



The Circle of Happiness

ANNUAL REPORT
2012



Thai Beverage Public Company Limited



The Circle
of Happiness

Thai Beverage Public Company Limited's
Established and long-proven track record of success
Reflect our founder's clear vision and intent to
Bring happiness to everyone with a wide range of quality products
That are easily accessible to all for enjoyment

We are inspired to bring happiness to all around

Our legacy has been passed on from one generation to generation
Day by day, we push the limits and add more value
Continuing to do so through the decades
We develop expertise in many areas and build teams that thrive
Growing from tens, to hundreds, to thousands, and more
Expanding from one beverage segment to another, we enlarge our footprint
Stepping forward from Thailand to Southeast Asia and the world
Our award-winning products resonate with people across the globe
Connecting delighted customers to one another
Filling society with warmth and wonder

This is our "Circle of Happiness"
It connects, intertwines, and bonds
With determination and a devotion
To nurture lasting success
Together with all peoples

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Investor Information

Thai Beverage Public Company Limited is listed on the Singapore Exchange (SGX-ST) main board

SGX Ticker / THBEV
Reuters / tbev.si
Bloomberg / thbev sp
Google Finance / SIN:Y92

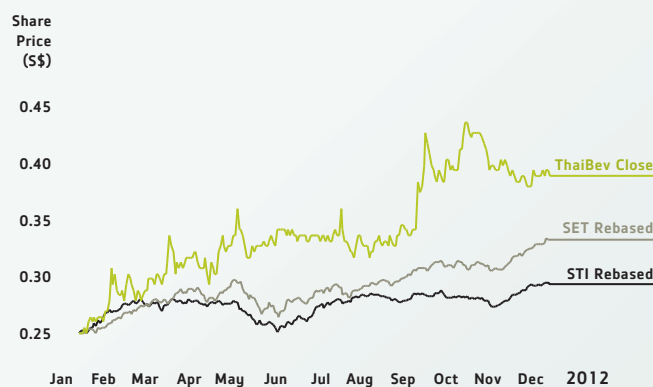
IPO Date
 May 30, 2006
IPO offer price
 S\$0.28

Fiscal Year Ends
 December 31
External Auditor
 KPMG Phoomchai Audit Ltd.

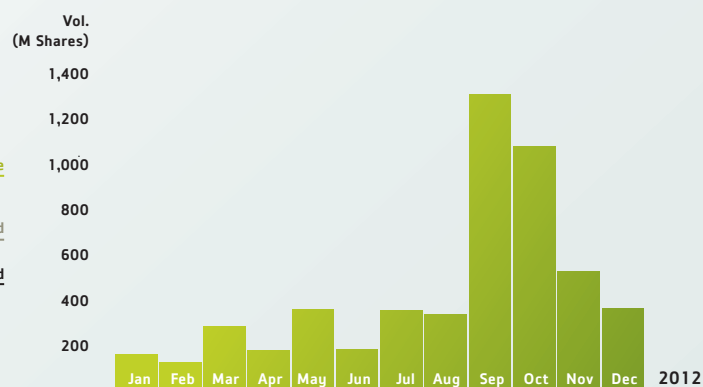
Dividend Policy
 Not less than 50% of net profit after deducting all appropriated reserves and investments

Share price *
 2012 High S\$0.450
 2012 Low S\$0.245
 * Data from January 3, 2012 to December 31, 2012

ThaiBev's Stock Performance



ThaiBev's Monthly Volume



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Financial Highlights

Restated*

2012

2011

Statements of Income (Mil.Baht)

Revenue from sales	161,044	132,187
Total revenues	175,492	132,784
Cost of sales	115,622	97,453
Gross profit	45,422	34,734
Operating profit	20,858	17,385
EBIT	35,306	17,739
Net profit	28,760	11,967
Depreciation and amortisation	3,929	3,426
EBITDA	39,235	21,165

Statements of Financial Position (Mil.Baht)

Current assets	47,149	45,176
Non-current assets	160,537	54,185
Total assets	207,686	99,362
Current liabilities	30,593	21,239
Non-current liabilities	92,122	14,920
Total liabilities	122,715	36,159
Shareholders' equity	84,971	63,203
Total liabilities and shareholders' equity	207,686	99,362

Liquidity Ratio

Current Ratio	times	1.54	2.13
Quick Ratio	times	0.46	0.69
Average Collection Period	days	8.16	7.65
Average Inventory Period	days	100.27	108.05
Average Payable Period	days	16.42	16.96
Cash Cycle	days	92.01	98.74

Restated*

2012

2011

Profitability Ratio

Gross Profit Margin	%	28.20	26.28
EBITDA Margin	%	24.36	16.01
EBIT Margin	%	21.92	13.42
Operating Cash Flows to Operating Profit Ratio	%	94.57	69.87
Net Profit Margin	%	17.86	9.05
Return on Equity	%	38.82	19.93

Efficiency Ratio

Return on Assets	%	18.73	13.57
Return on Fixed Assets	%	64.86	30.50
Total Assets Turnover	times	1.05	1.50

Leverage Ratio

Debt to Equity Ratio	times	1.44	0.57
Interest Bearing Debt to Equity Ratio	times	1.23	0.29
Interest Bearing Debt to EBITDA Ratio	times	2.65	0.86
Interest Coverage Ratio	times	28.00	46.54
Dividend Payout Ratio	%	37.17	77.08

* Restated with Thai Financial Reporting Standards

Total Sales Revenue

2011

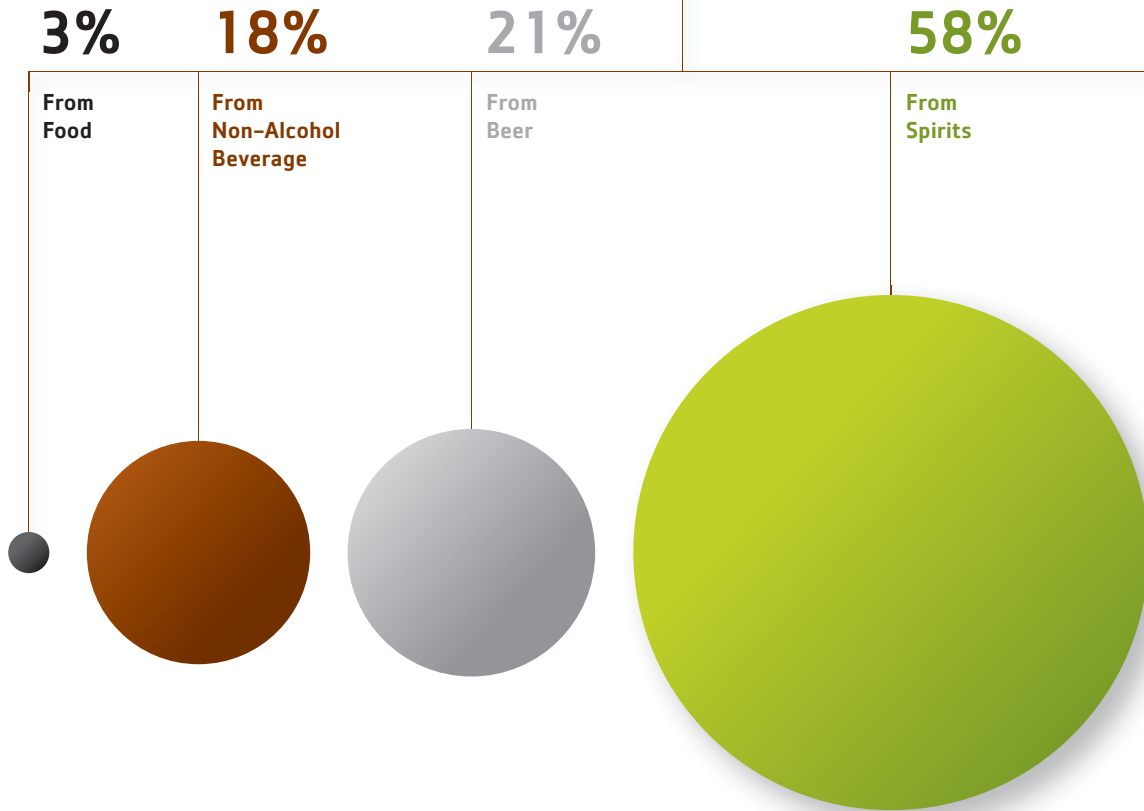
132.2

Billion Baht

2012

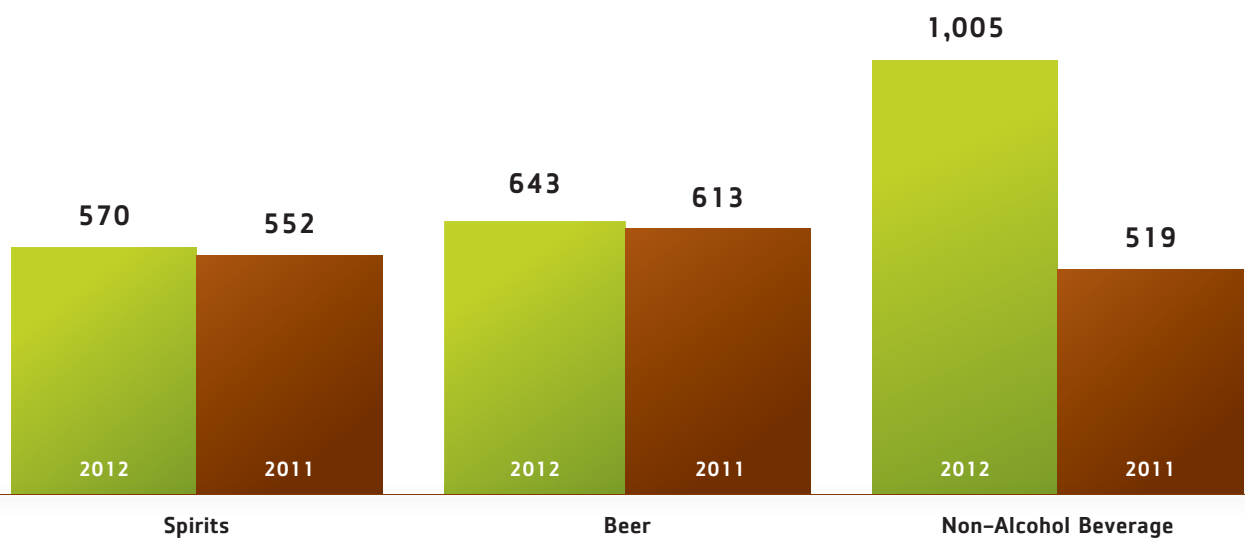
161.0

Billion Baht



Sales Volume

Million Liters



* Remark:

Sales volume of the Non-Alcohol beverage from the 4th quarter of 2011 onwards (after the acquisition of Sermsuk Public Company Limited (“**Sermsuk**”)) includes sales volume of products under brands owned by Sermsuk.



Dear Shareholders,

2012 marks another year of success for Thai Beverage Public Company Limited. Once again, we achieved the outstanding performance, both the top line as well as bottom line. Our remarkable growth is derived from the increase of sales of all our business units, our ability to secure the leading position in the alcohol beverage market, and our continuous expansion of non-alcohol beverage business by the leverage of the extensive distribution network nationwide.

