IT management services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
22. MDJETS Limited <u>Relationship</u> : Common directors and common shareholder	Minor Global Solutions Limited, MINT's subsidiary, provided accounting and IT management services to MDJETS Limited and received monthly service fee, which was based on the type and quantity of service and recorded the service as management fee income .	0.02	Minor Global Solutions Limited has the expertise in providing accounting and IT management services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
23. Mysale.co.th Limited <u>Relationship</u> : Minor Corporation PCL., MINT's subsidiary, has 50% shareholding.	Minor Global Solutions Limited, MINT's subsidiary, provided accounting and IT management services to Mysale.co.th Limited and received monthly service fee, which was based on the type and quantity of service and recorded the service as management fee income .	0.03	Minor Global Solutions Limited has the expertise in providing accounting and IT management services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	Minor Global Solutions Limited, MINT's subsidiary, leased computers to Mysale.co.th Limited and received monthly rental and recorded as rental income	0.01	Minor Global Solutions Limited leased a fleet of computers from a third-party leasing company, resulting in lower costs. Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Corporation Pcl., MINT's subsidiary, provided management service to Mysale.co.th Limited and received monthly service fee , which was based on the type and quantity of service and recorded the service as management fee income .	0.02	Minor Corporation Pcl. has expertise in management services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
24. InsurExcellence Insurance Brokers Ltd. <u>Relationship</u> : Common director	MINT and its subsidiaries paid insurance premium to InsurExcellence Insurance Brokers Ltd. at market price.	4.83	InsurExcellence Insurance Brokers Ltd. has expertise in insurance business. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was reasonable with an aim to maximize the benefit of the Company.
25. Thai Union Frozen Products Public Co., Ltd. and its subsidiaries <u>Relationship</u> : Common director	MINT's subsidiaries and related parties purchased products from Thai Union Frozen Products Public Co., Ltd. and its subsidiaries, the producer and distributor of frozen seafood products. The subsidiaries, which recorded these purchases of goods , are the followings: - MFG - SLRT Limited - Minor DQ Limited - The Coffee Club (Thailand) Limited - NMT Limited - Burger (Thailand) Limited - Swensen's (Thai) Limited - BTM (Thailand) Limited	32.42 42.07 6.71 2.79 2.47 6.95 5.45 40.76	The transactions were done at the market prices and under normal conditions. Audit Committee had an opinion that the transaction was fair and reasonable with an aim to maximize the benefit of the Company.
26. BTM (Thailand) Limited <u>Relationship</u> : The Minor Food Group Pcl., MINT's subsidiary, has 50% shareholding	MINT's subsidiaries sold their products to BTM (Thailand) Limited and recorded sales .	3.82	MINT's subsidiaries sold their products to BMT (Thailand) Limited at market prices and conditions. Audit Committee had an opinion that the transaction was fair and reasonable.
	MINT's subsidiaries purchased products from BTM (Thailand) Limited,	0.06	The transaction was done at the market price and under

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	the producer of bakery products. The subsidiaries recorded the transaction as purchase of goods .		normal conditions. Audit Committee had an opinion that the transaction was fair and reasonable with an aim to maximize the benefit of the Company.
	Minor Global Solutions Limited, MINT's subsidiary, provided IT consulting and management service to BTM (Thailand) Limited and received monthly service fee, which was based on the type and quantity of service and recorded the service as management fee income .	0.33	Minor Global Solutions Limited has the expertise in providing IT consulting and management services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Global Solutions Limited, MINT's subsidiary, leased computers to BTM (Thailand) Limited and received monthly rental fee from BTM (Thailand) Limited and recorded as rental income	0.13	Minor Global Solutions Limited leased a fleet of computers from a third-party leasing company, resulting in lower costs. Audit Committee had an opinion that the transaction was reasonable.
	BTM (Thailand) Limited leased building from Chao Phaya Resort Limited, MINT's subsidiary. The rental rate was charged at the market rate with a certain lease term and recorded as rental expenses .	1.86	The lease contract is considered a normal business transaction at market rate. Audit Committee had an opinion that the transaction was reasonable with an aim to maximize the benefit of the Company.
	BTM (Thailand) Limited leased building from ROYAL GARDEN PLAZA LIMITED, MINT's subsidiary. The rental rate was charged at the market rate with a certain lease term and recorded as rental expenses .	0.10	The lease contract is considered a normal business transaction at market rate. Audit Committee had an opinion that the transaction was reasonable with an aim to maximize the benefit of the Company.
27. MHG Signity Asset Holding (Mauritius) Ltd. <u>Relationship</u> : MINT indirectly has 50% shareholding.	MHG International Holding (Mauritius), MINT's subsidiary, provided loan to MHG Signity Asset Holding (Mauritius) Ltd. in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	132.57	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	MHG International Holding (Mauritius), MINT's subsidiary, recorded interest income received from MHG Signity Asset Holding (Mauritius) in accordance with the agreement.	7.97	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
28. Per Aquum Management JLT <u>Relationship:</u> MINT indirectly has 50% shareholding	MINT provided management service to Per Aquum Management JLT and received management fee, which was based on the type and quantity of service and recorded such service as management fee income .	0.48	MINT specializes in hotel management. For the purpose of optimizing shared resource, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Hotel Group Limited, MINT's subsidiary, provided hotel management service to Per Aquum Management JLT and received management fee, which was based on international standards, in line with the market price and recorded such service as management fee income .	1.00	Minor Hotel Group Limited specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was reasonable.
	Lodging Management (Mauritius), MINT's subsidiary, provided hotel management service to Per Aquum Management JLT and recorded management fee income .	2.23	Lodging Management (Mauritius) has the expertise in providing hotel management services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Global Solutions Limited, MINT's subsidiary, provided accounting service to Per Aquum Management JLT and recorded such services as management fee income	0.20	Minor Global Solutions Limited has the expertise in providing accounting services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Lodging Management (Mauritius), MINT's subsidiary, provided loan to Per Aquum Management JLT in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was	10.75	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	referenced to those of commercial banks.		
	Lodging Management (Mauritius), MINT's subsidiary, recorded interest income received from Per Aquum Management JLT in accordance with the agreement.	0.21	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	Lodging Management (Mauritius), MINT's subsidiary, recorded finder fee received from Per Aquum Management JLT in accordance with agreement and recorded such services as other income	0.34	Lodging Management (Mauritius) had specialized staff to source new hotel property to company for management under Per Aquum brand. Audit Committee had an opinion that the transaction was fair and reasonable.
29. Per Aquum Maldives Private Ltd. <u>Relationship</u> : MINT indirectly has 50% shareholding	MINT provided management service to Per Aquum Maldives Private Ltd. and received management fee , which was based on international standard and at market price.	0.66	MINT specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Hotel Group Limited, MINT's subsidiary, provided hotel management service to Per Aquum Maldives Private Ltd. and recorded management fee income .	2.44	Minor Hotel Group Limited specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was reasonable.
	Lodging Management (Mauritius), MINT's subsidiary, provided management service to Per Aquum Maldives Private Ltd and recorded management fee income .	31.58	Lodging Management (Mauritius) had more specialized staff and 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 2016 (Million Baht)	Necessity and rationale
	Lodging Management (Mauritius), MINT's subsidiary, provided loan to Per Aquum Maldives Private Ltd. in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	128.27	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	Lodging Management (Mauritius), MINT's subsidiary, recorded interest income received from Per Aquum Maldives Private Ltd.in accordance with the agreement.	3.06	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
30. Rani Minor Holding Limited <u>Relationship:</u> MINT indirectly has 25% shareholding	MINT provided management service to Rani Minor Holding Limited and received management fee , which was based on international standard and at market price.	0.24	MINT specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Hotel Group Limited, MINT's subsidiary, provided hotel management service to Rani Minor Holding Limited and recorded management fee income .	0.51	Minor Hotel Group Limited specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was reasonable with an aim to maximize the benefit of the Company.
	Lodging Management (Labuan) Limited, MINT's subsidiary, provided hotel management and IT management services to Rani Minor Holding Limited and recorded management fee income .	5.91	Lodging Management (Labuan) Limited specializes in hotel management and IT management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was reasonable.
	MHG International Holding (Singapore) Pte. Ltd., MINT's subsidiary, provided loan to Rani Minor Holding Limited according to the agreement.	238.30	The loan was provided in accordance with the agreement. Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
31. Rani Minor Holding II Limited <u>Relationship:</u> MINT indirectly has 49% shareholding.	MHG International Holding (Mauritius), MINT's subsidiary, provided loan to Rani Minor Holding II Limited in accordance with the agreement.	3,197.34	The loan was provided in accordance with the agreement. Audit Committee had an opinion that the transaction was fair and reasonable.
32. Cabo Delgado Hotels & Resorts, Lda. <u>Relationship:</u> MINT indirectly has 25% shareholding.	MINT provided management service to Cabo Delgado Hotels & Resorts, Lda. and received management fee , which was based on international standard and at market price and recorded management fee income .	0.45	MINT specializes in management business. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Hotel Group Limited, MINT's subsidiary, provided hotel management service to Cabo Delgado Hotels & Resorts, Lda. and recorded management fee income .	1.37	Minor Hotel Group Limited specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was reasonable.
	Lodging Management (Labuan) Limited, MINT's subsidiary, provided hotel management and IT management services to Cabo Delgado Hotels & Resorts, Lda. and recorded management fee income .	3.44	Lodging Management (Labuan) Limited specializes in hotel management and IT management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was reasonable.
33. Elewana Afrika(T) Limited <u>Relationship:</u> MINT indirectly has 50% shareholding.	Hospitality Investment International Limited, MINT's subsidiary, provided loan to Elewana Afrika(T) Limited in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	32.25	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	Hospitality Investment International Limited, MINT's subsidiary, recorded interest income received from Elewana Afrika(T) Limited in accordance with the agreement.	2.19	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
34. MHG Npark Development Co., Ltd. <u>Relationship:</u> MINT indirectly has 50% shareholding.	MINT provided management service to MHG Npark Development Co., Ltd. and received management fee, which was based on international standard and at market price and recorded management fee income .	0.46	MINT specializes in management business. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Hotel Group Limited, MINT's subsidiary, provided hotel management service to MHG Npark Development Co., Ltd. and received management fee, which was based on international standards, in line with the market price and recorded such service as management fee income .	1.80	Minor Hotel Group Limited specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Hua Hin Resort Limited, MINT's subsidiary, provided loan to MHG Npark Development Co., Ltd. in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	158.13	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	Hua Hin Resort Limited, MINT's subsidiary, recorded interest income received from MHG Npark Development Co., Ltd. in accordance with the agreement.	15.11	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Global Solutions Limited, MINT's subsidiary, leased computers to MHG Npark Development Co., Ltd. and received monthly rental fee from MHG NPark Development Co., Ltd and recorded as rental income	0.01	Minor Global Solutions Limited leased a fleet of computers from a third-party leasing company, resulting in lower costs. Audit Committee had an opinion that the transaction was reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	Minor Global Solutions Limited, MINT's subsidiary, provided accounting service to MHG NPark Development Co., Ltd. and recorded management fee income .	0.20	Minor Global Solutions Limited has the expertise in providing accounting service. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	M&H Management Limited, MINT's subsidiary, provided hotel trademark fee to MHG NPark Co., Ltd. and recorded as trademark fee income .	7.21	M&H Management Limited holds Anantara Brand License. Audit Committee has an opinion that the transaction was reasonable with an aim to maximize the benefit of the Company.
35. The Food Theory Group Pte.Ltd <u>Relationship:</u> MINT indirectly has 50% shareholding.	MFG International Holding (Singapore) Pte. Ltd., MINT's subsidiary, provided loan to The Food Theory Group Pte.Ltd in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	31.70	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	MFG International Holding (Singapore) Pte. Ltd., MINT's subsidiary, recorded interest income received from The Food Theory Group Pte. Ltd in accordance with the agreement.	0.12	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
36. Liwa Minor Food & Beverages LLC <u>Relationship:</u> MINT indirectly has 49% shareholding.	Primacy Investment Limited, MINT's subsidiary, provided loan to Liwa Minor Food & Beverages LLC in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	102.44	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	Primacy Investment Limited, MINT's subsidiary, recorded interest income received from Liwa Minor Food & Beverages LLC in accordance with the agreement.	1.69	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
37. Pluluang Company Limited <u>Relationship:</u> Common directors.	Minor Global Solutions Limited, MINT's subsidiary, provided accounting and IT management services to Pluluang Company Limited and received computer fee, which was based on the type and quantity of service and recorded management fee income	0.10	Minor Global Solutions Limited has the expertise in providing accounting and IT management services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Hua Hin Resort Limited, MINT's subsidiary, sold residence to Pluluang Company Limited, which was based on the type and quantity of service.	205.57	The sales price was based on market price with normal terms and conditions similar to those offered to other purchasers of this project. Audit committee had an opinion that the transaction was reasonable.
38. Pecan Deluxe (Thailand) Co., Ltd. <u>Relationship:</u> MINT indirectly has 49.9% shareholding.	Minor Global Solutions Limited, MINT's subsidiary, provided accounting and IT management services to Pecan Deluxe (Thailand) Co., Ltd. and received monthly computer fee, which was based on the type and quantity of service and recorded management fee income	0.55	Minor Global Solutions Limited has the expertise in providing accounting and IT management services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor DQ Limited, MINT's subsidiaries sold their products to Pecan Deluxe (Thailand) Co., Ltd. and recorded sales .	8.28	MINT's subsidiaries sold products at market prices and conditions. Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Global Solutions Limited, MINT's subsidiary, provided accounting service to Pecan Deluxe (Thailand) Co., Ltd. It received monthly service fee, which was based on the type and amount of service provided.	0.04	Minor Global Solutions Limited has the expertise in providing accounting service. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	Pecan Deluxe (Thailand) Co., Ltd., MINT's subsidiary, leased building from Minor Dairy Limited, MINT's subsidiary. The rental rate was charged at the market rate with certain lease term and recorded as rental expenses	3.24	The lease contract is considered a normal business transaction at market rate. Audit Committee had an opinion that the transaction was reasonable with an aim to maximize the benefit of the Company.
	MINT's subsidiaries purchased products from Pecan Deluxe (Thailand) Co., Ltd. and its subsidiaries, the manufacturer of food ingredients. The subsidiaries, which recorded these purchases of goods , are the followings: - MFG - Minor DQ Limited - Swensen's (Thai) Limited - Minor Dairy Limited - SLRT Limited	0.16 20.56 8.73 43.12 0.10	The transaction was done at the market price and under normal conditions. Audit Committee had an opinion that the transaction was fair and reasonable with an aim to maximize the benefit of the Company.
39. MSC Thai Cuisine Co., Ltd. <u>Relationship:</u> MINT indirectly has 50% shareholding.	Minor Global Solutions Limited, MINT's subsidiary, leased computers and received monthly rental fee from The Thai Cuisine Co., Ltd and recorded as rental income .	0.22	Minor Global Solutions Limited leased a fleet of computers from a third-party leasing company, resulting in lower costs. Audit Committee had an opinion that the transaction was reasonable.
	Minor Global Solutions Limited, MINT's subsidiary, provided accounting service to MSC Thai Cuisine Co., Ltd.. The fee was charged according to the type and amount of service provided and recorded management fee income	0.23	Minor Global Solutions Limited has the expertise in providing accounting service. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Swensen's (Thai) Limited, MINT's subsidiary, sold their products to MSC Thai Cuisine Co., Ltd. and recorded sales .	0.01	MINT's subsidiary sold products at market prices and conditions. Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	The Minor Food Group PCL., MINT's subsidiary, provided consultant services for RTU Sauce Development to MSC Thai Cuisine Co., Ltd. The fee was charged according to the type and amount of services provided, which was the same rate as charged from other professional.	0.53	The Minor Food Group PCL had specialized staff in providing consultant services for RTU Sauce Development, Audit Committee had an opinion that the transaction was fair and reasonable.
	The Minor Food Group PCL., MINT's subsidiary, provided loan to MSC Thai Cuisine Co. Ltd. in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	13.50	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	The Minor Food Group PCL., MINT's subsidiary, recorded interest income received from MSC Thai Cuisine Co., Ltd. in accordance with the associate agreement.	0.62	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
40. G5 JETS Limited <u>Relationship:</u> Common directors and common shareholder.	Minor Global Solutions Limited, MINT's subsidiary, provided accounting and IT management services to G5 JETS Limited. The fee was charged according to the type and amount of service provided and recorded management fee income .	0.03	Minor Global Solutions Limited has the expertise in providing accounting and IT management services. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
41. Minor Hotels Zambia Limited <u>Relationship:</u> MINT indirectly has 50% shareholding and shares common directors.	MHG International Holding (Mauritius) provided management service to Minor Hotels Zambia Limited and received management fee, which was based on international standard and at market price and recorded management fee income .	9.01	MHG International Holding (Mauritius) specializes in management business. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Hotel Group Limited provided hotel management service to Minor Hotels Zambia Limited and received management fee, which was based on international standard and at market price and recorded such service as management fee income .	0.73	Minor Hotel Group Limited specializes in management business. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	MINT provide marketing service to Minor Hotels Zambia Limited. The fee was charged on actual cost and was the same rate charge to the third parties.	0.33	MINT specializes in management business including marketing. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
42. MHG Lesotho (Proprietary) Limited <u>Relationship:</u> MINT indirectly has 37.5% shareholding and share common directors.	MHG International Holding (Mauritius) provided management service to MHG Lesotho (Proprietary) Limited and received management fee, which was based on international standard and at market price and recorded such service as management fee income .	13.02	MHG International Holding (Mauritius) specializes in management business. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
	Lodging Management (Labuan) Limited, MINT's subsidiary, provided hotel management and IT management services to MHG Lesotho (Proprietary) Limited and recorded management fee income .	4.90	Lodging Management (Labuan) Limited specializes in hotel management and IT management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was reasonable.
	MHG International Holding (Mauritius), MINT's subsidiary, lent loan to MHG Lesotho (Proprietary) Limited in accordance with the agreement. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	28.59	The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	Minor Hotel Group Limited, MINT's subsidiary, provided hotel management service to MHG Lesotho (Proprietary) Limited and recorded management fee income .	1.14	Minor Hotel Group Limited specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	MHG International Holding (Mauritius), MINT's subsidiary, recorded interest income received from MHG Lesotho (Proprietary) Limited in accordance with the associate agreement.	5.26	The loan was provided in accordance with the associate agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
	MINT provided marketing service to MHG Lesotho (Proprietary) The fee was charged on actual cost and was the same rate charge to the third parties.	0.58	MINT specializes in management business including marketing. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
43. Serendib Hotels PLC <u>Relationship:</u> MINT indirectly has 22.7% shareholding and share common directors.	Lodging Investment (Labuan) Limited, MINT's subsidiary, held a stake in Serendib Hotels PLC and received dividend income .	5.73	Dividend income is a normal form of return from investments. Audit Committee had an opinion that the transaction was fair and reasonable. The loan was provided in accordance with the agreement, where terms were determined based on market rates. Audit Committee had an opinion that the transaction was fair and reasonable.
44. PH Resort (Private) Limited <u>Relationship:</u> MINT indirectly has 49.9% stake and shares common directors.	Minor Hotel Group Limited, MINT's subsidiary, provided hotel management service to PH Resorts (Private) Ltd and recorded management fee income , which was based on international standards, in line with the market price.	0.60	Minor Hotel Group Limited specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was reasonable.
	Lodging Management (Labuan) Limited, MINT's subsidiary, provided hotel management service to PH Resort (Private) Limited and received management fee, which was based on international standards, in line with the market price and recorded management fee income .	9.60	Lodging Management (Labuan) Limited specializes in hotel management. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	Lodging Management (Labuan) Limited, MINT's subsidiary, provide marketing service to PH Resort (Private) Limited. The fee was charged on actual cost and was the same rate charge to the third parties.	2.34	Lodging Management (Labuan) Limited specializes in marketing service. For the purpose of optimizing shared resources, Audit Committee had an opinion that the transaction was fair and reasonable.
45. Bodhi Hotel Resort Pvt Ltd <u>Relationship</u> : MINT indirectly has 25% stake	Minor Hotel Group Limited, MINT's subsidiary, provide technical service such as hotel facility design, interior design and decoration and final interior phase to Bodhi Hotel Resort Pvt Ltd . The fee was charged in percentage of completion as per agreement.	1.23	Minor Hotel Group Limited had specialized staff in technical service and in order to share and maximize the usage of resource, Audit Committee had an opinion that the transaction was reasonable and in order to maximize benefit of the Company.
46. NYE and RGP Development Co., Ltd. <u>Relationship</u> : MINT indirectly has 40%	Royal Garden Plaza Limited, MINT's subsidiary, provided loan to NYE and RGP Development Co., Ltd. proportionately to its shareholding. The loan agreement has a definite interest rate, terms and conditions as agreed by both parties. The interest rate was referenced to those of commercial banks.	7.20	The loan was provided proportionately to the percentage of shareholding. Audit Committee had an opinion that the transaction was fair and reasonable.
	Royal Garden Plaza Limited, MINT's subsidiary, recorded interest income received from loan to NYE and RGP Development Co., Ltd according to the associate agreement.	0.21	The loan was provided proportionately to the percentage of shareholding. Audit Committee had an opinion that the transaction was fair and reasonable.
48. Christiani & Nielsen (Thai) Pcl. and its subsidiaries <u>Relationship</u> : Common director	Christiani & Nielsen PCL has constructed hotel properties for Minor hotel group, MINT's subsidiaries. The fee was charged according to the contract.	216.67	As Christiani & Nielsen (Thai) Pcl. leading company in construction business had expert engineers and technicians to design and construct building. Audit Committee had an opinion that the transaction was reasonable and in order to maximize benefit of the Company.

