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25 August 2011

Subject The resolution of the Board of Directors' Meeting No. 6/2011

To The President
 The Stock Exchange of Thailand

Attachment Information Memorandum Relating to the Acquisition of Assets and Businesses
 (Schedule (1))

Minor International Public Company Limited (the "Company") convened the Board of Directors' Meeting No. 6/2011 held on 25 August 2011 has approved a resolution for the Company to make a voluntary tender offer for all shares of S&P Syndicate Public Company Limited ("S&P"). The total shares to be tendered amounting to 72,302,773 shares excluding the treasury stock of S&P and S&P shares that the Company currently holds at the offering price THB 70 per share totaling amount THB 5,061,194,110. Pursuant to the Notification of Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated 13 May 2011, the Company anticipates to submit Announcement of Intention to Make a Tender Offer (Form 247 – 3) and Tender Offer for the Securities (Form 247 – 4) within 30 August 2011 and 8 September 2011, respectively. The Company currently holds shares of S&P for the amount of 25,778,900 shares, representing 24.62% of total paid-up shares of S&P. On 24 February 2010, the Board of Directors of S&P approved the share buy-back program (Treasury Stock) for the amount of not exceeding 10% of total paid-up shares of S&P. However, at the end of the program, the treasury stock amounted to 6,604,600 shares. Therefore, the shareholding of MINT in S&P increased to 26.28%, a level which crossed 25.00 % trigger point for a mandatory tender offer.

This transaction is classified as material transactions deemed as acquisition or disposal of assets according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information Concerning the Acquisition and Disposition of Assets of Listed Companies B.E 2547 dated 29 October 2004, in which the transaction is classified as a Class 2 transaction with the transaction size of 17.11% under the criteria of the net profit and when combined with the Company's acquisition during the last 6 months, the total transaction size under the same criteria will be 31.28%.

Sincerely Yours

Pratana Mongkolkul
(Ms. Pratana Mongkolkul)
Director

-Translation-

**Information Memorandum Relating to the Acquisition of Assets and Businesses by
Minor International Public Company Limited
(Schedule (1))**

The Board of Directors' Meeting No. 6/2011 held on 25 August 2011 of Minor International Public Company Limited (the "**Company**") has approved a resolution for the Company to make a voluntary tender offer for all shares of S&P Syndicate Public Company Limited ("**S&P**"). The details of this transaction are as follows:

1. The date of transaction:

Pursuant to the Notification of Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated 13 May 2011, the Company anticipates to submit the Announcement of Intention to Make a Tender Offer ("**Form 247-3**") and the Tender Offer for the Securities ("**Form 247-4**") within 30 August 2011 and 8 September 2011, respectively.

2. The parties involved and their relationship with the Company:

The Company will make a voluntary tender for all securities of S&P from S&P shareholders, excluding the treasury stock of 6,604,600 shares and 25,778,900 shares of S&P currently held by the Company. The shareholders of S&P who tender their shares will receive the same and equitable form of consideration.

3. The general characteristics of the transaction:

Currently, the Company holds 25,778,900 shares in S&P equivalent to 24.62% of total paid-up shares or 26.28% of total paid-up shares excluding treasury stock. The Company will make a tender offer for all 72,302,773 S&P ordinary shares (excluding the treasury stock and S&P shares the Company currently holds) at THB 70 per share amounting to THB 5,061,194,110.

According to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information Concerning the Acquisition and Disposition of Assets of Listed Companies B.E 2547 dated 29 October 2004, the transaction is classified as a Class 2 transaction with the transaction size of 17.11% under the criteria of the net profit and when combined with the Company's acquisition during the last 6 months, the total transaction size under the same criteria will be 31.28%.