In 2012, ThaiBev Group achieved the net profit of Baht 28,760 million, an increase of 140.3 percent or Baht 16,793 million, when compared to the previous year. The exceptional performance reflects our leadership in the beverage market. I am delighted that our management team and staffs continue to deliver healthy and robust operating results, as well as contribute to continuous dividend payment for our shareholders. Based on the 2012 performance, the dividend payment of ThaiBev was a total of Baht 10,546 million, or Baht 0.42 per share.

Our alcohol business has successively expanded, especially in the spirits segment where both our white and brown spirits have been recognized as established brands. We have made

further strides to strengthen our brands. In 2012, we organized domestic and overseas marketing activities with focus on modification and premiumization of Mekhong, Blend 285, and Sangsom brands.

This year, we continued to strengthen our presence in the non-alcohol business. We once again introduced the latest innovation in the green tea beverage market i.e. Oishi green tea in returnable glass bottle, making us the very first to pioneer in this segment. In late 2012, we launched top-quality carbonated beverage under the brand "est" to penetrate consumption at food shops, restaurants, and groceries via the solid and extensive distribution network across Thailand. Our innovations have enjoyed positive feedbacks from consumers and our trade partners. The Company will continue to develop more products to serve the demands of the market with an aim of securing our leading position in the beverage business.

The commencement of ASEAN Economic Community or AEC in 2015 presents a great opportunity for us to expand our business from the existing 65 million consumers in Thailand to serve the demands of over 600 million consumers and trade

Message from the Chairman

partners in the near future. The Company sees many business opportunities and continues to expand as per the proactive business plan for the ASEAN market. Our longstanding experience of over three decades and various awards we have received from national and international institutions are the guarantee of our success and readiness to take on leadership as well as to bring Thai products to ASEAN and global markets in order to enhance the reputation of Thailand and generate more revenues for the country.

A major milestone in 2012 is our investment in shares of Fraser and Neave, Limited, which is a leading company in the region engaging in production and distribution of beverage, as well as many businesses, with established proven track of success. This, again, emphasizes on our determination to expand into ASEAN, which is among the fastest-growing economies, as well as our strategy to grow the non-alcohol beverage business.

Apart from our preparation of readiness for ASEAN market in respect of policy and management team, we place great emphasis on continuous development of our people. ThaiBev enhances efficiency of employees and steers them to move

forward in the same direction through provision of training programs and up-to-date information.

On this occasion, I would like to convey my sincere appreciation to the management team of the Company for their achievement of satisfactory growth of the Company in 2012, and all our staffs for their perseverance, industriousness, and dedication in being a part of the key force to drive our business forward, as well as all stakeholders. I believe that such combination builds a solid platform for ThaiBev to achieve sustainable development in the future.

On behalf of the Board of Directors and management, I would like to thank our shareholders for the trust and confidence you have given us all these years.



Charoen Sirivadhanabhakdi
Chairman of the Board



Dear Shareholders,

It is my pleasure to announce that ThaiBev ended the year 2012 with outstanding operating results. ThaiBev Group generated total revenues of Baht 161,044 million, or an increase of 21.8 percent. Net profit was Baht 28,760 million, or over 140.3 percent growth when compared to the year 2011. Sales continued to rise as a result of our leadership in the domestic beverage business as well as our strength in terms of production facilities and the extensive distribution network.

In early 2012, ThaiBev expedited recovery of our production bases which were damaged from the flood disaster in late 2011, which enabled our facilities to quickly resume normal operations. In addition, the Company saw the risks from flood disasters and therefore; relocated certain production bases from areas where the Company considered as high-risk zones. The flood prevention system was installed at non-relocated facilities, which were significantly impacted during the flood, to build confidence in respect of the operations in the future.

ThaiBev emphasizes on maintaining the leadership in the spirits business through continuous brand investments. In the previous year, the Company re-defined positioning of the brands and target groups to distinguish attributes of each brand along with brand identity development. Related marketing activities were specifically designed for each brand to accentuate its character for them to better serve the demands of target consumers.

The Company rebranded and re-positioned Mekhong, the first spirits brand in Thailand with over 200 years legacy, to be a premium brand in preparation for the full-scale penetration in domestic market and expanding its presence in overseas. The spirits business in 2012 encountered the challenge of the excise tax increase imposed on certain types of spirits. However, the strength of our brands, dedication of the sales team, and effective cost management enabled sales to recover to the normal level within a short period. Total sales growth of the spirits business in 2012 was 9.9 percent and net profit rose to 40.4 percent.

The integration of Sermasuk Public Company Limited ("**Sermasuk**") to ThaiBev Group through acquisition in late 2011 strengthened our distribution network. This leverages our business, especially in respect of non-alcohol beverage distribution and the expansion to the carbonated soft drink sector, which is the largest non-alcohol beverage market in Thailand. In 2012, Sermasuk launched carbonated soft drink product under the brand "est", which is its own trademark. "est" comes in a variety of flavors, including cola, strawberry flavor, cream soda flavor, orange flavor, and lemon lime flavor. The Company was ready to roll out full-scale market penetration through continuous marketing activities and distribution of the beverage in various sizes and packaging. Furthermore, the distribution network of Sermasuk was one of the keys for Oishi to expand business to a new market through

CEO Talk

the launch of the eco-friendly packaging i.e. the returnable bottle under the name "Oishi returnable bottle".

With regards to the food business, Oishi has expanded from its existing business comprising food, sandwiches, and frozen food as it ventured into the snack business in 2012. Oishi launched the Japanese-style fried seaweed under the brand "Onori" with the aim to enhance its potential and further diversify its products to cover all product lines in the food business.

Along with strengthening our domestic business, ThaiBev focuses on building growth through overseas expansion. Our major movement in 2012 is the investment in shares of Fraser and Neave, Limited ("**F&N**"), which made F&N an associate company of ThaiBev Group. F&N is highly recognized as a leading conglomerate in Singapore with over 130-year history; and it is the owner of various renowned brands. The Company considered that the investment in F&N would create synergy for its beverage business in alignment with the long-term strategy.

Late in 2012, the Stock Exchange of Thailand participated in the ASEAN Trading Link, which connects the securities trading systems in ASEAN countries and enables convenient overseas securities trading for investors. Such operation provides an additional investment channel for Thai and Malaysian investors who are interested in shares of ThaiBev and other listed companies in Singapore.

With clear vision and business goals, ThaiBev Group has seen continuous growth; and the number of our people has increased accordingly. The Company places importance on human resources, which have been among key mechanisms of our success. ThaiBev's theme for 2012 was the Year of Efficiency. We focused on increasing the efficiency of our people in three key aspects i.e. Faster Speed — the faster adaptation to changes; Better Result — the improvement of work process for higher efficiency; and Cost Saving — the optimization of resources.

Our success in 2012 was the result of devoted contribution from our people in every function. I would like to take this opportunity to thank our shareholders, trade partners, committee, executives, and employees for your determination and dedication, physically and mentally, for the Company. Together, we shall continue to enjoy stable growth under good corporate governance and with social accountability, which will bring about maximized benefits for our stakeholders.



Thapana Sirivadhanabhakdi
President and CEO

Board of Directors



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1. **Mr. Charoen Sirivadhanabhakdi**
Chairman
 2. **Khunying Wanna Sirivadhanabhakdi**
Vice Chairman
 3. **Mr. Narong Srisa-an**
Vice Chairman
 4. **Mr. Komen Tantiwatthanaphan**
Vice Chairman
 5. **Mr. Puchchong Chandhanakij**
Director
 6. **Ms. Kanoknart Rangsithienchai**
Director
 7. **Mr. Prasit Kovilaiakool**
Independent Director and
Audit Committee Chairman
 8. **Prof. Kanung Luchai**
Independent Director and
Audit Committee Member
 9. **Mr. Manu Leopairote**
Independent Director and
Audit Committee Member
 10. **Mr. Ng Tat Pun**
Independent Director and
Audit Committee Member
 11. **Mr. Michael Lau Hwai Keong**
Independent Director
 12. **Prof. Pornchai Matangkasombut**
Independent Director
 13. **Mr. Sakthip Krairiksh**
Independent Director
 14. **Gen. Dr. Choo-Chat
Kambhu Na Ayudhya**
Independent Director
 15. **Mr. Vivat Tejapaibul**
Director
 16. **Mr. Panote Sirivadhanabhakdi**
Director
 17. **Mr. Thapana Sirivadhanabhakdi**
President and CEO
 18. **Mr. Sawat Sopa**
Director and
Executive Vice President
 19. **Mr. Ueychai Tantha-Obhas**
Director and
Executive Vice President
 20. **Mr. Sithichai Chaikriangkrai**
Director and
Executive Vice President
 21. **Dr. Pisanu Vichiensanth**
Director and
Senior Vice President
- * **Ms. Vaewmanee Soponpinij**
Company Secretary /
Secretary to the Board
- Ms. Nantika Ninvoraskul**
Assistant Secretary to the Board

Executive Committee



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Executive Committee



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18

1. **Mr. Charoen Sirivadhanabhakdi**
Executive Chairman
2. **Khunying Wanna Sirivadhanabhakdi**
1st Executive Vice Chairman
3. **Mr. Narong Srisa-an**
2nd Executive Vice Chairman
4. **Mr. Komen Tantiwatthanaphan**
3rd Executive Vice Chairman
5. **Mr. Puchchong Chandhanakij**
4th Executive Vice Chairman
6. **Ms. Kanoknart Rangsitienchai**
5th Executive Vice Chairman
7. **Mr. Thapana Sirivadhanabhakdi**
President and CEO
8. **Mr. Sawat Sopa**
Director and Executive Vice President
9. **Mr. Ueychai Tantha-Obhas**
Director and Executive Vice President
10. **Mr. Sithichai Chaikriangkrai**
Director and Executive Vice President
11. **Dr. Pisanu Vichiensanth**
Director and Senior Vice President
12. **Mr. Vichai Chaigavaranurak**
Senior Vice President
13. **Mr. Karn Chitaravimol**
Senior Vice President
14. **Mr. Matthew Kichodhan**
Senior Vice President
15. **Mr. Jean Lebreton**
Senior Vice President
16. **Mr. Vichate Tantiwanich**
Senior Vice President
17. **Mr. Marut Buranasetkul**
Senior Vice President
18. **Mr. Prapakon Thongtheppairot**
Senior Vice President

Management Committee

1. **Mr. Thapana Sirivadhanabhakdi**
President and CEO
Corporate Services
2. **Mr. Sawat Sopa**
Director and Executive Vice President
Spirit Production
3. **Mr. Ueychai Tantha-Obhas**
Director and Executive Vice President
Sales
4. **Mr. Sithichai Chaikriangkrai**
Director and Executive Vice President
Finance
5. **Dr. Pisanu Vichiensanth**
Director and Senior Vice President
Beer Production
6. **Mr. Vichai Chaigavaranurak**
Senior Vice President
Related Business
7. **Mr. Karn Chitaravimol**
Senior Vice President
Non-Alcohol Production
8. **Mr. Matthew Kichodhan**
Senior Vice President
International Business
9. **Mr. Jean Lebreton**
Senior Vice President
Strategy
10. **Mr. Vichate Tantiwanich**
Senior Vice President
General Affairs
11. **Mr. Marut Buranasetkul**
Senior Vice President
Marketing
12. **Mr. Prapakon Thongtheppairot**
Senior Vice President
Finance

Profile of Directors & Key Management



Mr. Charoen Sirivadhanabhakdi

Chairman
Executive Chairman

Mr. Charoen Sirivadhanabhakdi was appointed Chairman of the Board of Directors of Thai Beverage Public Company Limited in 2003. He has been the Chairman of Beer Thai (1991) Public Company Limited since 2001, the Chairman of the Red Bull Distillery Group of Companies since 2004, the Chairman of TCC Land Co., Ltd. since 2002, the Chairman of Berli Jucker Public Company Limited since 2001 and the Chairman of South East Group Co., Ltd. since 1997. In addition, he has been the Chairman of TCC Holding Co., Ltd. since 1987.