Connected Persons	Type of Business	Transaction Size 2016 (Million Baht)	Necessity and rationale
	Retention fee: This fee is related to construction contract which will be deducted from the amount due and retained by the client to ensure that the contractor properly completes.	100.89	As Christiani & Nielsen (Thai) Pcl., leading company in construction business had expert engineers and technicians to design and construct building. Audit Committee had an opinion that the transaction was reasonable and in order to maximize benefit of the Company. In addition, Christiani & Nielsen (Thai) Pcl. will be deducted retention fee following a construction agreement to ensure that the contract properly completes.

Connected transaction approval procedure

All connected transactions are evaluated by the relevant work units in two respects; firstly, the transaction is reasonable and for the benefit of the Company, and secondly, the transaction is being done on a fair price basis. For example, in acquiring assets, investment department must analyze return on investment. If necessary, external advisors or experts shall be engaged in order to provide independent opinion on the transactions. The transactions are then proposed for internal approval where directors or employees with conflict of interest must not participate in approval process. In addition, the Audit Committee will supervise the connected transactions that they are necessary and at the fair price basis.

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 strictly adhered to 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
Professional Fee	Agreed prices which approximate to prices normally charged by third parties
Other expenses	Agreed prices which approximate to prices normally charged by third parties

13. Financial Highlights

Financial Statement summary

Minor International Public Company Limited and subsidiaries

	Restated					
	December 31, 2014		December 31, 2015		December 31, 2016	
	'000 Baht	%	'000 Baht	%	'000 Baht	%
Current assets						
Cash and cash equivalents	5,372,356	7.23%	4,002,801	4.07%	4,398,761	4.06%
Trade and other receivables-net	1,700,411	2.29%	2,678,112	2.72%	2,378,446	2.19%
Inventories-net	1,941,636	2.61%	2,388,674	2.43%	2,762,634	2.55%
Land and real estates project for sales	946,194	1.27%	7,506,997	7.63%	2,548,644	2.35%
Other receivables	1,625,247	2.19%	2,282,132	2.32%	2,680,373	2.47%
Other current assets	1,420,524	1.91%	964,549	0.98%	1,247,135	1.15%
Total current assets	13,006,367	17.51%	19,823,265	20.15%	16,015,993	14.77%
Non-current assets						
Trade receivables long-term contracts	3,607,153	4.86%	4,931,211	5.01%	4,708,883	4.34%
Long-term loans to related parties	3,430,057	4.62%	5,152,960	5.24%	5,738,634	5.29%
Interests in joint ventures	1,301,183	1.75%	3,531,420	3.59%	2,693,889	2.48%
Investments in associates	5,519,035	7.43%	5,417,530	5.51%	6,692,163	6.17%
Available-for-sale investments	1,202,416	1.62%	1,113,285	1.13%	24,766	0.02%
Other long-term investments-net	100,027	0.13%	100,028	0.10%	100,044	0.09%
Land and project during development	1,118,951	1.51%	-	0.00%	-	0.00%
Investment properties	314,533	0.42%	629,181	0.64%	923,036	0.85%
Property, plant and equipment-net	24,989,850	33.64%	35,013,837	35.59%	48,698,893	44.90%
Intangible assets-net	11,454,383	15.42%	17,893,493	18.19%	18,483,497	17.04%
Prepaid rents-net	1,936,123	2.61%	1,964,435	2.00%	1,984,700	1.83%
Other non-current assets	6,299,069	8.48%	2,810,909	2.86%	2,388,649	2.20%
Total non-current assets	61,272,780	82.49%	78,558,290	79.85%	92,437,154	85.23%
Total assets	74,279,147	100.00%	98,381,555	100.00%	108,453,146	100.00%
Current Liabilities						
Bank overdrafts and short-term borrowings from financial institutions	2,333,211	3.14%	2,587,774	2.63%	1,123,538	1.04%
Trade and other payables	5,589,021	7.52%	7,752,558	7.88%	7,575,457	6.99%
Current portion of long-term borrowings	1,276,731	1.72%	1,504,787	1.53%	2,389,121	2.20%
Current portion of finance lease liabilities	10,470	0.01%	8,239	0.01%	8,443	0.01%
Current portion of deferred income	76,190	0.10%	85,055	0.09%	142,560	0.13%
Current portion of debentures	3,000,000	4.04%	-	0.00%	4,300,000	3.96%
Short-term borrowings from related parties	-	0.00%	18,795	0.02%	-	0.00%
Income tax payable	251,829	0.34%	338,129	0.34%	496,305	0.46%
Other current liabilities	1,035,467	1.39%	1,284,521	1.31%	1,973,735	1.82%
Total current liabilities	13,572,919	18.27%	13,579,857	13.80%	18,009,159	16.61%

	Restated					
	December 31, 2014		December 31, 2015		December 31, 2016	
	'000 Baht	%	'000 Baht	%	'000 Baht	%
Non-current liabilities						
Long-term borrowings	13,639,041	18.36%	19,550,401	19.87%	20,498,862	18.90%
Finance lease liabilities-net	22,183	0.03%	22,270	0.02%	11,575	0.01%
Debentures	13,800,000	18.58%	21,800,000	22.16%	21,500,000	19.82%
Employee benefits obligations	240,495	0.32%	258,024	0.26%	222,771	0.21%
Other non-current liabilities	2,980,045	4.01%	6,459,846	6.57%	7,413,954	6.84%
Total non-current liabilities	30,681,765	41.31%	48,090,541	48.88%	49,647,162	45.78%
Total liabilities	44,254,683	59.58%	61,670,398	62.68%	67,656,320	62.38%
Equity						
Share capital-ordinary shares	4,201,634	5.66%	4,641,789	4.72%	4,621,828	4.26%
Issued and paid-up share capital-ordinary shares	4,001,557	5.39%	4,402,312	4.47%	4,410,368	4.07%
Share premium-ordinary shares	7,333,140	9.87%	7,354,673	7.48%	7,639,594	7.04%
Expired warrants in a subsidiary	104,789	0.14%	104,789	0.11%	104,789	0.10%
Other components of equity	(348,273)	(0.47%)	(1,664,205)	-1.69%	(2,407,887)	-2.22%
Retained earnings						
Appropriated - legal reserve	420,169	0.57%	464,179	0.47%	464,179	0.43%
Unappropriate	16,545,331	22.27%	22,140,776	22.51%	27,190,682	25.07%
Equity attributable to owners of the parent	28,056,712	37.77%	32,802,523	33.34%	37,401,726	34.49%
Non-controlling interests	1,967,752	2.65%	3,908,634	3.97%	3,395,101	3.13%
Total equity	30,024,463	40.42%	36,711,157	37.32%	40,796,826	37.62%
Total liabilities and equity	74,279,147	100.00%	98,381,555	100.00%	108,453,146	100.00%

Income Statement

	2014		2015		2016	
	'000 Baht	%	'000 Baht	%	'000 Baht	%
Revenues from hotel and related services operations	13,182,367	33.83%	16,284,434	34.83%	21,371,382	37.91%
Rental income from property business	407,719	1.05%	380,022	0.81%	363,716	0.65%
Revenues from entertainment operations	146,539	0.38%	134,893	0.29%	113,311	0.20%
Sales of real estates	2,750,490	7.06%	3,687,355	7.89%	3,137,819	5.57%
Sales of food and beverage	15,285,246	39.23%	16,667,070	35.64%	19,971,890	35.42%
Sales from distribution and manufacturing	3,601,444	9.24%	3,420,558	7.32%	3,474,301	6.16%
Revenues from management services	1,265,179	3.25%	983,846	2.10%	1,102,820	1.96%
Franchise fee income	588,964	1.51%	786,870	1.68%	1,616,392	2.87%
Total operating income	37,227,948	95.54%	42,345,047	90.56%	51,151,632	90.73%
Dividends income	14,371	0.04%	11,668	0.02%	7,992	0.01%
Interest income	323,018	0.83%	442,867	0.95%	480,261	0.85%
Other income	1,398,731	3.59%	3,960,695	8.47%	4,741,038	8.41%
Total revenues	38,964,068	100.00%	46,760,276	100.00%	56,380,923	100.00%

