

MINOR  
INTERNATIONAL

- Translation –

Date 21 March 2011

Subject An investment in Oaks Hotels & Resorts Limited

To The President  
The Stock Exchange of Thailand

Minor International Public Company Limited (“the Company”) would like to inform that the Company had made an investment in Oaks Hotels & Resorts Limited. The details of investment are as attached.

The seller neither has any relationship with the Company’s major shareholders nor directors; therefore, it is not subject to the disclosure as per the Notification of the Stock Exchange of Thailand Re: Rules, Procedures and Disclosure of Information Concerning the Connected Transaction of Listed Companies.

The value of such transaction is not required to be disclosed under the Stock Exchange of Thailand’s notification regarding Rules and Procedures and Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004, (“The Notification: Re Acquisition & Disposal”), as its net profit constitutes approximately 14.16 percent of the Company’s net profit (below the 15.0 percent threshold for disclosure). The cumulative value of transactions consummated during the previous six months is approximately 14.17 percent. (below the 15.0 percent disclosure threshold).

Please be informed accordingly.

Sincerely yours,

- Signed -

(Mrs. Pratana Mongkolkul)  
Director

## **Attachment**

21 March 2011

### **Minor International announces cash takeover offer for Oaks Hotels & Resorts Limited at A\$0.35 per share**

Minor International Public Company Limited (**Minor International**) is pleased to announce its intention, through a wholly owned subsidiary Delicious Food Holding (Singapore) Pte Ltd (**Bidder**), to make an off-market cash takeover offer (**Offer**) for all of the shares in Oaks Hotels & Resorts Limited (**Oaks, ASX:OAK or Company**). Under the terms of the Offer, Minor International will offer Oaks shareholders 35 cents cash for every Oaks share held.

The Offer values Oaks' equity at approximately A\$61 million, equivalent to a total enterprise value of approximately A\$129 million.

Minor International also advises that it has become a substantial shareholder of Oaks with the completion of the acquisition of a 14.96% stake in the Company on 18 March 2011. In addition, Minor International advises that it has agreed to purchase a further 5% stake in the Company subject only to FIRB approval for which an application has been lodged. Therefore Minor International currently has a 19.96% relevant interest in Oaks and upon receipt of FIRB approval it will have direct 19.96% ownership interest in Oaks. The vendors comprise entities associated with two Oaks directors, Mr Yuan Lin (David) Wu as to 14.96% and Mr Brett Pointon as to 5%.

The Offer allows Oaks' shareholders to realise full and fair value for their shares in a volatile equity market. Oaks Shareholders will cease to have exposure to the risks and uncertainties presently facing Oaks as a result of its balance sheet issues. The key reasons why Oaks shareholders should accept the Offer are as follows:

1. The Offer represents an attractive premium of 35% to the last closing price of Oaks shares (A\$0.26 on 18 March 2011) and a 28% premium to the weighted average share price over the last three months.
2. Over the last 24 months Oaks has underperformed its Australian listed property peers, during which time the ASX 300 Real Estate index has increased 27%, whilst Oaks has seen a 26% deterioration in its share price.
3. Oaks has not made any dividend payments over the last two dividend payment periods.

4. Oaks does not presently have a Chief Executive Officer or a Chief Financial Officer.
5. The 31 December 2010 accounts contain a statement from Oaks' auditor about the inherent uncertainty regarding Oaks' ability to continue as a going concern, and disclose a deficit of current assets to current liabilities in excess of A\$60 million.
6. Receivers and Managers have been appointed to two major shareholders in Oaks, representing a combined 34.4% interest. The Receivers and Managers have announced their intention to sell those shares and any uncertainty regarding those shares would be removed were such shares accepted into the Offer.
7. Minor International's Offer is cash and is subject to limited customary conditions only and hence provides certainty for Oaks shareholders.

### **Board of Directors' opinion**

In view of these circumstances, Minor International considers its offer to be highly attractive and compelling. Board has opinion that by the opportunity to expand Minor International's extensive hotel footprint to the Australian market. Following our success with the acquisition of a 50% interest in The Coffee Club, we are keen to increase our exposure to the Australian market. We see Oaks' unique apartment portfolio as a valuable addition to our expanding resort and hotel portfolio across Asia, the Indian Ocean, the Middle East and Africa and look forward to adding significant value to the business in terms of growth and expansion". The acquisition of Oaks will provide a number of additional benefits including reassurance for Oaks' financiers, employees, customers and suppliers about the long-term stability of the business as well as opportunities for strategic direction and growth of the Oaks business.

### **Financing**

Minor International has agreed the terms of an acquisition facility with its bankers. The funds available under this facility are committed and are sufficient to meet Minor International's obligations under the Offer.

### **Offer Conditions**

The Offer is subject to customary conditions only, including a minimum acceptance condition of greater than 50% (inclusive of Minor International's existing 19.96% interest). The Offer is subject to prescribed occurrences and certain other straightforward conditions.

### **Timing**

Minor International expects to lodge its Bidders Statement next week.

**Advisers**

Deloitte Corporate Finance and ANZ Corporate Advisory are acting as financial advisers and Baker & McKenzie is acting as legal adviser to Minor International. Minor International has engaged Kreab Gavin Anderson as its public relations adviser.