Mr. Charoen holds an Honorary Doctoral Degree in Agricultural Business Administration from Maejo Institute of Agricultural Technology, an Honorary Doctoral Degree in Industrial Technology from Chandrakasem Rajabhat University, an Honorary Doctoral Degree in Management from Huachiew Chalermprakiet University, an Honorary Doctoral Degree in Business Administration from Eastern Asia University, an Honorary Doctoral of Philosophy Degree in Business Administration from Mae Fah Luang University, an Honorary Doctoral Degree in Management from Rajamangala University of Technology Suvarnabhumi, and an Honorary Doctoral Degree in International Business Administration from University of the Thai Chamber of Commerce.

Mr. Charoen has received following Royal decorations, the Knight Grand Cordon (Special Class) of the Most Exalted Order of the White Elephant, Knight Grand Cordon (Special Class) of the Most Noble Order of the Crown of Thailand, the Knight Grand Cross (First Class) of the Most Admirable Order of the Diredgunabhorn and the Knight Grand Commander (Second Class, Higher Grade) of the Most Illustrious Order of Chula Chom Klao. He was also awarded "Diamond Commerce" Award from Ministry of Commerce.



Khunying Wanna Sirivadhanabhakdi

Vice Chairman
1st Executive Vice Chairman

Khunying Wanna Sirivadhanabhakdi was appointed Vice Chairperson of the Board of Directors in 2003. She has been the Chairperson of Beer Thip Brewery (1991) Co., Ltd. and the Sangsom Group of Companies since 2004. She has also been the Vice Chairperson of TCC Capital Land Limited since 2003, the Vice Chairperson of Berli Jucker Public Company Limited since 2001, and the Vice Chairperson of the Executive Board of TCC Holding Co., Ltd. since 1972.

Khunying Wanna holds an Honorary Doctoral Degree in Bio-technology from Ramkhamhaeng University, an Honorary Doctoral Degree in Business Administration from Maejo Institute of Agricultural Technology, an Honorary Doctoral Degree in Business Administration from Chiang Mai University, an Honorary Doctoral of Philosophy Degree in Social Sciences from Mae Fah Luang University, and an Honorary Doctoral Degree of Faculty of Business Administration and Information Technology from Rajamangala University of Technology Tawan-ok.

On the social activity side, she is the Vice Chairperson of the Bhumirajanagarindra Kidney Institute Foundation, a Director of the Siriraj Foundation, a Director of Ramathibodi Foundation, a Director of the Crown Prince Hospital Foundation, a Director of the Kidney Foundation of Thailand, a Director of the Elephant Reintroduction Foundation, a Director of the Committee for Recruitment and Promotion of Voluntary Blood Donors of the Thai Red Cross Society, and a Director of the Sala Chalermkrung Foundation.

Khunying Wanna received numerous Royal Thai decorations, such as the Knight Grand Cordon (Special Class) of the Most Exalted Order, the Knight Grand Cordon of the Most Noble Order of the Crown of Thailand, the Knight Grand Cross (First Class) of the Most Admirable Order of the Diredgunabhorn, and the Knight Commander (Second Class, lower grade) of the Most Illustrious Order of Chula Chom Klao.



Mr. Narong Srisa-an
Vice Chairman
2nd Executive Vice Chairman

Mr. Narong Srisa-an was appointed Vice Chairman of the Board of Directors in 2003. He has 44 years' experience in the banking industry, having served in Kasikorn Bank Public Company Limited from 1954 to 1998 as its Executive Vice Chairman and was an Independent Director of True Corporation Public Company Limited. He also holds directorships in several public companies in Thailand, including Chairman of Oishi Group Public Company Limited, and Chairman of Double A (1991) Public Company Limited (Previously, Advance Agro Public Company Limited). He holds an Honorary Master of Economics from Thammasat University.



Mr. Komen Tantiwattthanaphan
Vice Chairman
3rd Executive Vice Chairman

Mr. Komen Tantiwattthanaphan was appointed Vice Chairman of the Board of Directors in 2003. He has had over 40 years' experience in managing companies in the distilling industry. He has served as President of Sahasan (2529) Co., Ltd. since 1986, and as Director and Senior Vice President of Suramaharas Public Company Limited from 1986 to 1999. He holds a High School Certificate from China.



Mr. Puchchong Chandhanakij
Director
4th Executive Vice Chairman

Mr. Puchchong Chandhanakij was appointed a Director and Executive Vice Chairman in 2003. Before joining Thai Beverage Public Company Limited, he was Managing Director of LSPV Co., Ltd. from 1988 to 2003. He was Executive Director (Finance) of the T.C.C. Group of Companies from 1983 to 1988, Director of Robina Credit Ltd. from 1980 to 1982 and Vice President of Asia Credit Ltd. from 1975 to 1979.

He holds a Bachelor of Business Administration and a Master of Science in Accounting from California State University, Long Beach, USA.



Ms. Kanoknart Rangsithienchai
Director
5th Executive Vice Chairman

Ms. Kanoknart Rangsithienchai was appointed as an Executive Vice Chairman of the Company in May 2010. Prior to this appointment, she was the Director and Executive Vice President since 2003. She has extensive experience in finance and accounting. Before joining the Company, she had been the Executive Vice President of the Sangsom Group of Companies from 2000 to 2003, and the Vice President of the Office of Controller, Surathip Group of Companies from 1983 to 1999. From 1975 to 1982, she served as the Accounting Manager of the T.C.C. Group of Companies and as an accountant at J&JHO Co., Ltd., from 1970 to 1975.

She holds a Bachelor of Accounting from Thammasat University and has completed the Director Accreditation Program with the Thai Institute of Directors.



Mr. Prasit Kovilaikool

Independent Director and
Audit Committee Chairman

Mr. Prasit Kovilaikool was appointed Independent Director of the Board of Directors of Thai Beverage Public Company Limited and Audit Committee Chairman in 2012. Currently, he serves as Independent Director of Oishi Group Public Company Limited, Independent Director of Siam Food Products Public Company Limited, Independent Director of Berli Jucker Public Company Limited, Member of Land Readjustment Commission to Develop the Area of Department of Public Works and Town & Country Planning, Member of National Housing Authority Policy Commission, Member of Chulalongkorn University Council of Chulalongkorn University, Lecturer of Faculty of Law of Chulalongkorn University, Lecturer of Legal Education Institute of Thai Bar Association, and Member of the 7th Council of State of Council of State.

Mr. Prasit holds LL.B (2nd Class Honour) from Chulalongkorn University, LL.M. from Columbia University, New York, U.S.A. a Barrister-at-law (Thai BAR), an Honorable Doctoral of Laws from Eastern Asia University, an Honorable Doctoral of Laws from Chulalongkorn University, a Certificate of Human Right's Teaching, Strabourg, France, a Certificate of Property Valuation Assessment, Land Reform Office, Taiwan, associated with Lincoln Land Institute, Massachusetts, USA. In addition, he completed the programs of Board Failure and How to Fix It, Improving the Quality of Financial Reporting Certificate in 2004 and completed the Director Accreditation Program with the Thai Institute of Directors in 2005.



Prof. Kanung Luchai

Independent Director and
Audit Committee Member

Prof. Kanung Luchai was appointed an Independent Director in 2004. He has wide-ranging experiences in the public sector and legal business, having worked as Junior and Senior Public Prosecutor in the Department of Public Prosecution from 1946 to 1973 and Director-General of the Policy and Planning Office of the Ministry of Interior from 1973 to 1975. He served as the Deputy Under-Secretary of State for the Ministry of Interior from 1975 to 1976 and as the Deputy Minister of Interior from 1976 to 1977. He practiced law at Bangkok International Law Offices Co., Ltd., from 1976 to 1985, and at Kanung-Prok Law Office Co., Ltd., from 1986 to 1992. He is currently a Director of Kanung & Partners Law Offices Company Limited and a Director of Kanung & Partners International Consultancy Company Limited. He is also a Chairman of Thailand Iron Works Public Company Limited and an Independent Director and an Audit Committee Member of Bangkok Bank Public Company Limited.

In 2001, he received the Prof. Sanya Thammasak Award for being an Outstanding Lawyer from the Private Sector. He holds a Bachelor of Laws from Thammasat University, a B.A. Hons., LL.B. Cambridge University, United Kingdom, Barrister-at-Law, Gray's Inn, an Honorary Doctorate Degree of Law from Chulalongkorn University and Thammasat University, and an Honorary Doctorate Degree of Management Technology from Suranaree University of Technology. He is also a member of the Thai Bar Association.



Mr. Manu Leoparote

Independent Director and
Audit Committee Member

Mr. Manu Leoparote was appointed an Independent Director in 2004. He has extensive experiences in the public sector, having served as a Director, Secretary General, Inspector-General and Director-General from 1968 to 1999, and as the Permanent Secretary at the Ministry of Industry from 1999 to 2004. He was also the Chairman of PTT Public Company Limited from 1999 to 2004. From 1994 to 2008, he was the Chairman of Technonet Asia Singapore, and from 1995 to 1996, the Chairman of the International Sugar Organization Council of England. He was also part-time lecturer at the Faculty of Economics, Thammasat University, Assumption University, and Bangkok University. He was the President of the Thammasat University Association from 2003 to 2004 and was the President of the Thammasat University Economics Association from 2000 to 2006.

He holds a Bachelor of Science in Economics (Honors) from Thammasat University, a Master of Science in Economics from the University of Kentucky, USA, the National Defense College of Thailand Class 34, and an Honorary Doctoral Degree in Business Administration from Thammasat University. He won the Asian Productivity Organization Award in 2005.



Mr. Ng Tat Pun

Independent Director and
Audit Committee Member

Mr. Ng Tat Pun was appointed as an Independent Director in 2006. He has extensive experience in the banking and finance industry. He started his banking career with Citibank in 1971. Since then, he has served in various senior positions with local and international financial institutions. From 1988 to 1997, he was the Executive Vice President of OCBC Bank, Singapore, in charge of its International Banking and Financial Institutions business. In 1998, he was appointed the Executive Director and Chief Executive Officer of OCBC Bank, Malaysia. He was a Managing Director at JP Morgan Chase from 1999 to 2002, a Managing Director and subsequently a Senior Advisor at UBS AG. from 2003 to 2008. Mr. Ng is an Independent Director, Chairman of the Audit Committee, Member of the Remuneration Committee of Engro Corporation Ltd., Singapore. He is also a Director of Sing Investment & Finance Limited and Independent Non-Executive Chairman of SP Chemical Holdings Ltd.