	2014		2015		2016	
	'000 Baht	%	'000 Baht	%	'000 Baht	%
Expenses						
Direct cost of hotel and related services operations	7,202,167	18.48%	8,825,122	18.87%	11,891,004	21.09%
Cost of sales of real estates	209,233	0.54%	186,800	0.40%	249,641	0.44%
Direct cost of entertainment operations	57,308	0.15%	46,880	0.10%	44,834	0.08%
Cost of sales of real estates	761,998	1.96%	1,216,028	2.60%	959,859	1.70%
Cost of sales of food and beverage	4,926,696	12.64%	5,440,185	11.63%	6,545,209	11.61%
Cost of sales from distribution and manufacturing	2,163,586	5.55%	2,066,389	4.42%	2,070,626	3.67%
Total operating cost	15,320,988	39.32%	17,781,404	38.03%	21,761,173	38.60%
Selling and admin expenses	18,422,328	47.28%	21,386,274	45.74%	25,764,533	45.70%
Share of profit of investments in associates and interests in joint ventures	(823,000)	(2.11)%	(1,253,509)	(2.68)%	(591,855)	(1.05)%
Total expenses	32,920,316	84.49%	37,914,168	81.08%	46,933,851	83.24%
Profit before income tax	6,043,752	15.51%	8,846,108	18.92%	9,447,072	16.76%
Financial costs	(1,145,173)	(2.94)%	(1,300,941)	(2.78)%	(1,605,815)	(2.85)%
Income tax (expense) income	(396,950)	(1.02)%	(410,788)	(0.88)%	(1,032,050)	(1.83)%
Profit for the year	4,501,629	11.55%	7,134,379	15.26%	6,809,207	12.08%
(profit) attributable to non-controlling interests-net	(99,844)	(0.26)%	(94,214)	(0.20)%	(219,211)	(0.39)%

Statement of Cash Flows

	Restated		
	2014	2015	2016
	'000 Baht	'000 Baht	'000 Baht
Net cash generated from (used in) operating activities	4,784,996	2,499,268	6,494,054
Net cash used in investing activities	(12,771,307)	(13,271,877)	(9,144,645)
Net cash receipts from financing activities	10,026,521	9,293,713	3,003,186
Net increase (decrease) in cash and cash equivalents	2,040,210	(1,478,896)	352,595
Cash and cash equivalents at the beginning	3,361,398	5,364,383	3,978,726
(Loss) gain on exchange rate	(37,225)	93,239	(26,145)
Cash and cash equivalents, closing balance	5,364,383	3,978,726	4,305,176

Financial Ratio

	2014	Restated 2015	2016
Liquidity Ratio			
Current Ratio (x)	0.96	1.46	0.89
Quick Ratio (x)	0.52	0.49	0.38
Cash Flow Liquidity Ratio (x)	0.39	0.18	0.41
Account Receivable Turnover (x)	6.20	5.34	5.83
Average Collection Period (day)	58.04	67.46	61.71
Inventory Turnover (x)	7.15	6.79	7.06
Average days sales (day)	50.36	53.00	51.00
Account Payable Turnover (x)	7.60	7.39	7.74
Average Days Payable (day)	47.35	48.70	46.54
Cash cycle (days)	61.05	71.77	66.17
Profitability Ratio			
Gross Profit Margin (%)	58.85%	58.01%	57.46%
Operating Profit Margin (%)	11.57%	10.46%	8.25%
Other Profit Margin	15.79%	20.63%	9.27%
Cash to Profit Margin (%)	111.08%	56.41%	153.97%
Net Profit Margin (%)	11.30%	15.06%	11.69%
Return on Equity (%)	15.47%	21.10%	17.00%
Efficiency Ratio			
Return on Assets (%)	6.55%	8.15%	6.37%
Fixed Asset Turnover (%)	31.08%	33.78%	24.94%
Total Assets Turnover (x)	0.58	0.54	0.55
Financial Policy Ratio			
Debt/Equity Ratio (x)	1.47	1.68	1.66
Interest Coverage Ratio	5.53	3.24	5.69
Commitment coverage ratio (x)	0.34	0.09	0.15
Dividend Payout (%)	35.00%	21.89%	23.40%

14. Management Discussion and Analysis

Overview

4Q16 and 2016 Performance

Minor International Public Company Limited ("MINT") reported revenue growth of 19% in 2016, driven by growth of all business units. 4Q16 revenue declined slightly by 3% y-y, mainly due to higher non-recurring gain recorded in 4Q15. Excluding the non-recurring items (detailed in the table on page 3), core revenue increased by 19% in 2016 and 5% y-y in 4Q16.

While MINT's reported net profit declined by 6% in 2016 and 62% y-y in 4Q16, its core net profit, excluding non-recurring items, declined by a lesser magnitude of 3% in 2016 and 25% y-y in 4Q16. The soft financial performance, particularly in 4Q16, was due to factors beyond MINT's control, namely the mourning period in Thailand and the bad weather and floods in the south of Thailand in 4Q16, during its high tourist season, together with the softness of the hospitality industry in the Maldives and Brazil, as well as the economic slowdown and high competition of the restaurant sector in Singapore throughout 2016. In a move to reward its shareholders, MINT's Board of Directors also proposed to pay cash dividend in the amount of Baht 0.35 per share. The dividend payment is subject to MINT's shareholder approval at the Annual General Meeting of Shareholders to be held on April 4, 2017.

Going into 2017, MINT has already seen signs of performance recovery both in Thailand, as the impact from the mourning period and the flood was temporary, and its key overseas markets, with improvement of macro conditions. In addition, the outlook of its mixed-use business, namely residential development and Anantara Vacation Club, appears more promising than the prior year. In fact, MINT experienced a delay in sale of three residential units in 4Q16, of which two units have already been sold and transferred in January 2017.

For fourth quarter performance, core revenue of restaurant business increased by 7% y-y in 4Q16, led by the robust growth of China hub and the additional revenue from the consolidation of Minor DKL in Australia. Hotel & mixed-use business reported core revenue growth of 4% y-y in 4Q16. The growth was led by stable growth of Oaks in Australia, the contribution of recently consolidated Tivoli portfolio in Portugal and the turnaround in sales growth of Anantara Vacation Club. 4Q16 revenue from retail trading & contract manufacturing was flat y-y. Although the retail trading business reported revenue growth, the contract manufacturing business still faced pressure from the soft performance of its key customers.

In 4Q16, hotel & mixed-use business accounted for 53% of total core revenue. Restaurant business contributed 40% of total core revenue, while retail trading and contract manufacturing contributed the remaining 7%.

Revenue Breakdown			
<i>Bt million</i>	4Q16	4Q15	%Chg
<u>As Reported</u>			
Restaurant Services	5,621	6,897	-18%
Hotel & Mixed-Use	7,872	7,035	12%
Retail Trading & Contract Manufacturing	910	915	0%
Total Revenue	14,403	14,847	-3%
<u>Core</u>			
Restaurant Services	5,621	5,232	7%
Hotel & Mixed-Use	7,344	7,085	4%
Retail Trading & Contract Manufacturing	910	915	0%
Total Revenue	13,875	13,231	5%

In 2016, MINT reported total core revenue of Bt 54,285m, a 19% increase from last year. The growth was attributable to the solid operational performance of both hotel & mixed-use and restaurant businesses, together with the consolidation of Tivoli portfolio in Portugal and Minor DKL in Australia.

In terms of revenue breakdown, in 2016, hotel & mixed-use and restaurant businesses accounted for 51% and 42% of total core revenue, respectively. Retail trading and contract manufacturing contributed another 7%.

Revenue Breakdown			
<i>Bt million</i>	2016	2015	%Chg
<u>As Reported</u>			
Restaurant Services	23,157	20,291	14%
Hotel & Mixed-Use	30,310	24,217	25%
Retail Trading & Contract Manufacturing	3,505	3,505	0%
Total Revenue	56,973	48,014	19%
<u>Core</u>			
Restaurant Services	23,022	18,626	24%
Hotel & Mixed-Use	27,758	23,547	18%
Retail Trading & Contract Manufacturing	3,505	3,505	0%
Total Revenue	54,285	45,678	19%

MINT reported core EBITDA of Bt 3,156m in 4Q16, a 1% decline y-y, from the soft performance of hotel & mixed-use and retail trading & contract manufacturing businesses. 4Q16 core EBITDA of restaurant business maintained robust growth of 8% y-y, bolstered by strong operation of China hub and the additional contribution of Minor DKL after the increase of MINT's shareholding. However, core EBITDA of hotel & mixed-use business decreased by 4% y-y in 4Q16, mainly attributable to

the lower operating leverage of hotel operations in Thailand during its high season amidst the mourning period and the floods, together with the absence of sale of the residential development business, which has higher profitability. By the same token, retail trading & contract manufacturing business saw a decline in EBITDA by 9% y-y, primarily from the lower operating leverage of the contract manufacturing business. As a result, core EBITDA margin decreased from 24.0% in 4Q15 to 22.7% in 4Q16.

In 4Q16, hotel & mixed-use and restaurant businesses accounted for 68% and 29% of total core EBITDA respectively. Retail trading & contract manufacturing contributed the remaining 3% of total core EBITDA.

EBITDA Breakdown			
<i>Bt million</i>	4Q16	4Q15	%Chg
<u>As Reported</u>			
Restaurant Services	933	2,528	-63%
Hotel & Mixed-Use	2,078	2,169	-4%
Retail Trading & Contract Manufacturing	91	100	-9%
Total EBITDA	3,102	4,797	-35%
EBITDA Margin	21.5%	32.3%	
<u>Core</u>			
Restaurant Services	933	863	8%
Hotel & Mixed-Use	2,132	2,218	-4%
Retail Trading & Contract Manufacturing	91	100	-9%
Total EBITDA	3,156	3,181	-1%
EBITDA Margin	22.7%	24.0%	

In 2016, MINT reported core EBITDA of Bt 11,256m, an 18% growth from last year from both restaurant and hotel & mixed-use businesses. Core EBITDA margin decreased slightly from 21.0% in 2015 to 20.7% in 2016.

In 2016, hotel & mixed-use business represented 64% of total core EBITDA, while restaurant business accounted for 34%. Retail trading and contract manufacturing business accounted for the remaining 2%.

EBITDA Breakdown			
<i>Bt million</i>	2016	2015	%Chg
<u>As Reported</u>			
Restaurant Services	3,978	4,792	-17%
Hotel & Mixed-Use	8,984	6,816	32%
Retail Trading & Contract Manufacturing	267	300	-11%
Total EBITDA	13,229	11,908	11%
EBITDA Margin	23.2%	24.8%	

EBITDA Breakdown			
<i>Bt million</i>	2016	2015	%Chg
<u>Core</u>			
Restaurant Services	3,843	3,127	23%
Hotel & Mixed-Use	7,146	6,146	16%
Retail Trading & Contract Manufacturing	267	300	-11%
Total EBITDA	11,256	9,573	18%
EBITDA Margin	20.7%	21.0%	

MINT reported core net profit of Bt 1,347m in 4Q16, a 25% decline y-y, attributable to the lower operating leverage of Thailand operations across all business units amidst the national mourning period and the floods in the south of Thailand, the higher depreciation and tax rate of recently consolidated businesses, as well as the absence of residential sale. As a result, core net profit margin decreased from 13.6% in 4Q15 to 9.7% in 4Q16.

In 2016, MINT's core net profit decreased by 3%. The decline was mainly due to the soft performance of 4Q16, together with the higher depreciation and tax rate of the recently consolidated businesses. Consequently, core net profit margin declined from 10.3% in 2015 to 8.4% in 2016.

Net Profit			
<i>Bt million</i>	4Q16	4Q15	%Chg
<u>As Reported</u>			
Total net profit	1,293	3,419	-62%
Net Profit Margin	9.0%	23.0%	
<u>Core</u>			
Total net profit	1,347	1,803	-25%
Net Profit Margin	9.7%	13.6%	
	2016	2015	%Chg
<u>As Reported</u>			
Total net profit	6,590	7,040	-6%
Net Profit Margin	11.6%	14.7%	
<u>Core</u>			
Total net profit	4,576	4,705	-3%
Net Profit Margin	8.4%	10.3%	

Non-Recurring Items		
Timeline	Amount (Bt million)	Non-Recurring Items
4Q16	490	• Gain from bargain purchase of hotels in Zambia
	38	• Gain from bargain purchase of Tivoli hotels in Portugal
	-359	• Anantara Vacation Club's (AVC) provision of doubtful account (recorded in SG&A), which is part of MINT's prudent measures to conservatively provide for potential bad debts which may arise from the accounts receivable of Phase I, which was sold during 2010-2015
	-223	• Oaks' general administrative expenses and provision (recorded in SG&A)
3Q16	92	• Gain from changing status of investment in some of the Oaks properties, which were offset by;
	-136	• Impairment charges of certain Oaks properties (recorded in SG&A, pre-tax), resulting in no material impact post-tax on core net profit in 3Q16
2Q16	136	• Gain from changing status of investment in BreadTalk Group in Singapore, from available-for-sale investment to investment in associate
1Q16	1,932	• Gain from bargain purchase of the Tivoli Hotels & Resorts
4Q15	1,665	• Gain on fair value adjustment of change in status of investments in Minor DKL, netted off with;
	-49	• Reduction of gain from bargain purchase of Oaks Elan Darwin recorded in 3Q15
3Q15	70	• Gain from bargain purchase of Oaks Elan Darwin
1Q15	650	• Gain from bargain purchase of Sun International hotels in Africa

Major Developments in 4Q16

Developments	
Restaurant	<ul style="list-style-type: none"> Opened 68 outlets, net q-q, majority of which were under Dairy Queen and The Pizza Company brands Franchised and launched the first “Yentafo Kruengsonge by A. Mallika”, a Thai noodle concept, in Singapore
Hotel & Mixed-Use	<ul style="list-style-type: none"> Rebranded Pattaya Marriott Resort & Spa to AVANI Pattaya Resort & Spa Opened two hotels under management, Anantara Al Jabal Al Akhdar Resort and Al Baleed Resort Salalah by Anantara in Oman Acquired Elements Boutique Resort & Spa Hideaway totaling 34 keys in Koh Samui, Thailand Launched Anantara Chiang Mai Serviced Suites, the latest residential project across from Anantara Chiang Mai Resort & Spa in Thailand. 23 units out of total 44 units were sold and transferred in 4Q16. Sold and transferred one unit of Torres Rani, Maputo in Mozambique Added Chiang Mai as a new destination of Anantara Vacation Club; added a total of 9 units of inventory in Phuket and Chiang Mai
Retail Trading	<ul style="list-style-type: none"> Launched Radley, a London-based handbag and leather accessories brand, in Thailand Launched Anello, a lifestyle bag brand from Japan, with exclusive distribution right in Thailand Launched “Bemynt”, MINT’s own e-commerce platform for fashion and lifestyle brands

Segment Performance

Restaurant Business

At the end of 4Q16, MINT’s total restaurants reached 1,996 outlets, comprising 1,018 equity-owned outlets (51% of total), and 978 franchised outlets (49% of total). 1,272 outlets (64% of total) are in Thailand, while the remaining 724 outlets (36% of total) are in Australia, New Zealand, Singapore, China, India, Middle East, the Maldives, Egypt, England, and other countries in Asia.