4. The details of acquisition :

4.1 General characteristic and business of S&P

S&P and its group of companies operate restaurant, coffee and beverage, and bakery businesses as well as produce food products under “S&P” brand. S&P has S&P restaurants and S&P bakery shops to serve target customers’ needs. In addition, S&P successfully introduced various new brands in Thailand such as “Patara”, “Patio”, “Bluecup”, “Vanilla”, Thai desserts, including moon cake under “S&P” and “Golden Dragon”. For overseas restaurants business, S&P operates Thai restaurants under “Patara” (Patara Fine Thai Cuisine), brand “Patara”, “Patio”, “THAI”, “Siam Kitchen”, and “Bangkok Jam” in London, Geneva, Vienna, Beijing, Singapore, and Taipei. For production and distribution of other products business, S&P is the local market leader in frozen prepared meals and sausages in order to serve the customers’ needs and response to the changing in the customers’ behaviours. Besides, S&P operates outside catering service under the brand “Caterman” operating food delivery and tiffin meals services.

4.2 Registered and paid-up capital

As of 30 June 2011, S&P has authorized share capital and issued and paid-up share capital of THB 523,431,365 comprising 104,686,273 issued and paid up ordinary shares at par value of THB 5 per share.

4.3 Board of Directors

As of 25 August 2011, the Board of Directors of S&P comprises:

Name	Title
1. Mrs. Patara Sila-On	Chairman
2. Lt. Varakorn Raiva	Vice Chairman
3. Mr. Pravesvudhi Raiva	Director and President
4. Mrs. Pratana Mongkolkul *	Director
5. Mrs. Patamawalai Ratanapol *	Director
6. Mrs. Kessuda Raiva	Director
7. Mr. Kachorndej Raiva	Director
8. Mr. Vitoon Sila-On	Director
9. Miss Cattaleya Saengsastra	Independent Director and Chairman of the Audit Committee
10. Mr. Dusit Nontanakorn	Independent Director and Audit Committee
11. Miss Sophavadee Uttamobol	Independent Director and Audit Committee
12. Mr. Aviruth Wongbuddhapitak	Independent Director

Source: Stock Exchange of Thailand

Note: * Directors in 4 and 5 are representatives from the Company

4.4 Summary of financial positions and operations of S&P

(Unit: THB mm) unless stated otherwise)	2008		2009		2010		For 6-month period ending 30 June 2011	
	Separate FS	Consolidated FS	Separate FS	Consolidated FS	Separate FS	Consolidated FS	Separate FS	Consolidated FS
Financial Position								
Total assets	2,226.97	2,521.82	2,414.29	2,754.05	2,385.99	2,766.97	2,204.98	2,596.00
Total liabilities	484.93	555.93	620.47	710.03	806.47	985.96	676.14	869.97
Total equity	1,742.04	1,965.89	1,793.82	2,044.02	1,579.51	1,781.01	1,528.84	1,726.04
Issued and paid up share capital	523.43	523.43	523.43	523.43	523.43	523.43	523.43	523.43
Operating Performance								
Revenue from sales and services	3,694.19	4,378.17	4,023.30	4,700.14	4,573.54	5,281.67	2,293.43	2,652.24
Total revenue (not include share of profits (losses) on investments in associates)	3,746.32	4,436.62	4,068.41	4,763.70	4,614.27	5,335.25	2,312.84	2,680.07
Gross profit	1,356.97	1,860.71	1,563.23	2,058.78	1,851.48	2,373.83	876.05	1,140.46
Total expenses	1,124.65	1,598.19	1,232.07	1,706.62	1,342.25	1,876.58	674.12	945.73
Net profit	213.07	231.34	277.05	298.25	394.81	382.82	145.49	137.89
Profit attributable to equity holders of the parent company	213.07	225.15	277.05	293.04	394.81	381.88	145.49	136.63
Profit attributable to minority interest	0.00	6.19	0.00	5.21	0.00	0.94	0.00	1.26
Weighted average number of ordinary shares (mm shares)	104.69	104.69	104.69	104.69	100.70	100.70	98.08	98.08
Ordinary shares at the end of year (mm shares)	104.69	104.69	104.69	104.69	104.69	104.69	104.69	104.69
Ordinary shares at the end of year (less treasury stock) (mm shares)	104.69	104.69	104.69	104.69	98.08	98.08	98.08	98.08
Par value (THB per share)	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00
Earnings per share (THB per share)	2.04	2.15	2.65	2.80	3.92	3.79	1.48	1.39
Book value per share ⁽¹⁾ (THB per share)	16.64	18.00	17.14	18.68	15.34	16.60	14.60	15.75
Book value per share ⁽²⁾ (THB per share)	16.64	18.00	17.14	18.68	16.37	17.72	15.59	16.81
Dividend per share (THB per share)	1.75	1.75	2.15	2.15	3.25	3.25	2.00	2.00
Cash Flows								
Cash flows from operating activities	443.83	489.92	572.99	583.91	722.01	799.90	192.03	193.39
Cash flows from investing activities	(272.94)	(256.37)	(275.13)	(303.26)	101.36	(2.60)	(201.52)	(269.65)
Cash flows from financing activities	(183.20)	(187.86)	(226.45)	(212.36)	(581.94)	(512.26)	(202.47)	(182.78)