He holds a Bachelor of Arts degree (Economics and History) from the University of Singapore.



Mr. Michael Lau Hwai Keong

Independent Director

Mr. Michael Lau Hwai Keong was appointed as an Independent Director in 2006. He is a Managing Director, Advisory Services of Octagon Advisors Pte. Ltd. and a director of Octagon Advisors (Shanghai) Co., Ltd. From June 2000 to September 2004, he served as the Executive Vice President, International of United Overseas Bank Ltd., where he was responsible for the administration and governance of the bank's international operations. He was an Advisor to Asia Pulp and Paper Ltd. from February 1999 to May 2000. He has held various positions at the Monetary Authority of Singapore (MAS) from February 1985 to July 1989 and from April 1991 to August 1997. His last position at the MAS was Senior Deputy Director (Development and Domestic Institutions). From August 1989 to March 1991, he was a Senior Manager (Institutional Sales) at J M Sassoon & Company, a stock broking company. He was also the Executive Vice President of the Central Depository (Pte) Limited (CDP) from November 1997 to February 1999.

He holds a Bachelor of Business Administration (First Class Honors) from the National University of Singapore and the Chartered Financial Analyst (CFA) from Institute of Chartered Financial Analysis.



Prof. Pornchai Matangkasombut

Independent Director

Prof. Pornchai Matangkasombut was appointed as an Independent Director in 2006. He was President of Mahidol University from 1999 to 2007 and, before his appointment in 1999, Dean of Sciences from 1991 to 1999 and has been a professor at the University. He has been a member of the International Union of Immunological Societies since 1971 and a Member of the Executive Board of the International Union of Microbiological Societies from 1986 to 1990. He has won the highest level of Royal Decorations (Knight Grand Cordon of White Elephant, Special Class and Knight Grand Cordon of the Crown of Thailand, Special Class) and the Royal Thai Award of Chula Chom Klao Order (Special Third Class) and the Palmes Academiques (Commandeur) from the Government of France, the Borden Research Award in Medicine. He was also an Honorary Research Associate at Harvard University and a Visiting Professor at Osaka University and the University of Saigon. He was awarded honorary doctorates from Osaka and Mahidol Universities. Most recently, he received the Life Time Contribution Award from the Society of Biotechnology of Japan on the occasion of the 90th Anniversary's celebration in October 2012 in Kobe, Japan.

He holds a Bachelor of Arts (B.A.) Degree, Doctor of Medicine (M.D.) and Doctor of Philosophy (Ph.D.) all from the University of Wisconsin.



Mr. Sakthip Krairiksh
Independent Director

Mr. Sakthip Krairiksh was appointed an Independent Director in 2005. He has extensive experience in the public sector, having worked in Thai ministries. He began his career as a civil servant in 1971 at the Ministry of Interior. From 1979 to 2004, he served as a Diplomat in the Ministry of Foreign Affairs, where he held various positions, including Secretary to the Minister, Deputy Chief of Mission of the Embassy in Washington, USA, Director-General, Protocol Department, Director-General, Information Department, Spokesman of the Foreign Ministry, and Ambassador to the Kingdom of Cambodia, Japan and the United States. He was an Advisor to the Prime Minister in 2004 and from 2004 to September 2007 the Permanent Secretary, Ministry of Tourism and Sports.

He holds a Bachelor of Political Science from Boston University, USA, a Master degree of Public Administration from Bangkok Thonburi University, and has attended the National Defense College. He also holds an Honorary Doctorate Degree from Soka University, Japan. He has received various Royal Thai and foreign decorations, such as the Knight Grand Cordon (Special Class) of the Most Noble Order of the Crown of Thailand, the Knight Grand Cordon (Special Class) of the Most Exalted Order of the White Elephant, the Grand Companion (Second Class, lower grade) of the Most Illustrious Order of Chula Chom Klao, the Order of the Sacred Treasure, Gold and Silver Star and the Grand Cordon of the Order of the Rising Sun.

He is currently a Chairman of the University Council at the Rajamangala University of Technology Krungthep.



**Gen. Dr. Choo-Chat
Kambhu Na Ayudhya**
Independent Director

Gen. Dr. Choo-Chat Kambhu Na Ayudhya was appointed Independent Director in 2006. He served the Royal Thai Army from 1973 to 1987 as Surgeon of Phramongkutklao Hospital. From 1987 to 1991, he was Chairman of the Department of Anatomy of the Phramongkutklao College of Medicine. From 1991 to 1994, he was a Deputy Commander of Army Medical Department School, the Royal Thai Army Medical Department (Sena Rak School of the Royal Thai Army Medical Department). From 1994 to 2004, he held various positions in the Royal Thai Army Medical Department, including the Director-General of the Armed Forces Research Institute of Medical Sciences, an Assistant Surgeon-General, Deputy Surgeon-General, Director-General of the Phramongkutklao Medical Center, Surgeon-General, and General Special Army Expert and Consultant. He is a senior surgeon and physician at the Medical Bureau to the Royal Court of Thailand.

He received his Diploma in Medicine from Westf. Wilhelms Universität zu Munster, and Doctorate in Medicine from the Georg-August Universität zu Goettingen. He also has a Diploma from the National Defense College of Thailand (WorRorPorOr 399), a Certificate of Proficiency in General Surgery from the Royal College of Surgeons of Thailand and a Diploma from the Army War College (34). He is a permanent member of the Royal College of Surgeons of Thailand, the International College of Surgeons, and the Medical Association of Thailand. As for Royal decorations, he has won the Knight Grand Commander (Special Class, Higher Grade) of the Most Illustrious Order of Chula Chom Klao, Knight Grand Cordon (Special Class) of the Most Exalted Order of the White Elephant and Knight Grand Cordon (First Class) of the Most Noble Order of the Crown of Thailand.



Mr. Vivat Tejapaibul

Director

Mr. Vivat Tejapaibul was appointed a Director in 2003. He has over 18 years' experiences in the banking industry, having served in Bangkok Metropolitan Bank Public Company Limited in various positions from 1979 to 1998, including Secretary to the Chairman, Deputy Director of the Trading Department, Director of Branch Administrative and Vice President.

He holds a Bachelor of Laws from Thammasat University and a Master's Degree in Business Administration from Fairleigh Dickinson University, USA.



Mr. Panote Sirivadhanabhakdi

Director

Mr. Panote Sirivadhanabhakdi was appointed Director in February 2007. He has been Director of Beer Thai (1991) Public Company Limited from 2000 to 2004 and Director of Beer Thip Brewery (1991) Co., Ltd. since 2004 and Director of Sura Bangyikhan Group of Companies since 2002 and Director of Oishi Group Public Company Limited since 2011.

He holds a Bachelor of Science in Manufacturing Engineering from Boston University, USA, a Master of Science in Analysis, Design and Management of Information System from the London School of Economics and Political Science, England and Industrial Engineering and Economics from Massachusetts University, USA.



Mr. Thapana Sirivadhanabhakdi

President and CEO

Mr. Thapana Sirivadhanabhakdi was appointed President and CEO of Thai Beverage Public Company Limited in January 2008. During 2003 – 2008, he was the Director and Executive Vice President of the Company from 2003. In 2011, he assumed the Executive Chairman of Oishi Group Public Company Limited since February 2011 where he previously served as Vice Chairman of Oishi Group of Companies from 2006. Also in October 2011, he was appointed Vice Chairman of Sermsuk Public Company Limited. In addition, he has held several executive positions in many leading companies, including senior executive positions in Beer Thai (1991) Public Company Limited, Red Bull Distillery Group of Companies, Berli Jucker Public Company Limited, South East Group of Companies, Siam Food Products Public Company Limited, and Univentures Public Company Limited.

Recognised for leadership in upholding the highest standards of corporate governance, in 2011, he was awarded *Asian Corporate Director Recognition Award* from the Corporate Governance Asia Magazine. Furthermore, in 2011 and 2012, he was conferred *Asian Excellence Recognition Awards: Asia's Best CEO (Investor Relations)* from the same magazine for second consecutive years. These follow the *Asia's Best Company 2009, Thailand: Best CEO* award by FinanceAsia in 2009.

He is a graduate of Boston University with a Bachelor of Business Administration (Finance) and a Master of Science Administration in Financial Economics. He holds an Honorary Doctoral Degree of Philosophy in General Management from Ramkhamhaeng University.



Mr. Sawat Sopa

Director and Executive Vice President

Mr. Sawat Sopa was appointed as a Director in April 2010. Prior to this appointment, he was the Executive Vice President of the Company since 2004. He is responsible for liquor production and technique. He was the Managing Director of Beer Thai (1991) Co., Ltd., and Executive Vice Chairman of Red Bull Distillery (1988) Co., Ltd., from 1992 to 1995 and from 1995 to present, respectively. From 1980 to 1992, he served as an Executive Director of the 43 Group of Companies and Assistant Chief Executive Director, responsible for liquor and alcohol production. From 1964 to 1975, he served first as an engineer and later as the Chief Engineer of Siam Chem Co., Ltd. From 1963 to 1964, he served as an engineer in Bangchak Oil Refinery. Mr. Sawat sits on the boards of directors of various organizations, including the Thab Neelaniti Foundation, Chulalongkorn University Association, The Petroleum & Petrochemical College, Chulalongkorn University and President of Gymnastics Association of Thailand. He has also been appointed as Special Commissioner of the Secretariat of the House of Representatives to consider draft bills on workmen's protection, the securities and stock market and excise tax, a specialist to the Committee of the House Standing Committee on Natural Resources and Environment, and a member of the Financial Committee and Subcommittee of the Ethanol Investment Project under the Royal Ethanol Project Bureau, Ministry of Science, Technology and Environment. Mr. Sawat serves as Chairman of the Northerners Association, Chairman of Alumni Association of Bunyawat Witthayalai School in Lampang province, and Chairman of Lampang Association (Bangkok).

Mr. Sawat holds a Bachelor degree of Science in Chemical Engineering from Chulalongkorn University, a Master Degree of Industrial Management, Kansai Kasu Center, Japan, a Master Degree Dynamic Management International Executive, Syracuse University, USA, an Honorary Doctoral Degree in Industrial Technology from Lampang Rajabhat University, and an Honorary Doctoral Degree in Strategic Logistics

Management from Suan Sunandha Rajabhat University, and has completed the Director Accreditation Program with the Thai Institute of Directors. He is a Member (Fifth Class) of the Most Exalted Order of the White Elephant and a Companion (Fourth Class) of the Most Noble Order of the Crown of Thailand.



Mr. Ueychai Tantha-Obhas

Director and Executive Vice President

Mr. Ueychai Tantha-Obhas was appointed as a Director and Executive Vice President in May 2010. Prior to this appointment, he was the Director and Senior Vice President of the Company since July 2005. Before joining Thai Beverage Public Company Limited, he was the Chief Executive Officer from July 1995 to December 2002, and Managing Director of Riche Monde (Bangkok) Ltd. from January 1988 to February 1994, the Managing Director of Sarin Property Co., Ltd. from March 1994 to June 1995, and the Group Product Manager of Colgate Palmolive Co., Ltd. from September 1979 to June 1983. From May 1973 to August 1979, he held various sales and marketing positions in Karnasuta General Assembly Co., Ltd.