Restaurant Outlets by Owned Equity and Franchise			
	4Q16	Chg q-q	Chg y-y
Owned Equity	1,018	15	61
- Thailand	814	16	39
- Overseas	204	-1	22
Franchise	978	53	84
- Thailand	458	36	49
- Overseas	520	17	35
Total Outlets	1,996	68	145

Restaurant Outlets by Brand	4Q16	Chg q-q	Chg y-y
The Pizza Company	391	15	29
Swensen's	330	5	11
Sizzler	60	2	5
Dairy Queen	436	23	26
Burger King	74	5	17
The Coffee Club	461	10	19
Thai Express	97	-4	6
Riverside	58	0	5
BreadTalk	36	6	12
Others*	53	6	15
Total Outlets	1,996	68	145

* Others include restaurants at the airport under MINT's 51% JV, "Select Service Partner", restaurants in Singapore under MINT's 50% JV, "The Food Theory Group" and restaurants in UK under "Grab" and "Patara" brands.

Hub Performance Analysis

In 4Q16, total-system-sales (including sales from franchised outlets) increased by 6.4% y-y, driven by outlet expansion of 8% y-y. 4Q16 Same-store-sales decreased slightly by 0.9% y-y, primarily due to the temporary slowdown of domestic consumption in Thailand as the nation mourned after the King's passing. The ongoing market pressures in Singapore with weak economy, where GDP growth was only 1.8% in 2016, also contributed to such decline.

In 4Q16, Thailand hub reported total-system-sales growth of 10.0% y-y, mainly attributable to the disciplined outlet expansion of 7% y-y. Thailand hub was impacted by the temporary drop of domestic consumer sentiment during the mourning period and saw same-store-sales decline by 1.1% y-y. The Pizza Company and BreadTalk were the two brands that successfully maintained resiliency and achieved positive same-store-sales growth in 4Q16. The Pizza Company's same-store-sales grew by 2.5% y-y, thanks to the continued success of its Crispy Thin Pizza, as well as the ongoing product and service innovation across all sales channels. These include exclusive menus launched for dine-in, new store format, "delivery units with seats", for takeaway and user-friendly mobile application and website for delivery. At the same time, BreadTalk achieved impressive same-store-sales growth of more than 20% due to the success of newly renovated stores and innovative product offerings such as festive Christmas bakery selections. Although the overall performance of Thailand hub experienced some slowdown in 4Q16, Minor Food expects the impact of the mourning period to be short-term. In fact, Minor Food is already seeing signs of same-store-sales improvement across all brands going into 2017.

China hub continued to report a consistent total-system-sales growth of 14.4% y-y in 4Q16, supported by same-store-sales growth of 4.9%, together with the disciplined outlet expansion of the Riverside brand, which grew 9% y-y. All brands, including Riverside, Sizzler and Thai Express, sustained their growth momentum and achieved positive same-store-sales growth in this quarter. Riverside outlets in the key cities, including Beijing and Shanghai, performed well. With increasing demand for food delivery, Riverside has rolled out its delivery service and new takeaway menus across most of its outlets since November 2016. To achieve profitable expansion and strengthen its customer base, Sizzler continues to focus on

refreshing its menu offering to attract customer traffic, while Thai Express is in the process of streamlining its supply chain and product consistency.

Australia hub reported total-system-sales growth of 1.7% y-y in 4Q16, attributable to flat same-store sales growth and cautious outlet expansion amidst the weak economy. The Coffee Club, which is the largest contributor to the hub, performed well with positive same-store-sales growth in this quarter. Given the weak macro backdrop, Australia hub will remain cautious in expansion and continue to enhance its food menu offering to strengthen its performance.

Singapore hub has been impacted by the economic slowdown and high competition in the restaurant sector. Although negative same-store-sales growth and total-system-sales growth continued to put pressure on margin in 4Q16, Singapore hub remained profitable. The new management appointed since July 2016 is in the process of rationalizing its portfolio by converting some of its outlets to a more suitable brands and selectively closing non-performing outlets. Singapore hub believes in the long-term potential of Thai food concept in Singapore and plans to strengthen its Thai food portfolio to better capture various segments, ranging from Basil as a higher-end brand to Thai Express as mid-market concept and Yentafo Kruengsongse by A. Mallika as a casual-dining and simpler restaurant format, capturing the quick and casual service market.

Apart of the four hubs, Minor Food is driving expansion in new markets, including the Middle East, India and the Maldives. Although their contribution is still small, all three markets achieved positive same-store-sales growth in 4Q16, attributable to the strength of MINT's brands and operational excellence.

Overall, 2016 total-system-sales increased by 9.1%, driven by both group-wide same-store-sales growth of 1.3% and the disciplined outlet expansion of 8%, primarily from Thailand and China hubs. Although competitive and economic challenges in some of Minor Food's key operating markets have put pressure on the performance, Minor Food contributed its resilience to its strong multi-brand portfolio, product and service innovation and operational excellence.

Restaurant Business Performance				
%	4Q16	4Q15	FY16	FY15
Average Same-Store-Sales Growth	(0.9)	0.3	1.3	(0.2)
Average Total-System-Sales Growth	6.4	7.8	9.1	11.2

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

Financial Performance Analysis

4Q16 total core restaurant revenue grew by 7% y-y, driven by both revenue from operation and franchise income. Revenue from operation increased by 6% y-y, primarily from the robust growth of China hub, the expansion of equity outlets, primarily in Thailand and China, by 6% y-y and the consolidation of Minor DKL in Australia. Franchise income grew by 35% y-y, primarily from the consolidation of Minor DKL's franchise fees, together with continued growth of franchising business, where number of franchise outlets increased by 9% y-y and Dairy Queen and Swensen's brands achieved strong growth of franchise fee. 4Q16 core EBITDA grew by 8% y-y from higher operating leverage of China hub and the contribution of Minor DKL after MINT increased its shareholding. The increase helped offset the weak performance of Thailand hub from the slowdown in domestic consumption amidst the mourning period. As a result, EBITDA margin increased from 16.5% in 4Q15 to 16.6% in 4Q16.

2016 core restaurant revenue increased by 24% from the solid performance of Thailand and China hubs, the continued expansion of both owned and franchised outlets, together with the consolidation of Minor DKL. 2016 core EBITDA increased by 23%, slightly lower than the revenue growth rate due to the consolidation of Minor DKL. Therefore, EBITDA margin decreased from 16.8% in 2015 to 16.7% in 2016.

Revenue Breakdown*			
<i>Bt million</i>	4Q16	4Q15	%Chg
Revenue from Operation**	5,203	4,922	6%
Franchise Fee	418	310	35%
Total Revenue	5,621	5,232	7%
EBITDA	933	863	8%
EBITDA Margin	16.6%	16.5%	
	2016	2015	%Chg
Revenue from Operation**	21,405	17,839	20%
Franchise Fee	1,616	787	105%
Total Revenue	23,022	18,626	24%
EBITDA	3,843	3,127	23%
EBITDA Margin	16.7%	16.8%	

* The table excludes non-recurring gain as detailed on page 3

** Includes share of profit and other income

Hotel & Mixed-Use Business

Hotel Business

At the end of 4Q16, MINT owned 68 hotels and managed 87 hotels and serviced suites in 23 countries. Altogether, these properties have 19,776 hotel rooms and serviced suites, including 8,904 that are equity-owned and 10,872 that are purely-managed under the Company's brands including Anantara, AVANI, Oaks, PER AQUUM, Tivoli and Elewana Collection. Of the total, 4,202 rooms in Thailand accounted for 21%, while the remaining 15,574 rooms or 79% are located in Australia, New Zealand, the Maldives, China, Indonesia, Sri Lanka, Vietnam, Malaysia, Cambodia, Tanzania, Kenya, Mozambique, Botswana, Namibia, Zambia, Lesotho, Qatar, the United Arab Emirates, Oman, Seychelles, Brazil and Portugal.

Hotel Rooms by Owned Equity and Management	4Q16	Chg q-q	Chg y-y
Equity-owned*	8,904	34	1,332
- Thailand	2,507	34	278
- Overseas	6,397	0	1,054
Management	10,872	230	730
- Thailand	1,695	0	196
- Overseas	9,177	230	534
Total Hotel Rooms	19,776	264	2,062

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

Hotel Rooms by Ownership			
	4Q16	Chg q-q	Chg y-y
Owned Hotels	7,118	34	1,731
Joint Venture	1,786	0	-399
Managed	4,533	251	623
MLR*	6,339	-21	107
Total Hotel Rooms	19,776	264	2,062

* Properties under Management Letting Rights in Australia and New Zealand

Hotel Performance Analysis by Ownership

The owned-hotels portfolio, which accounted for 56% of hotel & mixed-use revenue in 4Q16, reported flat organic revenue per available room ("RevPar") growth in 4Q16. Owned hotels in Thailand achieved organic RevPar growth of 3% y-y. As the Thailand portfolio was impacted by the mourning period since mid-October and the flood in the south of Thailand in December of 2016, the increase in RevPar for the quarter was primarily attributable to the month of October, where Bangkok hotels had a low-base RevPar in October 2015 from the Rajprasong explosion incident. Outside of Thailand, organic RevPar of the overseas owned hotels portfolio decreased by 6% y-y, attributable to the soft performance of owned hotels in the Maldives and Brazil. Although growth of Chinese and Russian tourists resumed in the Maldives and helped stabilize the occupancy rates, the operation in the Maldives continued to be challenged by intensifying competition from new hotel openings which put pressure on rates and subsequently RevPar performance. Hotels in Brazil saw lower occupancy as a result of the challenging economic environment, following political instability. However, the completion of room renovation in 2016 led to higher room rates and subsequently an improving RevPar trend, compared to the previous quarter. Nonetheless, owned hotels in Africa, especially in Zambia and Namibia, performed well with double-digit RevPar growth y-y in 4Q16. With the inclusion of AVANI Riverside Bangkok Hotel and newly acquired Tivoli portfolio, system-wide RevPar of owned hotels decreased by 23% y-y, as the new hotels commanded lower RevPar than the average of MINT's owned hotels. In addition, the low tourist season in Portugal and the ongoing renovation of some Tivoli hotels also put pressure on system-wide RevPar of owned hotels in 4Q16. Nevertheless, these renovated assets will subsequently lead to meaningful average daily rate ("ADR") and RevPar growth going forward.

Oaks, contributing 22% of 4Q16 hotel & mixed-use revenue, reported high occupancy rate of 79% and ADR increase of 1% y-y in Australian Dollar term to AUD 180, resulting in RevPar growth of 1% y-y. With the strengthening of the Australian Dollar, Oaks's RevPar also increased by 4% y-y in Thai Baht term in 4Q16.

Revenue contribution of management contract to MINT's hotel & mixed-use revenue was 4% in 4Q16. Organic RevPar of management contract portfolio decreased by 6% y-y in 4Q16, led by hotels in the UAE and the PER AQUUM property in the Maldives.

In summary, in 4Q16, MINT's organic RevPar of the entire portfolio decreased by 1% y-y. The performance of Thailand hotels and Oaks helped stabilize the slowdown of overseas hotels in some of MINT's key operating markets, although the results could have been even better if Thailand was not impacted by the mourning period and the floods. With the addition of new hotels, overall system-wide RevPar declined by 11% y-y, primarily from the lower RevPar of new hotels during their ramp-up stage than the average of MINT's existing hotels and the low season of the Tivoli portfolio in Portugal.

In 2016, organic RevPar of MINT's entire portfolio increased by 2%, led by hotels in Thailand, Oaks and Africa, especially Zambia and Namibia, together with exceptional performance of managed hotels in Seychelles and Qatar. Including the new hotels, overall system-wide RevPar decreased by 4% due to the lower RevPar commanded by the new hotels than MINT's average.

Going into 2017, Minor Hotels is optimistic on the outlook of its key operating markets. In Thailand, Minor Hotels has already seen signs of improvement as the impact of the mourning period and the floods was temporary. Outside of Thailand, Minor Hotels believes that performance of the Maldives and Brazil operations has a brighter outlook in 2017. In the Maldives, MINT will strengthen its sales and marketing efforts to broaden its feeder markets such as the Middle East in addition to penetrating the existing key markets like China and Europe. In Brazil, improvement of economic and political conditions will restore tourism growth. Furthermore, the Tivoli renovation in Portugal will be another key growth driver with strong ADR and RevPar uplift in the coming year.

Hotel Business Performance by Ownership

(System-wide)	Occupancy (%)			
	4Q16	4Q15**	FY16	FY15**
Owned Hotels	56	64	64	66
Joint Venture	49	49	43	50
Managed	62	63	63	63
MLR*	79	78	77	76
Average	65	69	67	68
MINT's Portfolio in Thailand	69	72	73	72
Industry Average in Thailand***	66	68	67	65
(System-wide)	ADR (Bt/night)			
	4Q16	4Q15**	FY16	FY15**
Owned Hotels	6,143	6,968	5,788	6,553
Joint Venture	10,603	12,013	10,696	10,498
Managed	6,886	7,809	6,724	7,038
MLR*	4,772	4,610	4,557	4,271
Average	5,963	6,306	5,744	5,830
MINT's Portfolio in Thailand	5,201	5,179	4,859	4,832
Industry Average in Thailand***	1,555	1,225	1,461	1,205
(System-wide)	RevPar (Bt/night)			
	4Q16	4Q15**	FY16	FY15**
Owned Hotels	3,445	4,473	3,685	4,293
Joint Venture	5,154	5,945	4,637	5,237
Managed	4,244	4,938	4,241	4,400
MLR*	3,747	3,603	3,495	3,258
Average	3,858	4,335	3,821	3,964
MINT's Portfolio in Thailand	3,602	3,729	3,555	3,487
Industry Average in Thailand***	1,019	830	973	785

(Organic)	<u>Occupancy (%)</u>			
	4Q16	4Q15**	FY16	FY15**
Owned Hotels	60	64	64	66
Joint Venture	51	49	46	50
Managed	64	63	65	63
MLR*	79	78	77	76
Average	68	69	68	68
MINT's Portfolio in Thailand	70	72	74	72

(Organic)	<u>ADR (Bt/night)</u>			
	4Q16	4Q15**	FY16	FY15**
Owned Hotels	7,475	6,968	6,677	6,553
Joint Venture	10,724	12,013	10,774	10,498
Managed	7,245	7,809	6,921	7,038
MLR*	4,772	4,610	4,557	4,271
Average	6,286	6,306	5,956	5,830
MINT's Portfolio in Thailand	5,484	5,179	4,998	4,832

(Organic)	<u>RevPar (Bt/night)</u>			
	4Q16	4Q15**	FY16	FY15**
Owned Hotels	4,451	4,473	4,292	4,293
Joint Venture	5,419	5,945	4,911	5,237
Managed	4,622	4,938	4,470	4,400
MLR*	3,747	3,603	3,495	3,258
Average	4,270	4,335	4,051	3,964
MINT's Portfolio in Thailand	3,846	3,729	3,723	3,487

* Properties under Management Letting Rights in Australia and New Zealand

** Performance of owned hotels and joint venture in 4Q15 and FY15 were restated, following the increased shareholding in the two hotels in Zambia effective from July 2016 onwards.