(Unit: THB mm) unless stated otherwise)	2008		2009		2010		For 6-month period ending 30 June 2011	
	Separate FS	Consolidated FS	Separate FS	Consolidated FS	Separate FS	Consolidated FS	Separate FS	Consolidated FS
Financial Ratio								
Liquidity ratio (times)	2.07	2.19	2.02	2.12	1.57	1.62	1.63	1.59
Gross profit margin (%)	36.73%	42.50%	38.85%	43.80%	40.48%	44.94%	38.20%	43.00%
Net profit margin (%)	5.69%	5.07%	6.81%	6.15%	8.56%	7.16%	6.29%	5.10%
ROE ⁽³⁾ (%)	12.33%	11.98%	15.67%	15.26%	23.23%	20.68%	18.72%	16.29%
Debt to Equity (times)	0.28	0.28	0.35	0.35	0.51	0.55	0.44	0.50

Note (1) Total major shareholders' equity less treasury stock divided by number of ordinary shares at the end of year before deducting treasury stock (104.69 mm shares)

(2) Total major shareholders' equity less treasury stock divided by number of ordinary shares at the end of year after deducting treasury stock (98.08 mm shares)

(3) Net profit attributable to equity holders of the parent company divided by average total major shareholders' equity after deducting treasury stock and annualize for the 6-month period ending 30 June 2011

S&P is a listed company in the Stock Exchange of Thailand. Thus, investors can seek for more information about S&P from its Annual Registration Statement (Form 56-1) and website of the Securities and Exchange Commission (www.sec.or.th) and the Stock Exchange of Thailand (www.set.or.th)

5. The total acquisition value:

The total acquisition value for the tender offer for all S&P shares in case all S&P shareholders tender their shares (excluding the treasury stock and S&P shares the Company currently holds) equals 72,302,773 shares at the offering price of THB 70 per share amounting to THB 5,061.19 mm. The Company will inform the details of the tender offer including payment procedure in Form 247-4 which is anticipated to be submitted to the Securities and Exchange Commission within 8 September 2011.

6. Criteria used to determine the value of assets acquired:

The offering price of S&P shares at THB 70 per share is 1.0% higher than the weighted average price of S&P 9 months prior to the date that the Company held its Board of Directors' meeting No. 6/2011 on 25 August 2011 and resolved to make a voluntary tender offer for all shares of S&P.

7. Benefits expected to be generated

The increase in investment of S&P will help in the expansion of food and beverage businesses of the Company which will enhance the performance growth of the Company and provide stable cash flow in the future.

8. Sources of fund

The sources of fund come from loans from banks or financial institutions.

9. Opinion of the Board of Directors concerning a decision to enter into a transaction

The Board of Directors and the Audit Committee unanimously approved to proceed with the transaction and considered that it is reasonable investment and beneficial to the business of the Company as it will expand the food and beverage business operation of the Company in both domestic

and international markets which will lead to increase in revenues and earnings and stable cash flow of the Company in the future.

10. Opinion of the Audit Committee and/or the Director of the Company which is different from the opinion of the Board of Directors in Clause 9

The Audit Committee has the same opinion as that of the Board of Directors in Clause 9