He holds a Bachelor of Science in Accounting from St. Louis University, Missouri, USA, a Master of Business Administration from Thammasat University, has completed the Advance Management Program from INSEAD, France and has completed the Director Certification Program (DCP) and the Role of the Chairman Program with the Thai Institute of Directors.



Mr. Sithichai Chaikriangkrai

Director and Executive Vice President

Mr. Sithichai Chaikriangkrai was appointed a Director and Executive Vice President in May 2010. Prior to the appointment, he assumed the position of Director and Senior Vice President of the Company since 2003. He joined the T.C.C. Group in the year 1990. He has over 30 years of experience in accounting and finance. He served as a Finance and Accounting Manager of Asia Voyages & Pansea Hotel from 1983 to 1990, as a Financial Analyst of Goodyear (Thailand) Co., Ltd. from 1980 to 1983, and as an External Auditor in Coopers & Lybrand from 1977 to 1980.

He holds a Bachelor of Accountancy (First Class Honors) from Thammasat University, and has a Diploma in Computer Management from Chulalongkorn University and completed the Director Certification Program 26/2003 with the Thai Institute of Directors. He also has a Certificate of the Mini MBA Leadership Management from Kasetsart University.

In 2009, he won the Asia's Best Companies 2009, Thailand: Best CFO Awards from FinanceAsia Magazine. In 2011 and 2012, he was awarded the Asian Excellence Recognition Awards: Asia's Best CFO (Investor Relations) from Corporate Governance Asia Magazine for the second consecutive years.



Dr. Pisanu Vichiensanth

Director and Senior Vice President

Dr. Pisanu Vichiensanth has been a Director and Senior Vice President since February 2004. He has held several positions in Thai Beverage Group of Companies, including Executive Vice President from 2000 to 2003 and Senior Vice Executive President from 2003 to 2004, at subsidiary, Beer Thai (1991) Public Company Limited. He is currently the President of Beer Thai (1991) Public Company Limited and Cosmos Brewery (Thailand) Co., Ltd. Before joining Thai Beverage Public Company Limited, he had been the Vice President of Engineering and Development (1997-2000) and Assistant Plant Executive (1994-1996) of Carlsberg Brewery (Thailand) Co., Ltd. He was a consultant at Pan Engineering Consultant Co., Ltd. from 1992 to 1994. From 1977 to 1993, he held several teaching positions, including Head of Food Science and Technology at Thammasat University and Head of Food Technology at Khon Kaen University from 1992 to 1993, and from 1989 to 1992, respectively. He lectured in food technology at Khon Kaen University from 1977 to 1990.

He holds a Ph.D. in Engineering from Technical University, Berlin, Germany, a Master of Technology (Second Class Honors) in Biotechnology from Massey University, New Zealand, a Master Brewer from the Scandinavian School of Brewing, Denmark and a Bachelor of Science (Food Science) from Kasetsart University.



Mr. Vichai Chaigavaranurak
Senior Vice President

Mr. Vichai Chaigavaranurak was appointed a Senior Vice President on August 1, 2008. Prior to the appointment, he held many executive positions in Thai Beverage Group of Companies, including the director of Thai Beverage Logistics Co., Ltd., the director of Thai Beverage Marketing Co., Ltd., and Accounting & Finance President (Marketing Group) of Thai Beverage Public Company Limited.

He holds a Bachelor of Business Administration in Finance and Banking, Thammasat University.



Mr. Karn Chitaravimol
Senior Vice President

Mr. Karn Chitaravimol was appointed as a Senior Vice President on February 1, 2011 and was appointed as Managing Director of Thai Drinks Co., Ltd., Wrangyer Beverage (2008) Co., Ltd., and SPM Foods and Beverages Company Limited. Prior to this appointment, he was an Advisor of Thai Beverage Public Company Limited from October 2010 to January 2011 and the Managing Director of Thai Beverage Logistics Co., Ltd. from January 2009 to September 2010. Before joining the Company, he was the Senior Executive Vice President, Business Development and Investments of TCC Land Industrial and Logistics Co., Ltd. in 2008, the Executive Vice President – Logistics Business and the Executive Vice President – Consumer Product Business of Berli Jucker Public Company Limited, respectively, in 2007 and from 1999 to 2007. He was the Senior Vice President – Consumer Product Business of Premier Group of Companies from 1996 to 1999, the President – Tissue Paper Business

and the Vice President – Marketing and Sales Tissue Paper Business of Thai-Scott Paper Company Limited, respectively, from 1993 to 1995 and 1991 to 1993.

He holds a Master Degree in MBA – Marketing from Oklahoma State University, USA.



Mr. Matthew Kichodhan
Senior Vice President

Mr. Matthew Kichodhan was appointed as Senior Vice President on September 9, 2009. He has extensive experiences in Thailand and International markets. From 1990 to 1995, he worked at Lever Brothers (Thailand) Co., Ltd. with a last position as Product Group Manager. In 1995 to 2004, he has held various positions with PepsiCo Inc. in Asia Pacific and International markets with a last position as Brand Marketing Director, Asia Pacific. From 2004 to 2006, he was Vice President, Business Management, Asia Pacific for Gillette Asia Pacific Group, Singapore, and from 2006 to 2009, he was the Director and Chief Operating Officer of Minor Corporation Public Company Limited. He also holds directorships at various companies; as Director of Wave Entertainment Public Company Limited, Director of BEC World Public Company Limited, and Independent Director of Ocean Glass Public Company Limited.

In September 2010, he was appointed as Director and President of Oishi Group Public Company Limited and Director in Oishi Group of Companies.

He holds a Bachelor of Commerce from University of Toronto, Canada and a Master of Science, Management from Imperial College (Management School), University of London, England.



Mr. Jean Lebreton
Senior Vice President

Mr. Jean Lebreton was appointed Senior Vice President in February 2008. At Thai Beverage Public Company Limited, Mr. Lebreton works with other senior executives to develop and implement strategy and facilitate the integration of future acquisitions.

He worked for the Boston Consulting Group (BCG) from 1989 to 2005. After working for BCG in France for five years, he moved to Thailand in 1994 to open the Bangkok office of BCG. He became a partner in the company in 1995. After leaving BCG in 2005, Mr. Lebreton worked independently for several years before joining Thai Beverage Public Company Limited.

Mr. Lebreton has extensive experience in Asia, including several years in Shanghai, China. He has worked in many industry sectors as a consultant, including consumer goods, banking, and energy, covering topics such as market development, consumer research, re-engineering, and value management.

Mr. Lebreton has an MBA from Wharton School of the University of Pennsylvania.



Mr. Vichate Tantiwanich
Senior Vice President

Mr. Vichate Tantiwanich was appointed as a Senior Vice President in May 2012. He has strong experiences in Capital Market for over 30 years. From 2003 to 2010, he has held various positions at the Stock Exchange of Thailand, with the final position being Executive Vice President, and Chairman of Advisory Committee, Market for Alternative Investment (mai), the second board of the Exchange, Director of the Board of Director of Settrade.com Company Limited and Thailand Futures Exchange Public Company Limited. Moreover, he was a founder and the first CEO of Family Know-How Company Limited, a subsidiary company of the Exchange running Money Channel Thailand's first 24-hour TV program focusing on economy and investment of the country. Previously, he was a founder and the first President and CEO of Krung Thai Asset Management Public Company Limited.

Currently, he also serves as Chairman of Executive Board of Creative Entrepreneurship Development Institute (CEDI) of Bangkok University, Vice Chairperson of Capital Market Academy Committee, Advisor to the Stock Exchange of Thailand, mai, and Executive Director of International Chamber of Commerce (Thailand).

Mr. Vichate obtained a Bachelor's Degree in Economics from Chulalongkorn University, and a Master's Degree in Finance and Marketing from University of Hartford, USA. He has completed Director Certificate Program Class 2, Thai Institute of Directors (IOD), Executive Leadership Program, Nida - Wharton, Pennsylvania, USA, Capital Market Academy Leader Program (CMA), Certified Financial Planner (CFP) Class 1 and Top Executive Program in Commerce and Trade (TEPCoT).



Mr. Marut Buranasetkul
Senior Vice President

Mr. Marut Buranasetkul was appointed as a Senior Vice President – Marketing and as a Managing Director of Thai Beverage Marketing Co., Ltd. on September 1, 2012. In 2008 to 2010, he was the Senior Vice President – Corporate Services and the Vice President – Office of the President of Thai Beverage Public Company Limited, the Managing Director of Thai Drinks Co., Ltd., and the Deputy Managing Director of Thai Beverage Marketing Co., Ltd. Before joining the Company, he was the Senior Executive Vice President (Marketing & Sales) & Chief Marketing Officer of CAT Telecom Public Company Limited from 2005 to 2009. During 2001 and 2008, he held various positions as the director of CAT Buzz TV Ltd. from 2007 to 2008, the director of Hutchison CAT Wireless Multimedia Ltd. from 2006 to 2008, the Marketing Director, Digital Business of GMM Grammy Entertainment Public Company Limited from 2004 to 2005, and the Marketing Manager, Channel Distribution Management of Advanced Info Service Public Company Limited from 2001 to 2004.

He holds a Bachelor Degree in Computer Science (Applied Statistics in General Business) from Chulalongkorn University and a Master Degree in Business Administration (Marketing & General Management) from Cleveland State University, USA.



Mr. Prapakon Thongtheppairot
Senior Vice President

Mr. Prapakon Thongtheppairot was appointed as Senior Vice President of Thai Beverage Public Company Limited in July 2012. He joined TCC Group in 2009 as Senior Executive Vice President – Finance of TCC Land Group. From 2010 to 2012, he was appointed Senior Executive Vice President – Corporate Services of TCC Land Group and Plantheon Group. In early 2012, he was appointed Senior Executive Vice President – Land and Development and Investment Management at TCC Land Group.

Prior to joining TCC Group, he worked for Standard Chartered Bank from 2002 to 2009 in Bangkok and Singapore, where he became a Managing Director, Syndications – South East Asia in 2006. From 1995 to 2001, he worked for JPMorgan Chase in New York, Singapore and Hong Kong, where he was Vice President, Debt Capital Markets in 2001. He previously worked in corporate finance department of Morgan Grenfell Thai Company Limited in 1991.

He holds a Bachelor of Business Administration from Assumption University, a Master of Business Administration from Mercer University, Georgia, U.S.A. and a Master of Science in Finance from Georgia State University, Georgia, U.S.A.