*** Source for Industry Average: Bank of Thailand

Hotel Performance Analysis

In 4Q16, total core revenue of hotel and related services, which included revenue from owned hotels, Oaks and spa services, increased by 15% y-y. The increase was mainly from the stable growth of Oaks in Australia, together with the contribution of recently consolidated Tivoli portfolio in Portugal, which helped offset the slower-than-usual growth rate of owned hotels in Thailand during its high season because of both the mourning period and the flooding in the south of Thailand.

4Q16 management income increased by 2% y-y as revenue of new hotels, most of which opened in the second half of 2016, was still at the ramping-up stage. In any case, the increase in number of rooms exemplifies the strength of MINT's owned

brands, especially Anantara and AVANI, which resulted in MINT's ability to consistently secure new management contracts and successfully spearhead international expansion. The additional rooms will result in healthy growth of management income in 2017.

2016 core revenue from hotel and related services grew by 27%. The solid performance of owned hotels in Thailand on the back of strong international tourist arrivals in the first nine months of 2016, the consistent growth of Oaks portfolio throughout the year and the contribution of the newly acquired Tivoli portfolio in Portugal were the key drivers of the outstanding performance. At the same time, management income increased by 12%, attributable to the strong performance of managed hotels in Thailand and Seychelles, together with the additional management fee from newly managed hotels.

Mixed-Use Business & Performance Analysis

One of MINT's mixed-use businesses 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) Riverside Plaza Bangkok. In addition, MINT is the operator of seven entertainment outlets in Pattaya, 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; (6) Ripley's Scream in the Dark and (7) Ripley's The Vault. 4Q16 revenue from plaza and entertainment business decreased by 12% y-y to Bt 107m, primarily from the soft performance of Royal Garden Pattaya amidst the mourning period.

The other mixed-use business that provides a bigger contribution to MINT's hospitality business is the real estate business, which comprises residential development and vacation club. MINT's residential development business develops and sells properties in conjunction with the development of some of its hotels. The first project is the Estates Samui, consisting of 14 villas, adjacent to MINT's Four Seasons Hotel in Samui. The second project is St. Regis Residences, with 53 residential units located above St. Regis Hotel Bangkok. To date, 11 villas of the Estates Samui and all units of St. Regis Residences have been sold. The latest project is The Residences by Anantara, Layan, Phuket, with 15 villas next to Anantara Layan Phuket Resort. By the end of 2016, six villas of The Residences by Anantara have been sold, although none was sold in 4Q16. Going into 2017, MINT continues to receive interests from many potential buyers and is confident that 1Q17 will be one of the record quarters for residential sale, based on two large units that have already been sold and another unit that is in the process of closing. As property prices in Phuket are on an increasing trend, MINT will strategically time the selling of its residential units in a way that will maximize its revenue and earnings. In addition, the construction of Anantara Chiang Mai Serviced Suites, a 50% joint-venture project with U City PCL, was completed in 4Q16. Out of 44 condominium units available for sale, 23 units were sold and transferred in 4Q16. Another joint-venture project outside of Thailand, Torres Rani in Maputo, Mozambique was also completed with 181 condominium units. While most of the units will be leased out, there are six penthouses available for sale, of which one was sold and transferred in 4Q16. Additional residential development projects are being considered to ensure continuous pipeline of MINT's real estate business.

Another real estate business of MINT is the point-based vacation club under its own brand, Anantara Vacation Club (AVC). At the end of 4Q16, AVC has a total inventory of 160 units in Samui, Phuket, Bangkok and Chiang Mai in Thailand, Queenstown in New Zealand, Bali in Indonesia, and Sanya in China, with Chiang Mai as the newest addition in 4Q16. AVC's number of members increased by 15% y-y in 2016 to 8,000 members. Since the second half of 2015, AVC launched new business model, which resulted in reduced package size, accelerated cash flow stream and lower bad debt. As a result,

revenue growth in the first nine months of 2016 was put under pressure. However, MINT started to see an improving trend of AVC revenue and profit in the fourth quarter of 2016 and first quarter of 2017 to date. MINT is confident in AVC growth outlook in 2017 and believes that the new business model will strengthen the profitability and balance sheet in the long term.

Overall, revenue from real estate development decreased by 33% y-y in 4Q16, primarily from the absence of sale of the residential development business, compared to three units sold in 4Q15. In 2016, real estate business reported a decline in revenue by 13% due to the slowdown of AVC sales in the first nine months of 2016.

Overall Hotel & Mixed-Use Financial Performance Analysis

Total core revenue of hotel and mixed-use business increased by 4% y-y in 4Q16. Despite soft performance of owned hotels in Thailand and residential sale, which were affected by the mourning period, the diversification strategy enabled MINT to maintain the growth of hotel and mixed-use revenue. However, core EBITDA declined by 4% y-y, and EBITDA margin contracted from 31.3% in 4Q15 to 29.0% in 4Q16, mainly attributable to the lower operating leverage of the Thai operation during the quarter, the soft performance of Tivoli hotels in Portugal during its low season and renovation period, and the absence of the higher-profitability residential sale.

In 2016, total core revenue of hotel and mixed-use business increased by 18%, bolstered by the growth of hotel & related services and management income. Core EBITDA grew 16% in 2016, which resulted in a decline in EBITDA margin from 26.1% in 2015 to 25.7% in 2016. The margin contraction was mainly due to the lower operating average of AVC throughout the first nine month of 2016 and the aforementioned reason in 4Q16.

Revenue Breakdown*			
<i>Bt million</i>	4Q16	4Q15	%Chg
Hotel & related services**	5,934	5,153	15%
Management fee	277	271	2%
Plaza & entertainment	107	122	-12%
Real estate development	1,026	1,538	-33%
Total Revenue	7,344	7,085	4%
EBITDA	2,132	2,218	-4%
EBITDA Margin	29.0%	31.3%	
	2016	2015	%Chg
Hotel & related services**	22,248	17,528	27%
Management fee	1,103	984	12%
Plaza & entertainment	500	532	-6%
Real estate development	3,907	4,502	-13%
Total Revenue	27,758	23,547	18%
EBITDA	7,146	6,146	16%
EBITDA Margin	25.7%	26.1%	

* The table excludes non-recurring items as detailed on page 3.

** Includes share of profit and other income

Retail Trading and Contract Manufacturing Business

At the end of 4Q16, MINT had 327 retail trading points of sales, an increase of 20 points of sales from 307 at the end of 4Q15. Majority of new openings was fashion outlets. In 4Q16, Minor Lifestyle launched two new bags and accessory brands, Anello from Japan and Radley from England. By the same token, retail trading points of sale increased by 35 points of sales q-q, primarily from the opening of outlets of the newly launched brands.

Of total 327 retail trading outlets, 93% are operated under fashion brands including Esprit, Bossini, GAP, Banana Republic, Brooks Brothers, Etam, Radley, Anello, Charles & Keith, and Pedro, while 7% are operated under Zwilling J.A.Henckels.

Retail Trading's Outlet Breakdown

	4Q16	Chg q-q	Chg y-y
Fashion	305	36	36
Cosmetics	0	-1	-16
Others	22	0	0
Total Outlets	327	35	20

In 4Q16, total retail trading and contract manufacturing revenue was flat y-y. Revenue from retail trading business increased 3% by y-y, mainly from the robust performance of the Charles & Keith, Banana Republic and Zwilling J.A.Henckels brands, together with additional revenue from the new brands. However, revenue from contract manufacturing business still faced pressure from soft performance of its key customers. EBITDA of the retail trading and contract manufacturing business decreased by 9% y-y, primarily attributable to the lower operating leverage of the contract manufacturing business. As a result, EBITDA margin decreased from 10.9% in 4Q15 to 10.0% in 4Q16.

2016 revenue from retail trading and contract manufacturing was flat y-y, while 2016 EBITDA decreased by 11% because of the promotional discounts, higher sales and marketing expenses earlier in the year to drive revenue amidst the challenging domestic market conditions and lower operating leverage of the contract manufacturing business. Consequently, EBITDA margin decreased from 8.6% in 2015 to 7.6% in 2016.

Retail Trading and Contract Manufacturing's Revenue Breakdown

<i>Bt million</i>	4Q16	4Q15	%Chg
Retail Trading	685	666	3%
Manufacturing	225	249	-10%
Total Revenue*	910	915	0%
EBITDA	91	100	-9%
EBITDA Margin	10.0%	10.9%	
	2016	2015	%Chg
Retail Trading	2,551	2,461	4%
Manufacturing	954	1,044	-9%
Total Revenue*	3,505	3,505	0%
EBITDA	267	300	-11%
EBITDA Margin	7.6%	8.6%	

*Includes share of profit and other income

Balance Sheet & Cash Flows

In 2016, MINT restated its 2015 balance sheet as a result of additional information related to business acquisitions of Tivoli Hotels & Resorts and Minor DKL as detailed in Note 36 of Notes to the Consolidated and Separate Financial Statements. At the end of 2016, MINT reported total assets of Bt 108,453m, an increase of Bt 10,071m from Bt 98,382m at the end of 2015. The increase was primarily the result of:

1. Bt 13,685m increase in property, plant and equipment due mainly to the consolidation of Tivoli hotels in Portugal and two hotels in Zambia;
2. Bt 590m increase in intangible assets, mainly from additional management letting rights of Oaks;
3. Bt 586m increase in long-term loan to related companies to support the company expansion, netted off with;
4. Bt 4,958m decrease in land and real estates project for sales, mainly from the reclassification of existing five Tivoli hotels in Portugal at the end of 2015 to property, plant, and equipment since 1Q16, together with reduced inventory of The Residences by Anantara, Layan in 1H16 as a result of sale of the residential units; and
5. Bt 1,089m decrease in available-for-sale investment, mainly from the reclassification of investment in BreadTalk Group in Singapore to investment in associates.

MINT reported total liabilities of Bt 67,656m at the end of 2016, an increase of Bt 5,986m from Bt 61,670m at the end of 2015. The increase was mainly from (1) the issuance of 5-year debenture of Bt 2,800m and 15-year debenture of Bt 1,200m to support investment in Tivoli Hotels & Resorts, (2) the increase in long-term borrowings of Bt 1,833m to support the hotel investment, (3) the increase in deferred tax liabilities of Bt 1,361m from the consolidation of recent investments and the recognition of the fair value adjustments, netted off with (4) the repayment of bank overdrafts and short-term borrowings of Bt 1,464m.

Shareholders' equity increased by Bt 4,086m from Bt 36,711m at the end of 2015 to Bt 40,797m at the end of 2016, owing primarily to 2016 net profit of Bt 6,590m, netted off with dividends paid of Bt 1,540m and non-controlling interests of Bt 723m, mainly from 30% minority interest arising from the consolidation of Minor DKL in Australia.

For the 12 months of 2016, MINT and its subsidiaries reported positive cash flows from operations of Bt 6,494m, an increase of Bt 3,995m y-y. This was partly from (1) the increase in profit before income tax of Bt 296m, (2) the decrease in land and real estates project for sales of Bt 658m in 2016, compared to a significant increase of Bt 2,281m in 2015 from the reclassification of investment in Tivoli hotels in Portugal, (3) the decrease in trade and other receivables of Bt 426m, compared to an increase of Bt1,025m in 2015, mainly from receipt of payment from residential sales, (4) the increase in other non-current assets of Bt 22m, compared to an increase of Bt 1,501m in 2015, which was mainly related to Oaks' group, netted off with (5) the decrease in trade and other payables of Bt 927m, compared to an increase of Bt 1,198m in 2015, which was primarily due to payment for the construction of The Residences by Anantara project and the consolidation of Minor DKL and (6) the decrease in other non-current liabilities of Bt962m, mainly from the adjustment of Tivoli's other non-current liabilities.

Net cash used in investing activities was Bt 9,145m, due primarily to net cash invested in subsidiaries of Bt 3,117m mainly from the Tivoli and Zambia investments and normal capital expenditures of hotel, restaurant and other businesses of Bt 5,637m.

The Company reported net cash received from financing activities of Bt 3,003m, comprising primarily of net proceeds from the issuance of 5-year and 15-year debentures of Bt 4,000m, net cash received from long-term borrowings of Bt 1,966m, netted off with net repayment of short-term borrowings of Bt 1,495m and dividend payment of Bt 1,540m.

In summary, cash flows from operating, investing and financing activities resulted in MINT's net cash and cash equivalents' increase of Bt 326m in 2016.

Financial Ratio Analysis

MINT's gross profit margin decreased from 58.0% in 2015 to 57.5% in 2016, primarily from the margin pressure on Anantara Vacation Club and the soft performance of the hospitality operation in Thailand amidst the national mourning period and flooding in the South in 4Q16. Reported net profit margin decreased from 14.7% in 2015 to 11.6% in 2016, while core net profit margin declined from 10.3% in 2015 to 8.4% in 2016, in line with lower gross profit margin, together with increase in effective tax rate due to higher tax rate of recently consolidated businesses.

Return on equity decreased from 21.1% in 2015 to 17.0% in 2016. Correspondingly, return on assets declined from 8.2% in 2015 to 6.4% in 2016. The decline of both ratios was due to lower net profit in 2016, compared to 2015.

Collection days decreased from 68 days in 2015 to 62 days in 2016, mainly because of the lower receivables from instalment sales of Anantara Vacation Club and payment of residential sale. The provision for impairment as a percentage of gross trade receivables increased from 3.7% at the end of 2015 to 6.3% at the end of 2016, mainly from the lower receivable from the residential sale and the higher provision from the Tivoli consolidation. MINT's inventory comprises primarily raw materials, work-in-process and finished products of the restaurant, retail trading and contract manufacturing businesses, while hotel business has lower level of inventory because of the nature of its business. Inventory days decreased from 53 days in 2015 to 51 days in 2016, primarily from the higher turnover of restaurant business. Account payable days decreased from 49 days in 2015 to 47 days in 2016, due to lower accounts payable of both hotel and restaurant businesses.