Product Portfolio

Brown Spirits

Mungkorn Thong



Hong Thong



Sangsom Special Rum



Blend 285



Blend 285 (1 Litre)



Blend 285 Signature



Mekhong



Phraya



Crown 99



Drummer



White Spirits

Ruang Khao 28 Degrees
 Ruang Khao 30 Degrees
 Ruang Khao 35 Degrees
 Ruang Khao 40 Degrees



Paitong 30 Degrees
 Paitong 35 Degrees



Niyomthai 28 Degrees
 Niyomthai 30 Degrees
 Niyomthai 35 Degrees
 Niyomthai 40 Degrees



White Tiger 28 Degrees
 White Tiger 30 Degrees
 White Tiger 35 Degrees
 White Tiger 40 Degrees



White Bear 30 Degrees
 White Bear 35 Degrees
 White Bear 40 Degrees



Mungkorn Tajeen 30 Degrees
 Mungkorn Tajeen 35 Degrees
 Mungkorn Tajeen 40 Degrees



Chaiya Chao Praya Hanuman Mae Wang Phayanak Phaya Seur



Bangyikhan



Brandy

Meridian



Chinese Herb Spirits

Sua Dum

Chiang-
Chun

Choo Sip Niw



Others

Shinobu Sake



Beer

Chang Classic



Chang Export



Archa



Chang Draught



Chang Light



Federbräu



Non-Alcohol Beverage

Chang Drinking Water



Chang Soda Water Original



Chang Bitter Lime-Lemon Flavored Soda Water



Chang Apple Mint Flavored Soda Water



Chang Blue Magic Tonic Soda Water



Chang Soda Water Returnable bottle



Non Alcohol Beverage – Sermsuk

est Cola



est Strawberry



est Cream Soda



est Orange



est Lemon Lime



Crystal Drinking Water



Crystal Soda Water



Power Plus
(Electrolyte Beverage)



Wrangyer



Non Alcohol Beverage – Oishi

Oishi Green Tea PET (500 ML)



Oishi Green Tea PET (380 ML)



Oishi Green Tea PET (1000 ML)



Oishi Green Tea UHT (250 ML)



Oishi Green Tea Can (320 ML)



Oishi Returnable Bottle (400 ML)



Oishi Chakulza (320 ML)



Oishi Fruito (350 ML)



Amino OK Plus (360 ML)

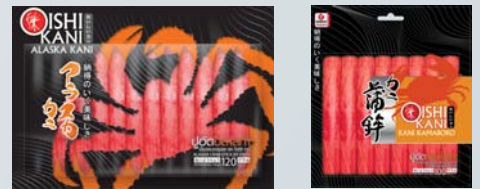


Oishi Chilled, Frozen Food and Snack

Gyoza



Kani



Sandwich



Onori Seaweed Snack



Japanese Restaurants



International Product Portfolio

Thai Brands

Chang Beer



Chang Beer
6 pack



Mekhong



Phraya



Single Malt Scotch Whisky

Old Pulteney
12 year old



Old Pulteney
17 year old



Old Pulteney
21 year old



Old Pulteney
40 year old



Balblair
1975



Balblair
1989



Balblair
1997



Balblair
2002



Balblair
1965



anCnoc
12 year old



anCnoc
16 year old



anCnoc
22 year old



anCnoc
35 year old



Speyburn
10 year old



Speyburn
Bradan Orach



Blended Scotch Whisky

Hankey Bannister
Original



Hankey Bannister
12 year old
Regency



Hankey Bannister
21 year old Partner's
Reserve



Drummer



Catto's
Rare Old
Scottish



Catto's
12 year old



Catto's
25 year old



MacArthur's



Vodka

Kulov



Gin

Caorunn



Coldstream



Chinese Spirits

Yuanjiang
6 year



Yuanjiang
9 year



Yu Lin Quan Big Classic
9 year



Chinese Wines


Longevity





Ningbo Pagoda





Milestones


2003  **October**
 Thai Beverage Public Company Limited was established as a holding company for the alcohol beverage business


2006  **May**
 ThaiBev successfully listed on the Singapore Exchange main board

2008  **September**
 Acquisition of 43.9% of Oishi Group Public Company Limited ("Oishi") and disposal of 100% of Thai Alcohol Public Company Limited; followed by acquisition of additional Oishi shares via tender offer in November, resulting ThaiBev holds more than 50% of total sold shares in Oishi

2009  **November**
 Acquisition of Yunnan Yulinquan Liquor Co., Ltd., Chinese white spirit distillery in China

2010  **May**
 ThaiBev's first distribution center (DC) in Nakhon Ratchasima province commenced operations; followed by two more DCs in Chonburi and Surat Thani provinces, respectively, in June and August 2010

2011  **October**
 Acquisition of 64.66% shares of Sermsuk Public Company Limited ("Sermsuk"), a leading beverage manufacturer and distributor in Thailand

2012  **February**
 Execution of a sponsorship agreement with Spanish football clubs, FC Barcelona and Real Madrid C.F., to promote "Chang" brand for three years

April
 Oishi, the leader of Japanese food business, has expanded to snack business. Its first product, "Onori" — Japanese-styled fried seaweed snacks, was introduced in order to leverage its business potential and enhance product diversification for a full range of the food business

August
 Fraser and Neave, Limited, a leading Singaporean Company in Beverage, Property and Publishing & Printing industries, became an associate company of ThaiBev through acquisition of shares

 **September**
 Oishi emphasized its positioning as leader of innovation by launching Oishi returnable bottle, available at food shops and retail stores in our network through Sermsuk

October
 Beer Thai (1991) Public Company Limited commenced the Bituminus Project to switch from utilizing heavy fuel oil to biomass for energy-saving and eco-friendly purposes

November
 Sermsuk introduced est cola to penetrate all nationwide channels in Thai CSD Market

2012 Awards



"Asia's Best CEO (Investor Relations) :
Mr. Thapana Sirivadhanabhakdi"
from 2nd Asian Excellence Recognition
Awards 2012
By Corporate Governance Asia



"Asia's Best CFO (Investor Relations) :
Mr. Sithichai Chaikriangkrai"
from 2nd Asian Excellence Recognition
Awards 2012
By Corporate Governance Asia



"Best Investor Relations"
from 2nd Asian Excellence Recognition
Awards 2012
By Corporate Governance Asia

Corporate Awards



"Most Transparent Company Award 2012,
Runner-Up in Foreign Listings"
from 13th Investors' Choice Awards 2012
By Securities Investors Association
(Singapore)



"Most Organised Investor Relations"
and "Best Annual Report in Thailand"
from 2nd Annual Southeast Asia
Institutional Investor Corporate Awards
By Alpha Southeast Asia



"The Best of Asia"
from 8th Corporate Governance
Asia Recognition Awards 2012
By Corporate Governance Asia



"Best deal, Thailand"
from the Asset Triple A Country
Awards 2012
By The Asset



Product : Hankey Bannister 40 Year Old
Award : Supreme Champion Spirit
From : International Spirits Challenge
2012



Product : Speyburn 25 Year Old
Award : Best Highland Single Malt Whisky
From : World Whiskies Awards 2012



Product : Speyburn Bradan Orach
Award : Double Gold Medal
From : San Francisco World Spirits
Competition 2012

Product Awards



Product : Phraya
Award : Gold Medal
From : Beverage Testing Institute 2012



Product : Caorunn Gin
Award : Gold Medal, Travel Retail Masters
From : The Spirits Business 2012





Bringing
happiness to
consumers

Our extensive portfolio of innovative and quality products cater to a wide range of consumers tastes and preferences, and are suitable for all occasions. The smiles on their faces as they partake of our products bear testament to high levels of customer satisfaction. When they are “happy”, we are “happy”.



360°
Happiness

Receiving great feedback from customers fuels our determination to further improve ourselves. We have enhanced our warehousing and logistical systems, and adopted new technologies that enable faster and more efficient processes. Supported by a far-reaching distribution network, we are poised for a new stage of growth and to bring “happiness” to more consumers across Southeast Asia.





Bringing
happiness
to our
employees





Our people are the backbone and engine of our organization. They contribute a great deal to our quest for sustainable growth and we shape them to be bright, to be bold, and to be the best. We instill in them values that promote virtue, efficiency, accountability, and team spirit which spur them to take initiative and put their heart into becoming the world-class professionals that we believe they can be. "Happiness" comes when they realize their potential.





Bringing happiness to all stakeholders

We cherish the trust that our investors, business partners, and shareholders have placed in us, and we seek to make them “happy” as they journey with us on our path towards greater domestic and international success. We are devoted to the highest standards of corporate governance and transparency as we pursue excellence and sustainable returns.



I started my career at ThaiBev when I was young and really appreciated that the Company trusted me to be a part of big projects. The first project I participated was the Biogas System project for produce fuel from distillery slop. It is my pride to be able to help the production facility to reduce the energy consumption and contributes to the environmental consumption.

Pamorn Satiramwong (Left)
Mechanical Engineer, Office of Engineer

I have worked for ThaiBev since 1995 and I started my career here as scientist. Now I serve as Senior Section Shift Research and Development. One of my impressions is that I have a chance to work for senior management of the Spirits Group. They encouraged me to learn more and gave both support and advices. This has been the drive behind my success all along.

Benjamas Thammahonr (Middle)
Senior Section Shift Research and Development

I am proud to work for a leading organization with great management team and personnel. ThaiBev provides opportunities and supports employees to learn new things. Moreover, ThaiBev instills the culture of treating our colleagues as our own family. It inspires me to continue a life-long learning to reach my goals.

Sirikorn Sujitsumran (Right)
Safety Supervisor



It has been my 26th year of service at ThaiBev. Working for the Office of Human Resources allows me to see the continuous growth of the organization from then to now that we are the leading beverage company, domestically and internationally. I am proud to be a part of the organization and ready to jointly develop and support the Company to achieve strong and stable growth.

Adul Jittayanant
Assistant Vice President – Office of Human Resources



Working at ThaiBev, my equation for happiness is passion + fun = positive change of the organization. My scope of work gives me a chance to collaborate with colleagues from various functions, which requires knowledge, skills, experience, and creativity. The most important thing is to open your mind as well as your eyes and your ears so that you really listen to others' opinions. Moreover, our senior management team is ready to listen and guide us to the right direction, which is inspirational for me to push the limit to achieve innovations for the Company. I am always proud when I see fruitful success from collaborative efforts of our teams.

Manurada Pornchanarak
Senior Brand Visual & Identity Officer



ThaiBev is like my second home and all coworkers are like family members who work together toward success. I am happy with all my contributions, both Van Sales Automation (VSA) and ThaiBev Family (TBF) whereby PDA and advanced technology are utilized by thousands of sales teams and agents. Such success comes from devotion and determination of all our people. I am happy and always proud every time I see my works contributing to all parties. It drives me and the team to continue coming up with more good works. As you work with happiness and pride, such happiness will expand to those around you and make them work happily, too.

Dr. Nattaya Choekanaknopa and Team
Assistant Vice President – Office of Sales Development



We have worked at ThaiBev for over 10 years; and we never seize to develop innovations. Our senior management team gives us the direction that "Working is constant development". So, we began with simple improvement of machinery and stepped up to more complex ones. No matter how many times we have failed, we never give up. Our greatest pride is the invention of the machine to place soda trays on pallets, which won the Biggest Saver Contest 2012. We promise to continue our research to enhance the operational efficiency.

Worathep Kamsrisod
Maintenance Division Manager
Tadsanee Injun
Assistance Department Head
Sompoch Karnsombat
Assistance Department Head
Jumlong Mongkolsab
Foreman
Natthavud Laovong
Engineering Division Manager
Sukit Kaewcharoen
Department Head
Phraivan Upama
Department Head



I have seen continuous development of the organization throughout my 30 years of working at ThaiBev. I am proud to grow along with the Company as it shows that the Company appreciates its personnel. ThaiBev provides career advances and welfare which extends to our family as well. My daughter was granted a scholarship in the White Elephant Project for students with academic excellence. Also, the project gave a chance for my daughter to be a part of the organization. I am glad to have a good job and believe that if we love what we do, it will make us work happily. Thus, we could share happiness to those around us and create the endless circle of happiness.

Orrawan Chotikarnjanawat
Assistant Vice President – Office of Accountant

Shareholding Structure

as at December 31, 2012

Thai Beverage Public Company Limited

Registered capital of Baht 29,000,000,000 with paid-up capital of Baht 25,110,025,000 consisting of 25,110,025,000 issued common shares, with the par value of Baht 1 each.

● Distillery Group

100% Sangsom Co., Ltd.
100% Fuengfuanant Co., Ltd.
100% Mongkolsamai Co., Ltd.
100% Thanapakdi Co., Ltd.
100% Kanchanasingkorn Co., Ltd.
100% Sura Piset Thipharat Co., Ltd.
100% Sura Bangyikhan Co., Ltd.
100% Mekhong Distillery Limited
100% Athimart Co., Ltd.
100% S.S. Karnsura Co., Ltd.
100% Kankwan Co., Ltd.
100% Theparunothai Co., Ltd.
100% Red Bull Distillery (1988) Co., Ltd.*
100% United Winery and Distillery Co., Ltd.
100% Simathurakij Co., Ltd.
100% Nateechai Co., Ltd.
100% Luckchai Liquor Trading Co., Ltd.
100% Sura Piset Pattharalanna Co., Ltd.*
100% United Products Co., Ltd.

● Brewery Group

100% Beer Thip Brewery (1991) Co., Ltd.
100% Cosmos Brewery (Thailand) Co., Ltd.
100% Beer Thai (1991) Public Company Limited
100% Vidhayathan Co., Ltd.

● Sale Group

● Beer Group

100% Pomthip (2012) Co., Ltd. (6)
100% Pomkit Co., Ltd.
100% Pomklung Co., Ltd.
100% Pomchoh Co., Ltd.
100% Pomcharoen Co., Ltd.
100% Pomburapa Co., Ltd.
100% Pompalang Co., Ltd.
100% Pomnakorn Co., Ltd.

● Liquor Marketing Group

100% Num Yuk Co., Ltd.
100% Num Kijjakarn Co., Ltd.
100% Num Palang Co., Ltd.
100% Num Muang Co., Ltd.
100% Num Nakorn Co., Ltd.
100% Num Thurakij Co., Ltd.
100% Numrungrod Co., Ltd.
100% Numthip Co., Ltd.

● Modern Trade Sale Group

100% Modern Trade Management Co., Ltd. (7)
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● Sole Agent Group

100% Thipchalothorn Co., Ltd.
100% Krittayabun Co., Ltd.
100% Surathip Co., Ltd.
100% Sunthornpirom Co., Ltd.
100% Piromsurang Co., Ltd.

● Marketing Group

100% Thai Beverage Marketing Co., Ltd.
100% Chang International Co., Ltd.
100% Chang Corp Co., Ltd.
100% Dhospaak Co., Ltd.

● International Business Group

100% International Beverage Holdings Limited
100% InterBev (Singapore) Limited
100% Super Brands Company Pte. Ltd.
100% InterBev (Cambodia) Co., Ltd.
100% InterBev Malaysia Sdn. Bhd.
100% Best Spirits Company Limited
100% International Beverage Holdings (China) Limited
100% InterBev Trading (China) Limited
100% Yunnan Yulinquan Liquor Co., Ltd.
100% International Beverage Holdings (UK) Limited
100% International Beverage Holdings Limited USA, Inc.
100% Blairmhor Limited (N)
100% Blairmhor Distillers Limited (D) (N)
100% Speyburn-Glenlivet Distillery Company Limited (D) (N)
100% The Knockdhu Distillery Company Limited (D) (N)
100% The Balblair Distillery Company Limited (D) (N)
100% The Pulteney Distillery Company Limited (D) (N)
49.49% Liquorland Limited
100% Wee Beastie Limited (D) (N)
49.88% Inver House Distribution SA (D) (N)
100% Moffat & Towers Limited (D) (N)
100% Inver House Distillers Limited
100% Glen Calder Blenders Limited (D) (N)
100% Hankey Bannister & Company Limited (D) (N)
100% R Carmichael & Sons Limited (D) (N)
100% James Catto & Company Limited (D) (N)
100% Mason & Summers Limited (D) (N)
100% J MacArthur Jr & Company Limited (D) (N)
100% Beer Chang International Limited
100% International Beverage Trading Limited
100% InterBev Investment Limited (4)
28.63% Fraser and Neave, Limited (5)

● Non-Alcohol Beverage Business Group

100% Thai Drinks Co., Ltd.
99.84% SPM Foods and Beverages Company Limited

● Group of Listed Companies on the Stock Exchange of Thailand

● Oishi Group

Japanese Green Tea / Non-Alcohol Beverage Food Business Group

89.26% Oishi Group Public Company Limited
100% Oishi Trading Co., Ltd.
100% Oishi Ramen Co., Ltd.
100% Oishi International Holdings Limited (1)

● Sermasuk Group

Carbonated Soft Drink / Non-Carbonated Soft Drink Water-Soda / Distributor

64.66% Sermasuk Public Company Limited
100% Sermasuk Holdings Co., Ltd.
100% Sermasuk Beverage Co., Ltd.
100% Wrangyer Beverage (2008) Co., Ltd.
40% Petform (Thailand) Co., Ltd.
100% Sermasuk Training Co., Ltd. (2)
100% Great Brands Limited (3)

● Related Business Group

100% Thai Beverage Energy Co., Ltd.
99.72% Thai Molasses Co., Ltd.
100% Feed Addition Co., Ltd.
100% Pan International (Thailand) Co., Ltd.
100% Charun Business 52 Co., Ltd.
100% Thai Cooperage Co., Ltd.*
100% Thai Beverage Recycle Co., Ltd.
100% Thai Beverage Logistics Co., Ltd.

● Trademark Group

100% Thai Beverage Brands Co., Ltd.
100% Archa Beer Co., Ltd.
100% Beer Chang Co., Ltd.
100% Chang Beer International Co., Ltd. (D) (N)

● Others

100% Thai Beverage Training Co., Ltd.
40% Sura Piset Sahasan Co., Ltd. (N)
58.63% Sura Piset Samphan Co., Ltd. (N)
Thai Thum Distillery Co., Ltd. (N)
Thai Cooperage Co., Ltd.*
Sura Piset Pattharalanna Co., Ltd.*
Red Bull Distillery (1988) Co., Ltd.*

Note According to Auditor's Note
D Dormant
N Non-trading
* Those companies are in Related Business Group or Distillery Group, as the case may be. We represent those companies in other Group for the benefit and the clearness in consideration of the group of company's shareholding

Remarks :
(1) Incorporated in Hong Kong on May 21, 2012.
(2) Incorporated on June 5, 2012.
(3) Incorporated in Hong Kong on June 1, 2012.
(4) Incorporated in Hong Kong on November 16, 2012.

(5) International Beverage Holdings Limited ("IBHL") acquired shares of this company since July 2012. Thereafter, the investment in this company was disposed by IBHL to InterBev Investment Limited on December 28, 2012.
(6) Incorporated on November 21, 2012.
(7) Registered the change of Company's name from Pomthip Co., Ltd. on December 21, 2012.

Report of the Board of Directors

Breakdown in Shares and Types of Share

As at December 31, 2012

Company /Location	Type of Business	Type of Share	Paid-up Capital (Baht)	Shares Issued	No. of Shares Held (Direct and Indirect)	% of Share-holding	Remark
1. Beer Thai (1991) Public Company Limited 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Beer brewery and production of drinking water and soda water	Common	5,550,000,000.00	555,000,000	555,000,000	100.00%	
2. Beer Thip Brewery (1991) Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Beer brewery and production of drinking water and soda water	Common	6,600,000,000.00	660,000,000	660,000,000	100.00%	
3. Cosmos Brewery (Thailand) Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Beer brewery and production of drinking water and soda water	Common	1,666,666,500.00	166,666,650	166,666,650	100.00%	
4. Sangsom Co., Ltd. 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Spirits distillery	Common	7,500,000,000.00	750,000,000	750,000,000	100.00%	
5. Fuengfuanant Co., Ltd. 333 Moo 1, Tambon Tha Toom Amphoe Si Maha Phot, Prachin Buri 25140	Spirits distillery	Common	900,000,000.00	90,000,000	90,000,000	100.00%	
6. Mongkolsamai Co., Ltd. 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Spirits distillery	Common	700,000,000.00	70,000,000	70,000,000	100.00%	
7. Thanapakdi Co., Ltd. 315 Moo 4, Tambon Mae Faek Amphoe San Sai, Chiang Mai 50290	Spirits distillery	Common	700,000,000.00	70,000,000	70,000,000	100.00%	
8. Kanchanasinghorn Co., Ltd. 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Spirits distillery	Common	700,000,000.00	70,000,000	70,000,000	100.00%	
9. Sura Bangyikhan Co., Ltd. 82 Moo 3, Tambon Bang Ku Wat Amphoe Muang Pathum Thani Pathum Thani 12000	Spirits distillery	Common	4,000,000,000.00	400,000,000	400,000,000	100.00%	
10. Athimart Co., Ltd. 170 Moo 11, Tambon Nihom Amphoe Satuek, Buri Ram 31150	Spirits distillery	Common	900,000,000.00	90,000,000	90,000,000	100.00%	
11. S.S. Karnsura Co., Ltd. 101 Moo 8, Tambon Kaeng Dom Amphoe Sawang Wirawong Ubon Ratchathani 34190	Spirits distillery	Common	800,000,000.00	80,000,000	80,000,000	100.00%	
12. Kankwan Co., Ltd. 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Spirits distillery	Common	800,000,000.00	80,000,000	80,000,000	100.00%	
13. Theparunothai Co., Ltd. 99 Moo 4, Tambon Hat Kham Amphoe Muang Nong Khai, Nong Khai 43000	Spirits distillery	Common	700,000,000.00	70,000,000	70,000,000	100.00%	
14. Red Bull Distillery (1988) Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District, Chatuchak District Bangkok 10900	Spirits distillery	Common	5,000,000,000.00	500,000,000	500,000,000	100.00%	