Current ratio decreased from 1.5x at the end of 2015 to 0.9x at the end of 2016 primarily because of a significant decrease in land and real estates project for sales from the reclassification of the Tivoli hotels in Portugal to property, plant and equipment, together with a substantial increase of current portion of debentures. Interest bearing debt to equity decreased from 1.24x at the end of 2015 to 1.22x at the end of 2016 as the equity base is growing faster than interest-bearing debt from the net profit contribution during the year. Interest coverage ratio increased from 5.2x in 2015 to 5.7x in 2016 because of the higher cash flow from operations.

Financial Ratio Analysis

Profitability Ratio	<u>31 Dec 16</u>	<u>31 Dec 15</u>
Gross Profit Margin (%)	57.5%	58.0%
Net Profit Margin – As Reported (%)	11.6%	14.7%
Core Net Profit Margin (%)	8.4%	10.3%
Efficiency Ratio	<u>31 Dec 16</u>	<u>31 Dec 15</u>
Return on Equity (%)	17.0%	21.1%
Return on Assets (%)	6.4%	8.2%
Collection Period (days)	62	68
Inventory Days	51	53
Accounts Payable Days	47	49
Liquidity Ratio	<u>31 Dec 16</u>	<u>31 Dec 15</u>
Current Ratio (x)	0.9	1.5
Leverage & Financial Policy	<u>31 Dec 16</u>	<u>31 Dec 15</u>
Interest Bearing Debt/Equity (x)	1.22	1.24
Net Interest Bearing Debt/Equity (x)	1.11	1.13
	<u>31 Dec 16</u>	<u>31 Dec 15</u>
Interest Coverage (x)	5.7	5.2

Management's Outlook – Brighter 2017

2016 was one of the challenging years for MINT, both in Thailand and other key operating markets. With a solid diversification strategy, strong multi-brand portfolio, disciplined execution and experienced management team, MINT successfully mitigated the impact in a robust way. Going into 2017, MINT is well-positioned to strengthen its performance on the back of its agility, as well as improving growth outlook and macro factors of MINT's key operating markets. Below highlight key growth drivers in 2017.

Tourism Recovery and Asset Enhancement Fueling Growth of Minor Hotels

In Thailand, MINT believes the mourning period and flooding have a short-term impact on the tourism industry and Thailand remains one of the world's most attractive tourist destinations. Going into 2017, MINT has already seen signs of tourism recovery, supported by strong inflow of international tourists. Furthermore, MINT will renovate some of its owned properties, both in Bangkok and other key tourist destinations, as part of its asset enhancement strategy to attract more guests, uplift its ADR and subsequently grow its RevPar.

In Portugal, the tourism industry will continue to benefit from the demand shift of European tourists from other Mediterranean destinations, which are still facing geopolitical risks, together with the weakening of Euro against USD. In addition, MINT is in the process of renovating three of Tivoli properties with a budget of EUR 23m. The room renovation will support meaningful expansion of ADR and RevPar upon completion, just in time for the high earning season.

In the Maldives and Brazil, MINT believes the markets are on the road to recovery in 2017. In the Maldives, MINT will use targeted and dynamic marketing tactics to drive occupancy. MINT will also expand its sales and marketing focus onto new

feeder markets such as the Middle East, in addition to key existing markets like China and Europe. In Brazil, the renovation of the two hotels completed since late 2016 provides a strong growth engine to drive operational performance in 2017 as the economic environment improves and political tension starts to ease.

In Africa, improving economic conditions, enhanced flight connectivity and increasing tourist demand, especially to visit the world-renowned Victoria Falls are the key factors to support tourism growth of MINT's operating markets in the region. MINT will ramp up the performance and profitability of its African portfolio through ongoing renovation, as well as leveraging its global platform and operational excellence.

For the hotel management business, MINT's owned brands are gaining strong momentum in the global hospitality industry. With unique brand positioning, exceptional management and proven track record of delivering superior returns to property owners, MINT has successfully secured over 20 management contracts to be opened over the next three years. MINT aims to increase hotels under management from the current 36 hotels to over 100 hotels by 2021.

For the mixed-use business, MINT expects 2017 to be a strong year for its residential sale, driven by the delayed sale of three residential units from 4Q16 to 1Q17, of which two units have been sold and transferred in January 2017. Furthermore, the strong demand for high-end residences in Phuket will allow price to continue to increase. At the same time, MINT is confident in the turnaround of AVC performance after the implementation of new pricing and payment scheme. MINT will continue to enhance its product offerings by adding destinations to AVC's club resorts collection, together with implementing stringent credit terms and monitoring process to minimize potential bad debts and strengthen its customer loan portfolio.

Productivity Maximization as Winning Ingredient for Growth of Minor Food

Looking into 2017, MINT believes Thailand and China will be the fastest-growing markets of its restaurant business. Thailand hub will benefit from improving domestic consumption, supported by increasing farm income, lower household debt after the expiry of the first-car buyer scheme, reduction in personal income tax and higher infrastructure spending. To maintain the leading position in the industry, Thailand hub will drive product and service innovation and dynamic marketing strategy, together with leveraging digital strategy for both customer-facing and support functions to maximize customer satisfaction and productivity. For instance, the development of e-payment system will help strengthen the Pizza Company delivery platform and provide convenience for customers.

Outside Thailand, MINT believes China hub will provide strong growth prospect, supported by growing middle-class and urbanization trend. With the aim to drive profitable expansion, China hub will continue to strengthen its supply chain management practice, network planning and operational process and system to ensure product consistency and productivity improvement. Furthermore, the hub is growing its delivery segment by tailoring products and partnering with leading food delivery service operators in response to the increasing food delivery trend. Lastly, with the strong brand portfolio and operating platform, Australia and Singapore hubs are well-positioned to benefit when the external factors turn around.

Strengthening Retail Portfolio to Create a New Platform for Growth of Minor Lifestyle

Minor Lifestyle will continue to strengthen its portfolio by looking for opportunities to selectively launch new lifestyle brands in Thailand as domestic consumption environment improves. In addition, the newly launched brands in 2016 will serve as a new platform for revenue and net profit growth. With the launch of its e-commerce platform, Bemynt, Minor Lifestyle will focus on strengthening its retail management capabilities with offline and online integration to improve productivity and enhance customer experience. MINT is confident that these initiatives will provide a solid foundation for earnings growth going forward.

Certification of information accuracy

The company has already reviewed all information containing in this Form 56-1 carefully. The company, hereby, represent and warrant that all such information are accurate and complete and contain no false statement without any lack of material fact which should have been informed where such information may cause damages to the purchasers of those shares. In addition, the company would like to certify that:

- (1) Financial statements and financial information, attached to this filing, are represent accurate and complete without any lack of material fact about the financial status, performance and cash flow of the company and its subsidiaries.
- (2) The company is responsible to provide the good disclosure system of the information of the company to ensure that the company discloses the material fact of the company and its subsidiaries accurately and completely. The company also supervises the practice of that system.
- (3) The company is responsible to provide the good corporate governance system of the company and supervise the practice of that system. In addition, the company already inform the result of the good corporate governance appraisal as of 20 February 2017 to the Auditor and the Audited Committee of the company including the material incomplete and change of the corporate governance as well as false practice that may influent the preparation of the financial statements of the company and its subsidiaries

As an evidence that all pages of the documents that have been reviewed and verified by us as to their accuracy are the same set of documents filed for your approval, we have appointed and assigned Mr. Brian James Delaney and Mr. Stephen Chojnacki to place his signature on every page of these documents. Therefore, should there be any page(s) of the documents containing no Mr. Brian James Delaney and Mr. Stephen Chojnacki signature, it shall be deemed that the information in such page(s) has not been verified by us as to the accuracy.

<u>Name</u>	<u>Position</u>	<u>Signature</u>
1. Mr. Paul Charles Kenny	Director	_____
2. Mr. Emmanuel Jude Dillipraj Rajakarier	Director	_____
<u>Attorney</u>		
1. Mr. Brian James Delaney	Corporate Chief Financial Officer	_____
2. Mr. Stephen Chojnacki	Chief Commercial Officer	_____

Attachment 1: Information of directors, management, controlling person, company secretary

Name/Position/Age Related parties/Relation to the Company	Educational Background	% shareholding of the Company's shares (shares)	Working Experiences in 5 years		
			Period	Position	Company name/business
1. Mr. William Ellwood Heinecke (Elected 1 September 1978) - Chairman and Group Chief Executive Officer - 67 years - Father of Mr. John Scott Heinecke, Director	- Honorary Doctoral of Business Administration in Management, - Yonok College, Lampang International School of Bangkok - Director Certification Program (DCP) Class 64/2005, Thai Institute of Directors Association (IOD)	MINT: 120,000,000 shares MINT-W5: 33,763,27 units <u>Spouse</u> MINT: 5,200 shares MINT-W5: 236 units	Present 1997-2012 2007-2010 1988-2001 1973-2523	- Chairman and Director - Independent Director and Chairman of the Nomination, Compensation and Corporate Governance Committee - Director - Director - Director - Chairman and Managing Director	- Minor International Pcl.'s subsidiaries - Indorama Ventures Pcl. - Pacific Cross International Ltd. - Semsuk Pcl. - S&P Syndicate Pcl. - Saatchi & Saatchi Limited - Ogilvy & Mather (Thailand) Limited
2. Khunying Jada Wattanasiritham (Elected 25 April 2008) - Independent Director - Chairman of the Audit Committee - Chairman of the Compensation Committee - Member of the Nominating and Corporate Governance Committee - 71 years - None	- M.A. in Economic Development, Williams College, Massachusetts, USA - M.A. in Natural Sciences & Economics, Cambridge University, UK - B.A. in Natural Sciences & Economics, Cambridge University, UK - Director Certification Program (DCP) Class 2000, Thai Institute of Directors Association (IOD)	-	Present 1999-2007 2009-2011 2007-2010 2006-2010	- Independent Director, Chairman of the Corporate Social Responsibility Committee, and Member of the Nomination, Compensation, and Corporate Governance Committee - Chairman - Chairman - Chairman - Director - Treasurer - President and Chief Executive Office - Chairman and Chairman of the Compensation Committee of - Independent Director and Chairman of the Audit Committee - Governor and Chairman of the Audit Committee	- The Siam Commercial Bank Pcl. - SCB Life Assurance Pcl. - Chubb Samaggi Insurance Pcl. - Siam Paragon Development Co., Ltd. - Siam Piwat Co., Ltd. - The Thai Red Cross Society - The Siam Commercial Bank Pcl. - Thai Assets Management Corporation - PTT Pcl. - The Stock Exchange of Thailand

Name/Position/Age Related parties/Relation to the Company	Educational Background	% shareholding of the Company's shares (shares)	Working Experiences in 5 years		
			Period	Position	Company name/business
3. Mr. Patee Sarasin (Elected 2 April 2012) - Independent Director - Member of the Audit Committee - 54 years - None	- Master of Mass Communication Film and Video, American University, Washington, D.C., USA - Bachelor of Business Administration and Computer Science, Clark University, Massachusetts, USA	Spouse MINT: 3,300 shares MINT-W5 150 units	Present 1992-2004 1991-1992 1989-1991 1987-1989 1983-1985	- Chief Executive Officer and Director - Director - Director - Chief Executive Officer - General Manager - Management Committee and Creative Liaison Officer - The Creative & Production with NBC - Research Manager	- Nok Airlines Pcl. - Dung Deng Dai Company Limited - Poppe Consultant Company Limited - Bates Advertising Thailand - Multi Media Orbit - SPA Advertising - The U.S. Television Network - Lintas
4. Ms. Suvabha Charoenying (Elected 22 January 2016) - Independent Director - Member of the Audit Committee - Member of the Compensation Committee - Chairman of the Nominating and Corporate Governance Committee - 53 years - None	- Master of Business Administration in Finance and Marketing, Assumption University - Bachelor of Business Administration in Finance and Banking, Assumption University - Families in Business from Generation to Generation Program, Harvard Business School, USA - TLCA Leadership Development Program, IMD Lausanne, Switzerland - Certified Financial Planner (CFP) Class 1/2009, Thai Financial Planner Association (TFPA) / Financial Planning Standards Board (FPSB) - Capital Market Academy Leadership Program (Batch 1), Capital Market Academy (CMA) - Director Certification Program (DCP) Class 1/2000, Thai Institute of Directors Association (IOD) - Audit Committee Program (ACP) Class 2011, Thai Institute of Directors Association (IOD)	-	2015-Present 2014-Present 2015-Present 2015-Present 2015-Present 2001-2015 1996-2001 1993-1996 1990-1993	- Director, Executive Director and Senior Executive Advisor - Vice Chairman - Independent Director - Independent Director - Director - Independent Director - Managing Director - Chief Executive Officer - Executive Director - Vice President	- Thanachart Securities Pcl - Thai Financial Planner Association (TFPA) - Big C Supercenter Pcl. - Humanica Co., Ltd. - Family Office Co., Ltd. - T.K S.Technologies Pcl. - Thanachart Securities Pcl. - Schroder Asset Management Ltd. - Securities One Pcl. - Morgan Grenfell Thai Company Limited

Name/Position/Age Related parties/Relation to the Company	Educational Background	% shareholding of the Company's shares (shares)	Working Experiences in 5 years		
			Period	Position	Company name/business
	- Finance for Non-Finance Director (FN) Class 1/2003, Thai Institute of Directors Association (IOD)				
5. Mr. Anil Thadani (Elected 26 June 1998) - Director - Member of the Compensation Committee - Member of the Nominating and Corporate Governance Committee - 70 years - None	- Master of Business Administration, University of California, Berkeley, USA - Master of Science, University of Wisconsin, Madison, USA	MINT: 56,434,919 shares MINT-W5: 2,706,131 units	Present	- Director - Founder and Chairman and Director of its subsidiaries - Founder and Director and Director of its subsidiaries - Member of Board of Trustees and Chairman - Member	- Rajadamri Hotel Pcl. - Symphony Asia Holdings Pte. Ltd. - Symphony International Holdings Limited (listed on London Stock Exchange) - SMU Enterprise Board, The Institute of Innovation and Entrepreneurship, Singapore Management University - International Institute for Strategic Studies
6. Mr. Thiraphong Chansiri (Elected 26 August 2013) - Director - Member of the Compensation Committee - 51 years - None	- Master of Business Administration in Management, University of San Francisco, USA - Bachelor of Business Administration in Marketing, Assumption University - Director Certification Program (DCP) Class 10/2001, Thai Institute of Directors Association (IOD)	spouse MINT: 14,300 shares MINT-W5: 650 units	Present	- President and Director of its subsidiaries - Councilor - Board	- Thai Union Group Pcl. - Thailand Management Association (TMA) - Trustees of Siam Technology College
7. Mr. Paul Charles Kenny (Elected 29 April 1997) - Director - 74 years - None	- General Management Program, Ashridge Management College, UK - Director Certificate Program (DCP) Class 28/2003, Thai Institute of Directors Association (IOD)	MINT: 9,402,850 shares MINT-W5: 406,538 units	Present	- Chief Executive Officer and Director - Director	- The Minor Food Group Pcl. - The Minor Food Group Pcl.'s subsidiaries of

Name/Position/Age Related parties/Relation to the Company	Educational Background	% shareholding of the Company's shares (shares)	Working Experiences in 5 years		
			Period	Position	Company name/business
8. Mr. Emmanuel Jude Dillipraj Rajakarier (Elected 14 November 2008) <ul style="list-style-type: none"> - Director - 51 years - None 	<ul style="list-style-type: none"> - Master of Business Administration, UK - Bachelor of Computer Systems Analysis & Design, Sri Lanka - Director Certificate Program (DCP) Class 103/2008, Thai Institute of Directors Association (IOD) 	MINT: 5,399,893 shares MINT-W5: 2,762,917 units	Present 2001-2004 2000-2001	<ul style="list-style-type: none"> - Chief Operating Officer - Chief Executive Officer and Director - Deputy Chief Financial Officer - Group Financial Controller 	<ul style="list-style-type: none"> - Minor International Pcl. - Minor International Pcl.'s subsidiaries - Orient-Express Hotels, Trains & Cruises - Easi Solutions Pcl.
9. Mr. John Scott Heinecke (Elected 11 November 2016) <ul style="list-style-type: none"> - Director - 45 Years - Son of Mr. William Ellwood Heinecke, Chairman and Group CEO 	<ul style="list-style-type: none"> - B.A. in International Business, Washington State University, Pullman, WA, USA - B.A. in Marketing, Washington State University, Pullman, WA, USA - Director Certificate Program (DCP) Class 47/2004, Thai Institute of Directors Association (IOD) 	MINT: 2,938,942 shares MINT-W5: 125,137 units	Present 2009-2013 2007-2009	<ul style="list-style-type: none"> - Chief Operating Officer - Hot Chain - Director, Member of Executive Committee and Member of Risk Management Committee - Director - Director and Management - Trustee - Vice President - General Manager 	<ul style="list-style-type: none"> - The Minor Food Group Pcl. - S&P Syndicate Pcl. - Christiani & Neilsen (Thai) Pcl. - Minor International Pcl.'s subsidiaries - International School Bangkok - The Minor Food Group Pcl. - SLRT Limited
10. Mr. Brian James Delaney <ul style="list-style-type: none"> - Corporate Chief Financial Officer (Appointed in 2016) - 40 Years - None 	<ul style="list-style-type: none"> - C.A., Accounting, Institute of Chartered Accountants, Ireland - Master of Accounting, Accounting, UCD Michael Smurfit Graduate Business School, Dublin, Ireland - Bachelor of Business Studies, Accounting, Institute of Technology Tallaght, Ireland - Director Certification Program (DCP) Class 235/2017, Thai Institute of Directors Association (IOD) 	MINT: 87,612 shares MINT-W5: 650 units	Present 2015-2016 2012-2015 2010 – 2012	<ul style="list-style-type: none"> - Director - Chief Financial Officer - Chief Financial Officer - Head of Fund Accounting 	<ul style="list-style-type: none"> - Minor International Pcl.'s subsidiaries - Minor Hotel Group - Oaks Hotels and Resorts Ltd - AMP Capital

Name/Position/Age Related parties/Relation to the Company	Educational Background	% shareholding of the Company's shares (shares)	Working Experiences in 5 years		
			Period	Position	Company name/business
11. Mr. Chaiyapat Paitoon - Deputy Corporate Chief Financial Officer & Strategic Planning (Appointed 2010) - 45 years - None	- M.B.A., Finance and International Business, University of Notre Dame, Indiana, USA - Bachelor of Accountancy, Chulalongkorn University - Chief Financial Officer Certification Program Class 20/2016, Federation of Accounting Professions (FAP) - TLCA Executive Development Program (EDP) Class 12/2013, The Stock Exchange of Thailand, Thai Listed Companies Association, and Capital Market Academy - Director Certification Program (DCP) Class 176/2013, Thai Institute of Directors Association (IOD)	MINT: 388,408 shares MINT-W5: 3,416 units	Present 2009-2010	- Director - Senior Vice President-Division Head-Investor Relations; และ Division Head-Equity Investment Management - Investment Representative	- Minor International Pcl.'s subsidiaries - The Siam Commercial Bank Pcl. - Morgan Stanley
12. Ms. Somsri Ruchdaponkul - Vice President of Corporate Finance & Corporate Secretary (Appointed 2009) - 52 years - None	- M.B.A. in Accounting, University of The Thai Chamber of Commerce - Bachelor of Accountancy, Bangkok University - Capital Market Academy Leadership Program Class 23/2016, Capital Market Academy (CMA) - Director Certification Program (DCP) Class 179/2013, Thai Institute of Directors Association (IOD) - TLCA Executive Development Program (EDP) Class 7/2011, The Stock Exchange of Thailand, Thai Listed Companies Association (TLCA)	MINT: 401,300 shares MINT-W5: 4,442 units	Present 1993-1998 1990-1993 1988-1990	- Committee of Thai Company Secretary Club - Committee and the Treasurer - Committee and the Treasurer - Senior Finance Manager - Accounting Manager - Accounting Manager	- Thai Listed Companies Association - The Thai Asian Elephant Anantara Foundation - The Minor Foundation - Central Pattana Pcl. - Ericsson Thai Network Limited - Siam Steel Group Pcl.

Name/Position/Age Related parties/Relation to the Company	Educational Background	% shareholding of the Company's shares (shares)	Working Experiences in 5 years		
			Period	Position	Company name/business
	<ul style="list-style-type: none"> Chief Financial Officer Certification Program Class 10/2009, Federation of Accounting Professions (FAP) 				
13. Mr. Supasith Xanasongkram <ul style="list-style-type: none"> Vice President of Legal (Appointed 2014) 50 years None 	<ul style="list-style-type: none"> Diploma in International Law, University College London, University of London ประเทศไทยอังกฤษ Diploma in Intellectual Property Queen Mary and Westfield College, University of London ประเทศไทยอังกฤษ Bachelor of Laws, Thammasat University 	MINT: 181,332 shares MINT-W5: 5,095 units	Present 2005-2008	<ul style="list-style-type: none"> Director Senior Vice President 	<ul style="list-style-type: none"> Minor International Pcl.'s subsidiaries Hutchison CAT Wireless Multimedia Ltd.
14. Mr. Kosin Chantikul <ul style="list-style-type: none"> Vice President of Investment & Acquisitions (Appointed 2015) 34 years None 	<ul style="list-style-type: none"> Bachelor of Arts in Economics, Wesleyan University, USA Director Certification Program (DCP) Class 192/2014, Thai Institute of Directors Association (IOD) 	MINT: 22,556 shares MINT-W5: - none -	Present 2012-2013 2009-2010 2007-2008 2004-2006	<ul style="list-style-type: none"> Director Investment Director Associate Associate Analyst 	<ul style="list-style-type: none"> Minor International Pcl.'s subsidiaries Boutique Asset Management Nomura Asia Asset Finance Lehman Brothers Principal Transactions Group Lehman Brothers Real Estate Private Equity
15. Mrs. Jutatip Adulbhan <ul style="list-style-type: none"> Vice President of Investor Relations (Appointed 2016) 44 years None 	<ul style="list-style-type: none"> M.B.A. Finance, Management and Strategy, Kellogg School of Management, Northwestern University, USA Bachelor of Business Administration, Banking and Finance, Chulalongkorn University Company Secretary Program Class 20/2006, Thai Institute of Directors Association (IOD) Role of the Compensation Committee Program Class 7/2008, Thai Institute of Directors Association (IOD) 	MINT: 66,276 shares MINT-W5: 1,190 units	Present 2006-2010, 2003-2004 2004-2005 2000-2003	<ul style="list-style-type: none"> Vice President of Investor Relations Department Manager, Company Secretary and Investor Relations Director, Office of the Chairman Associate, Investment Banking 	<ul style="list-style-type: none"> Minor International Pcl Bumrungrad Hospital Pcl. GMM Grammy Pcl. ING Securities (Thailand) Limited

Name/Position/Age Related parties/Relation to the Company	Educational Background	% shareholding of the Company's shares (shares)	Working Experiences in 5 years		
			Period	Position	Company name/business
16. Ms. Saranya Soontaros - Corporate Secretary (Appointed 2011) - 44 years - None	- Master of Business Administration, Loyola University Chicago, USA - Bachelor of Business Administration, Kasetsart University - Company Secretary Program (CSP) Class 49/2013, Thai Institute of Directors Association (IOD) - Fundamental Practice for Corporate Secretary (FPCS) Class 25/2012, - Thai Listed Companies Association (TLCA)	MINT: 45,582 shares MINT-W5: - none -	2011-Present 2007-2011	- Director, Corporate Secretary - Assistant Vice President, Investor Relations, Corporate Planning Office	- Minor International Pcl - AEON Thana Sinsap (Thailand) Pcl.

Attachment 3 Information of head of internal audit and head of compliance

NAME: Torpong Muadchaiyaphum

POSITION: Director of Internal Audit & Risk Management

THEORETICAL **Copenhagen Business School – Master's Degree**

BACKGROUND: Graduate Master's Degree in Business Economics and Auditing

University of Southern Denmark – Diploma, part II

Graduate Diploma in Financial and Management Accounting

Copenhagen Business School – Diploma, part I

Graduate Diploma in Business Administration

WORK ● Business Operational Risk Management at Standard Chartered Bank (Thai) PCL.

EXPERIENCE: ● Senior Manager of Internal Audit at AEON Thana Sinsap (Thailand) Public Company Limited

● Head of Department for Public Service Sector at Deloitte Denmark (Original name: Deloitte Statsautoriseret Revisionspartnerselskab - Member of Deloitte Touche Tohmatsu Limited)


Attachment 4

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 report 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 oversees and reviews corporate governance as well as establishes and maintains a proactive risk management system and internal control system to ensure that accounting records are accurate, complete, adequately and timely, to prevent fraud and materially irregular operations. The Board of Directors has appointed an Audit Committee comprising three independent directors to provide effective oversight of the financial statements, internal control system and internal audit. The views of the Audit Committee are reported in the Committee's report in this annual report.

The Board is of the view that the overall internal control systems are adequate and appropriate and provide reasonable assurance that the consolidated and company financial statements presents the financial position, results of operations and cash flow accurately in all material respects.



MR. WILLIAM ELLWOOD HEINECKE
Chairman of the Board of Directors

Report of Audit Committee 2016

Composition of the Audit Committee

The Audit Committee of Minor International Public Company Limited is comprised of three independent directors. The Company's Corporate Chief Financial Officer and Head of Internal Audit & Risk Management 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, and all other regulatory bodies.

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 timely established to eliminate or mitigate impact of 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 Group Internal Audit Department serves to identify and verify business risks and internal control weaknesses within the Company by carrying out systematic audit activities focusing on risks related to strategic, financial, operations and compliance across the Company and its subsidiaries. The result of each internal audit report were thoroughly discussed with the relevant management teams to incorporate their agreed action plans and submitted to senior management and the Audit Committee regularly.

The Group Internal Audit function serves as a facilitator and change management agent to improve the Company's corporate governance, risk management and compliance through internal audit processes, post-audit follow up, and implementation of a risk management system. The team also performs advisory role to the business on key controls and risk management of various project implementations including fraud prevention recommendations to business entities, and works closely with each of the business units to support compliance with the existing Code of Conduct and to foster good Corporate Governance.

The Audit Committee's Principal Activities during the Year

In 2016, the Committee's principal activities including the following matters:

1. Reviewed and approved quarterly consolidated financial statement and full year consolidated financial statements, considered the connected party transactions arising in 2016 were rational and contributed benefits to the Company, and provided assessments and recommendations to the Board of Directors.
2. Reviewed on a quarterly basis, the status of the Company's compliance with laws and regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission and other relevant laws pertaining to the Company's business.
3. Reviewed accomplishments of the Company with respect to the performance effectiveness especially performance of new project operations and of overseas subsidiaries.
4. Reviewed the suitability and efficiency of internal control system and internal audit system, to determine the Group Internal Audit's independence, as well as making recommendation to the appointment of the Head of unit. The Committee also approved the Group Internal Audit plan and reviewed the results of internal audit reports and their agreed improvement actions.
5. Widen the scope of group internal audits and enhanced corporate governance overview of new and existing domestic and overseas businesses.
6. Monitored risk management processes for the Group and Risk Management plan and its mitigation actions of each Business Unit.
7. Reviewed the current tax structure of domestic and overseas entities, and participated in the Tax Planning Review for the Group.
8. Reviewed the Group's insurance coverage in regards to the adequacy of all-risk protection for assets held in Thailand and overseas locations.
9. Considered independently the nomination and appointment of external auditor and the annual audit fee for 2016. The Committee also had a non-management meeting with the external auditor during 2016.
10. The minutes of the Audit Committee Meetings were sent to the Board of Directors for acknowledgement. Major issues were discussed in the Board of Directors meetings.

The Audit Committee Provided the Following Opinions

1. The Company's 2016 financial reports are accurate, complete, and reliable. The internal control systems for financial reporting process were appropriate.
2. The Company complied with the securities laws, the Exchange's regulations, and other laws relating to the Company's businesses in all material aspects.
3. The Company's internal control systems and risk management process were appropriate and suitable. Assets are appropriately safeguarded, proper accounting records are maintained, and resources are effectively and efficiently utilized.
4. The Group Internal Audit Department performed its duty appropriately and effectively.
5. PricewaterhouseCoopers ABAS, the Company's external auditor, is suitable and provided appropriate services.
6. The related transactions arising in 2016 were rational and contributed optimal benefits of the Company.

7. For the year 2016, the Audit Committee held four meetings to review the Company's consolidated financial statements that had been certified by the external auditor and the Group's internal audit results and corrective actions. The attendance of meetings by each committee member was as follows:

Name	Position	Attendance/ Audit Committee Meeting
1. Khunying Jada Wattanasiritham	Chairman	4/4
2. Ms. Suvabha Charoenying	Member	4/4
3. Mr. Patee Sarasin	Member	3/4

8. The Audit Committee performed its duties in accordance with its Charter that was approved by the Board of Directors.

The Audit Committee has recommended to the Board of Directors that PricewaterhouseCoopers ABAS, be reappointed as the Company's auditor for the financial year ending 31 December 2017. 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 4 April 2017.



KHUNYING JADA WATTANASIRITHAM
Chairman of the Audit Committee

Report of the Compensation Committee

The Board of Directors of Minor International Public Company Limited ("the Company") has appointed the Compensation Committee which comprises four directors, all of them non-executives of the Company, while the Chairman of the Compensation Committee is an independent director. The Compensation Committee has performed its duties as directly assigned by the Board of Directors and as defined in the Compensation Committee Charter.

In 2016, the Compensation Committee held 2 meetings to carry out the duties as assigned by the Board of Directors. The minutes of the meetings were reported to the Board with the following issues:

- Assisted the Board to oversee the development of executive succession plans including that for the Chief Executive Officer
- Reviewed and approved the Chief Executive Officer's compensation based upon the Chief Executive Officer's performance in light of established goals and objectives and reviewed and approved the evaluation process and compensation structure for the Company's senior executive officers based on initial recommendations from the Chief Executive Officer
- Reviewed and discussed with management the Company's compensation discussion and analysis, and recommended to the Board for acknowledgement and/or approval
- Reviewed the retirement policy and recommended to the Board for acknowledgement and/or approval

In the discharge of duties and responsibilities specified in the Compensation Committee Charter, the Compensation Committee is of confidence that it has performed duties with prudence, transparency, and regard for the best benefits of the Company and shareholders.



KHUNYING JADA WATTANASIRITHAM
Chairman of the Compensation Committee

Report of the Nominating and Corporate Governance Committee

The Board of Directors of Minor International Public Company Limited ("the Company") has appointed the Nominating and Corporate Governance Committee which comprises three directors, all of them non-executives of the Company, while the Chairman of the Nominating and Corporate Governance Committee is an independent director. The Nominating and Corporate Governance Committee assists the Board in identifying qualified individuals to become directors, determining the composition and compensation of the Board and its Committees, monitoring processes to assess Board effectiveness, and developing and implementing the Company's Corporate Governance Guidelines.

In 2016, the Nominating and Corporate Governance Committee held 3 meetings on various matters in accordance with the duties and responsibilities mandated by the Nominating and Corporate Governance Committee Charter, which in summary include:

- Recommended to the Board for director candidates
- Reviewed the Committee's structure and recommend to the Board for the nomination of members of each Committee
- Reviewed the remuneration for directors and committees and recommended to the Board
- Developed the performance assessment form, oversaw and recommended to the Board an annual self-evaluation process of the Board and its Committees to be used as a tool for reviewing the past year's performance
- Provided recommendations on the Company's practices under the criteria of good corporate governance
- Reviewed the corporate governance guidelines, charters of the Committees, as well as the business code of conduct, and keep them up-to-date in accordance with ongoing business operations and in line with international practices and best practices as prescribed by related organizations

In the discharge of duties and responsibilities specified in the Nominating and Corporate Governance Committee Charter, the Nominating and Corporate Governance Committee has performed its duties carefully and prudently with an emphasis on maximizing benefit to the Company, shareholders and other stakeholders. The Nominating and Corporate Governance Committee believes that continuing transparent and fair business operations will enhance the operations of the Company to ensure efficiency and sustainable growth.



MS. SUVABHA CHAROENYING

Chairman of the Nominating and Corporate Governance Committee

Assessment Form of Sufficiency of Internal Control

Control Environment

1. The organization demonstrates a commitment to integrity and ethical value.

	Question	Yes	No
1.1	Board of Directors and senior management articulate and demonstrate the importance of integrity and ethical values across the organization. The various forms and mechanisms may include:		
	1.1.1 Day-to-day actions and decision making at all levels of the organization that are consistent with the expected standards of conduct.	/	
	1.1.2 Interactions with suppliers, customers, and other external parties	/	
1.2	Practice of integrity and ethics is in place which may include:		
	1.2.1 Appropriate code of conduct for all employees	/	
	1.2.2 Prohibition of conflict of interest and corruption	/	
	1.2.3 Penalty when employee action deviates from the standard code of conduct	/	
	1.2.4 Communicate the standard code of conducts and penalty when its violated to all level of employees and external parties for adherence.	/	
1.3	A process of ongoing and separate evaluation of Code of Conduct is in place including;		
	1.3.1 Ongoing and separated evaluation by Internal Audit Unit or Compliance Unit	/	
	1.3.2 Employees self-evaluation	/	
	1.3.3 Separate evaluation by independent and external experts	/	
1.4	Deviations of the expected standard code of conduct are identified and remedied in a timely and consistent manner		
	1.4.1 Having a process to investigate deviations of the expected standard code of conduct	/	
	1.4.2 Having a process to penalize and conduct an appropriate action taken in timely basis	/	
	1.4.3 The corrective action should be taken in consistent and timely basis	/	

2. The Board of Directors demonstrates independence from management and exercises oversight of the development and performance of internal control.

	Question	Yes	No
2.1	The board of directors demonstrates independence from management by their roles and responsibilities. The board must therefore retain objectivity in relation to management.	/	
2.2	The board of directors oversees the business objectives to ensure that they are clearly defined and measurable to be guidance for management and other employees.	/	
2.3	The board of directors oversees the clear line of roles and responsibilities of the board committees and senior management and compliance with law and regulations. This includes the roles and responsibilities of audit committee, external auditors, internal auditors and the person with responsibility for financial reporting.	/	

	Question	Yes	No
2.4	The director is competent and has expertise in business or ability to request for the experts when needed.	/	
2.5	The board of directors consists of sufficient number of independent directors who are knowledgeable and independent.	/	
2.6	The board of directors oversee the development and execution of internal control system including control environment, risk assessment, control activities, information and communication, and monitoring activities.	/	

3. With the board oversight, Management establishes structures, reporting lines, and appropriate authorities and responsibilities in the pursuit of objectives.

	Question	Yes	No
3.1	Management establish organization structure which support the organization's goal, which taking into account business, regulation, and effective internal control system e.g. segregation of duties.	/	
3.2	Senior management defines reporting line which considered appropriate accountabilities, responsibilities and communication channel.	/	
3.3	Clear and appropriate authority delegation of authority among the board of directors, senior management, management and staff is in place.	/	

4. The organization demonstrates a commitment to attract, develop, and retain competent individuals.

	Question	Yes	No
4.1	Policies and practice to attract, develop, and retain competent individuals is in place and is reviewed regularly.	/	
4.2	The organization has processes of performance evaluation, incentive, reward and penalty. The processes are communicated to all level of management and employees.	/	
4.3	The organization has a procedure to handle insufficiency of competent staff properly.	/	
4.4	The organization has a human resource management process of recruiting, development, mentoring, coaching, retaining for all level of management and employees.	/	
4.5	The organization has the appropriate succession plan.	/	

5. The organization holds individuals accountable for their internal control responsibilities in the pursuit of objectives.

	Question	Yes	No
5.1	The board of directors and management establish the mechanisms to communicate and enforce accountability for performance of internal control responsibilities across organization and implement corrective action as necessary.	/	
5.2	The board of directors and management establish proper performance evaluation, incentives, and rewarding system taking into account code of conduct, short-term and long-term business objectives.	/	
5.3	The board of directors and management align incentives and rewards with the fulfillment of internal control responsibilities in the achievement of objectives.	/	
5.4	The board of directors and management evaluate and adjust pressures associated with the achievement of objectives as they assign responsibilities.	/	

Risk Assessment

6. Organization specifies objectives with sufficient clarity to enable the identification and assessment of risks relating to objectives.

	Question	Yes	No
6.1	The organization complies with the Generally Accepted Accounting Principles (GAAP) that are appropriate for its business and ensures the existence, completeness, rights and obligation, and valuation.	/	
6.2	The organization defines financial materiality by assessing factors such as stakeholders, transaction size, and business trends.	/	
6.3	The organization's financial statements reflect actual operational activities.	/	
6.4	The board of directors or the Risk Management Committee approves and communicates risk management policies to management and employees as part of the organization culture.	/	

7. The organization identifies risks to the achievement of its objectives across the entity and analyzes risks as basis for determining how the risks should be managed.

	Question	Yes	No
7.1	The organization identifies comprehensive risk that may affect the operational activities at corporate level, entity level, unit level, and functional level.	/	
7.2	The organization assess comprehensive risk that may result from internal and external factors, including strategic risk, operational risk, reporting risk, compliance risk, and IT risk.	/	
7.3	Management of all level participates in risk management.	/	
7.4	The organization prioritizes risk through frequency and impact assessment.	/	
7.5	The organization has measures and plans to manage risk through risk acceptance, risk reduction, risk avoidance, or risk sharing.	/	

8. The organization considers the potential for fraud in assessment risks to the achievement of objectives.

	Question	Yes	No
8.1	The organization assess fraud risk resulting from falsify reporting, financial loss, corruption, management override of internal controls, misrepresentation of material reports, or embezzlement.	/	
8.2	The organization reviews its performance measurements through achievement likelihood assessment and reviews incentive program to ensure that it does not encourage misconduct such as unrealistic target to encourage misrepresentation.	/	
8.3	Audit Committee reviews and inquires management regarding fraud likelihood and fraud preventive and corrective measures.	/	
8.4	The organization communicates to its employees to ensure that they understand and comply with policies and guidelines.	/	

9. The organization identifies and assesses changes that could significantly impact the system of internal control.

	Question	Yes	No
9.1	The organization assesses external changes that may affect its operation, internal control, and financial reporting; and defines sufficient measures to respond to those changes.	/	
9.2	The organization assesses changes in business operation that may affect its operation, internal control, and financial reporting; and defines sufficient measures to respond to those changes.	/	
9.3	The organization assesses changes in organization leaders that may affect its operation, internal control, and financial reporting; and defines sufficient measures to respond to those changes.	/	

Control Activities

10. The organization selects and develops control activities that contribute to the mitigation of risks to the achievement of objectives to acceptable levels.

	Question	Yes	No
10.1	The organization's control measures are appropriate with its organization specific risks such as environmental, operational complexity, functional, operational boundary, and other specifics.	/	
10.2	The organization has written internal control measures that appropriately covers its activities, which includes roles and responsibilities, and clearly indicate level of authority to prevent fraud.		
	10.2.1 Collect and regularly update information on major shareholders, Directors, Management, and their related parties to assist in monitoring and reviewing related party transactions or conflict of interest transactions.	/	

	Question	Yes	No
	10.2.2 In case the organization approves or enters into long-term contract with related party, the organization monitors to ensure compliance throughout the contract duration.	/	
10.3	Control activities include a range and variety of controls and may include a balance of approaches to mitigate risk, considering both manual and automated controls, and preventive and detective controls.	/	
10.4	Management considers control activities at various levels in the entity.	/	
10.5	The organization segregates the following duties: (1) approval (2) data entry (3) custodial	/	

11. The organization selects and develops general control activities over technology to support the achievement of objectives.

	Question	Yes	No
11.1	The organization should determine the dependency and linkage between business processes and technology general controls.	/	
11.2	The organization should have a proper control on IT infrastructure.	/	
11.3	The organization should have a proper IT security system.	/	
11.4	The organization should have a proper control on acquisition, development and maintenance of IT system.	/	

12. The organization deploys control activities through policies that establish what is expected and in procedure that put policies into action.

	Question	Yes	No
12.1	The organization has a policy that prevents major shareholders, directors, management from trading based on inside information by using approval process guided by regulators.	/	
12.2	The organization has a policy indicated that transaction approval process has to be executed by an independent without conflict of interest.	/	
12.3	The organization has a policy indicated that transaction approval processes are based on arm's length principle.	/	
12.4	The organization has a process to monitor performance and provide directions to its subsidiaries.	/	
12.5	The organization defines roles and responsibilities for its management and employees to carryout policies and processes.	/	
12.6	The policy and its process have been implemented appropriately by experienced persons including covering corrective action process	/	
12.7	The organization reviews the appropriateness of its policies and processes regularly.	/	

Information & Communication

13. The organization obtains or generates and users relevant, quality information to support the functioning internal control.

	Question	Yes	No
13.1	A process is in place to identify quality and relevance internal and external information required to achieve the objectives.	/	
13.2	Information usage costs and benefits are considered. The consideration should include quantity and correctness of information.	/	
13.3	The board of directors has material information sufficiently to make decision. The information may include detail of the agenda, reason, impact to the organization and optional solution.	/	
13.4	The organization has processes to schedule the board meeting and provide necessary and sufficient supporting information before a specific time as the requirement by laws or regulation.	/	
13.5	The organization should document sufficient information in the board of directors' minute of meeting to ensure appropriateness of directors duties, for examples, memo probing the question to management, comments and reason of disagreement	/	
13.6	The organization has proper		
	13.6.1 Document retention process to ensure completeness and filing of all important document.	/	
	13.6.2 Control decencies and corrective action report from both external and internal auditors.	/	

14. The organization internally communicates information, including objectives and responsibilities for internal control, necessary to support the functioning of internal control.

	Question	Yes	No
14.1	The organization effectively communicates relevant and timely information regarding internal control to external parties and provides appropriate communications channels.	/	
14.2	The organization reports material information to the board of directors consistently. Otherwise, the board of directors is enabled to access necessary information regards of their duties or reviews transaction i.e. the directors allows to request information from assigned a contact person, external auditors, internal auditors and they can request for the board meeting and other meeting between directors and senior managements.	/	
14.3	The organization provides separate communication channels, such as whistle-blower hotlines, are in place and serve as fail-safe mechanisms to enable anonymous or confidential communication from internal parties.	/	

15. The organization communicates with external parties regarding matters affecting the functioning of internal control.

	Question	Yes	No
15.1	The organization effectively communicates relevant and timely information regarding internal control to external parties and provides appropriate communications channels i.e. investor relation and customer complain hotline.	/	
15.2	The organization provides separate communication channels, such as whistle-blower hotlines, are in place and serve as fail-safe mechanisms to enable anonymous or confidential communication from external parties.	/	

Monitoring Activities

16. The organization selects, develops, and performs ongoing and/ or separate evaluations to ascertain whether the components of internal control are present and functioning.

	Question	Yes	No
16.1	The organization develop the code of ethics and establish conflict of interests ongoing evaluation process i.e. employees perform self-evaluation and report to their supervisor and the internal auditors performs auditing and report to audit committee.	/	
16.2	Has internal evaluation this may perform by employees' self-evaluation or using internal audit to conduct separate evaluation.	/	
16.3	Management varies frequency of evaluation depending on changing condition.	/	
16.4	Evaluators who perform ongoing and separate evaluations have sufficient knowledge to understand what is being evaluated.	/	
16.5	Internal audit department has direct reported line to audit committee.	/	
16.6	The organization supports the internal audit activities to comply with International Standards for the Professional Practice of Internal Auditing, IIA.	/	

17. The organization evaluates and communicates internal control deficiencies in a timely manner to those parties responsible for taking corrective action, including senior management and the board of directors, as appropriate.

	Question	Yes	No
17.1	The organization evaluates and communicates material internal control deficiencies in a timely manner to those parties responsible for taking corrective action	/	
17.2	The organization develop policies for reporting the control deficiency including:		
	17.2.1 Management report the facts and circumstances of significant fraudulent act, illegal acts and the other circumstance that impact over reputation and financial reporting to Board of Directors in a timely basis.	/	
	17.2.2 Report significant control deficiency and propose its corrective action to the board of directors/audit committee.	/	
	17.2.3 Report status of remediation plan or corrective action to board of directors/ audit committee.	/	