Company /Location	Type of Business	Type of Share	Paid-up Capital (Baht)	Shares Issued	No. of Shares Held (Direct and Indirect)	% of Share-holding	Remark
15. United Winery and Distillery Co., Ltd. 14 Sangsom Building, Soi Yasoob 1 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Spirits distillery	Common	1,800,000,000.00	180,000,000	180,000,000	100.00%	
16. Simathurakij Co., Ltd. 1 Moo 6, Tambon Ban Daen Amphoe Banphot Phisai Nakhon Sawan 60180	Spirits distillery	Common	900,000,000.00	90,000,000	90,000,000	100.00%	
17. Nateechai Co., Ltd. 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Spirits distillery	Common	800,000,000.00	80,000,000	80,000,000	100.00%	
18. Luckchai Liquor Trading Co., Ltd. 46 Moo 1, Tambon Nong Klang Na Amphoe Muang Ratchaburi Ratchaburi 70000	Spirits distillery	Common	800,000,000.00	80,000,000	80,000,000	100.00%	
19. Sura Piset Thipharat Co., Ltd. 14 Sangsom Building, Soi Yasoob 1 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Spirits distillery	Common	1,000,000,000.00	10,000,000	10,000,000	100.00%	
20. Modern Trade Management Co., Ltd. 15 Sangsom Building 2, 8 th floor Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900 (Registered the change of Company's name and address on December 21, 2012)	Beer, spirits and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	(1)
21. Pomkit Co., Ltd. 523/1 Moo 3, Tambon Joho Amphoe Muang Nakhon Ratchasima Nakhon Ratchasima 30310	Beer and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
22. Pomklung Co., Ltd. 22/1 Soi 2 (Paprao), Paprao Road Tambon Padad, Amphoe Muang Chiang Mai Chiang Mai 50100	Beer and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
23. Pomchok Co., Ltd. 16/1 Moo 1, U Thong Road Tambon Tha Wasukri Amphoe Phra Nakhon Si Ayutthaya Phra Nakhon Si Ayutthaya 13000	Beer and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
24. Pomcharoen Co., Ltd. 135/3 Moo 4, Kanchanavithi Road Tambon Bang Kung Amphoe Muang Surat Thani Surat Thani 84000	Beer and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
25. Pomburapa Co., Ltd. 51/42 Moo 3, Sukhumvit Road Tambon Ban Suan Amphoe Muang Chon Buri Chon Buri 20000	Beer and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
26. Pompalang Co., Ltd. 439 Moo 11, Tambon Muang Kao Amphoe Muang Khon Kaen Khon Kaen 40000	Beer and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	

Company /Location	Type of Business	Type of Share	Paid-up Capital (Baht)	Shares Issued	No. of Shares Held (Direct and Indirect)	% of Share-holding	Remark
27. Pomnakorn Co., Ltd. 85/35, 85/36 Petchakasem Road Tambon Na-Muang Amphoe Muang Ratchaburi Ratchaburi 70000	Beer and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
28. Pomthip (2012) Co., Ltd. 40/53 Moo 3, Talad Bangkhen Sub-District Laksi District, Bangkok 10210 (Incorporated on November 21, 2012)	Beer and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	(2)
29. Num Yuk Co., Ltd. 40/53 Moo 3, Talad Bangkhen Sub-District Laksi District, Bangkok 10210	Spirits distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
30. Num Kijjakarn Co., Ltd. 523/1 Moo 3, Tambon Joho Amphoe Muang Nakhon Ratchasima Nakhon Ratchasima 30310	Spirits distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
31. Num Palang Co., Ltd. 22/1 Soi 2 (Paprao), Paprao Road Tambon Padad, Amphoe Muang Chiang Mai Chiang Mai 50100	Spirits distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
32. Num Muang Co., Ltd. 16/2 Moo 1, U Thong Road Tambon Tha Wasukri Amphoe Phra Nakhon Si Ayutthaya Phra Nakhon Si Ayutthaya 13000	Spirits distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
33. Num Nakorn Co., Ltd. 149/3 Chulachomkiao Road Tambon Tha Kham Amphoe Phun Phin, Surat Thani 84130	Spirits distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
34. Num Thurakij Co., Ltd. 51/40-41 Moo 3, Sukhumvit Road Tambon Ban Suan Amphoe Muang Chon Buri, Chon Buri 20000	Spirits distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
35. Numrungrud Co., Ltd. 439 Moo 11, Tambon Muang Kao Amphoe Muang Khon Kaen, Khon Kaen 40000	Spirits Distributor	Common	10,000,000.00	100,000	100,000	100.00%	
36. Numthip Co., Ltd. 85/33, 85/34 Petchakasem Road Tambon Na-Muang Amphoe Muang Ratchaburi Ratchaburi 70000	Spirits Distributor	Common	10,000,000.00	100,000	100,000	100.00%	
37. Thipchalothorn Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Beer, spirits and non-alcoholic beverages agency	Common	1,000,000.00	100,000	100,000	100.00%	
38. Krittayabun Co., Ltd. 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Beer, spirits and non-alcoholic beverages agency	Common	5,000,000.00	500,000	500,000	100.00%	
39. Surathip Co., Ltd. 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Beer, spirits and non-alcoholic beverages agency	Common	1,200,000.00	120,000	120,000	100.00%	
40. Sunthornpirom Co., Ltd. 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Beer, spirits and non-alcoholic beverages agency	Common	5,000,000.00	500,000	500,000	100.00%	
41. Piromsurang Co., Ltd. 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Beer, spirits and non-alcoholic beverages agency	Common	5,000,000.00	500,000	500,000	100.00%	

Company /Location	Type of Business	Type of Share	Paid-up Capital (Baht)	Shares Issued	No. of Shares Held (Direct and Indirect)	% of Share-holding	Remark
42. Thai Beverage Energy Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Trading of biogas	Common	860,000,000.00	8,600,000	8,600,000	100.00%	
43. Thai Molasses Co., Ltd. 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Trading of molasses	Common	40,000,000.00	40,000	39,889	99.72%	
44. Feed Addition Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Trading of feeds and fertilizer	Common	1,000,000.00	10,000	10,000	100.00%	
45. Pan International (Thailand) Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Trading of supplies and procurement	Common	1,000,000.00	10,000	10,000	100.00%	
46. Charun Business 52 Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Brick producer and distribution of spirits	Common	121,800,000.00	1,218,000	1,218,000	100.00%	
47. Thai Cooperage Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Oak barrel producer	Common	300,000,000.00	30,000,000	30,000,000	100.00%	
48. Thai Beverage Recycle Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Trading of bottles	Common	123,000,000.00	1,230,000	1,230,000	100.00%	
49. Thai Beverage Logistics Co., Ltd. 1 East Water Building Soi Vibhavadi-Rangsit 5 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Transportation and distribution	Common	1,012,000,000.00	101,200,000	101,200,000	100.00%	
50. Thai Beverage Marketing Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Import and export spirits for trading / international marketing and non-alcoholic beverages agency	Common	300,000,000.00	30,000,000	30,000,000	100.00%	
51. Dhospaak Co., Ltd. 1 East Water Building, 20 th Floor Soi Vibhavadi-Rangsit 5 Chomphon Sub-District Chatuchak District, Bangkok 10900	Advertising agency	Common	25,000,000.00	2,500,000	2,500,000	100.00%	
52. Thai Beverage Training Co., Ltd. 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Training	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
53. International Beverage Holdings Limited Room 901-2, Silvercord Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong	Holding company	Ordinary	HKD 1,760,600,000.00	1,760,600,000	1,760,600,000	100.00%	
54. Thai Beverage Brands Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Trademark holding	Common	5,000,000.00	50,000	50,000	100.00%	
55. Beer Chang Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Trademark holding and production of concentrate materials	Common	1,000,000.00	10,000	10,000	100.00%	

Company /Location	Type of Business	Type of Share	Paid-up Capital (Baht)	Shares Issued	No. of Shares Held (Direct and Indirect)	% of Share-holding	Remark
56. Archa Beer Co., Ltd. 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Trademark holding and production of concentrate materials	Common	1,000,000.00	100,000	100,000	100.00%	
57. Sura Piset Pattharalanna Co., Ltd. 14 Sangsom Building, Soi Yasooob 1 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Holding company	Common	1,000,000,000.00	10,000,000	10,000,000	100.00%	
58. United Products Company Limited 56 Sukhapibal Road, Tambon Nakhon Chai Si Amphoe Nakhon Chai Si Nakhon Pathom 73120	Production and distribution of spirits	Common	350,000,000.00	3,500,000	3,500,000	100.00%	(3)
59. Thai Drinks Co., Ltd. 14 Sangsom Building Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Distribution of beverages	Common	60,000,000.00	600,000	600,000	100.00%	
60. Oishi Group Public Company Limited 19 th -20 th Floors, Park Ventures Ecoplex 57 Wireless Road, Lumpini, Pathumwan Bangkok 10330 (Registered the change of Company's address on December 19, 2012)	Japanese restaurants and distribution of food and beverage	Common	375,000,000.00	187,500,000	167,360,199	89.26%	
61. Thai Thum Distillery Co., Ltd.# 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Production and distribution of spirits	Common	17,500,000.00	17,500	17,483	99.90%	
62. Sura Piset Sahasan Co., Ltd.# 14 Sangsom Building, Soi Yasooob 1 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Trading of spirits	Common	100,000,000.00	1,000,000	1,000,000	100.00%	
63. Sura Piset Samphan Co., Ltd.# 14 Sangsom Building, Soi Yasooob 1 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Trading of spirits	Common	100,000,000.00	1,000,000	1,000,000	100.00%	
64. Vidhayathan Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Environmental public relations	Common	5,000,000.00	500,000	500,000	100.00%	
65. InterBev (Singapore) Limited No. 138 Cecil Street # 05-02 Cecil Court Singapore 069538	Trading of alcoholic beverages	Common	SGD 9,000,000.00	9,000,000	9,000,000	100.00%	
66. InterBev (Cambodia) Co., Ltd. No. 35, Street 322, Sangkat Boeung Keng Kang 1, Khan Camkamon Phnom Penh, Cambodia	Trading of alcoholic beverages	Common	USD 200,000.00	1,000	1,000	100.00%	
67. InterBev Malaysia Sdn. Bhd. Unit C-25-02, First Floor 3 Two Square Commercial Centre No. 2, Jalan 19/1, 46300 Petaling Jaya Selangor, Malaysia	Trading of alcoholic beverages	Common	MYR 100,000.00	100,000	100,000	100.00%	
68. Best Spirits Company Limited Room 901-2, Silvercord Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong	Trading of alcoholic beverages	Ordinary	HKD 15,300,000.00	15,300,000	15,300,000	100.00%	

Company /Location	Type of Business	Type of Share	Paid-up Capital (Baht)	Shares Issued	No. of Shares Held (Direct and Indirect)	% of Share-holding	Remark
69. International Beverage Holdings (UK) Limited Moffat Distillery, Airdrie, ML6 8PL, Scotland	Holding company	Common	GBP 71,670,000.00	71,670,000	71,670,000	100.00%	
70. International Beverage Holdings (China) Limited Room 901-2, Silvercord Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong	Holding company	Ordinary	HKD 210,500,000.00	21,050,000	21,050,000	100.00%	
71. SPM Foods and Beverages Company Limited 79 Moo 3, Tambon Lamlookbua Amphoe Dontoom Nakhon Pathom 73150	Production and distribution of drinking water and energy drinks and spirits agency	Common	606,250,000.00	60,625,000	60,526,250	99.84%	
72. Oishi Trading Co., Ltd. 19 th -20 th Floors, Park Ventures Ecoplex 57 Wireless Road, Lumpini, Pathumwan Bangkok 10330 (Registered the change of Company's address on December 19, 2012)	Production and distribution of food and beverage	Common	420,000,000.00	4,200,000	3,748,870	89.26%	
73. Oishi Ramen Co., Ltd. 19 th -20 th Floors, Park Ventures Ecoplex 57 Wireless Road, Lumpini, Pathumwan Bangkok 10330 (Registered the change of Company's address on December 19, 2012)	Japanese ramen restaurants	Common	158,000,000.00	1,580,000	1,410,289	89.26%	
74. Oishi International Holdings Limited Room 901-2, Silvercord Tower 1 30 Canton RD TST KLN, Hong Kong (Incorporated on May 21, 2012)	International distribution of beverage	Common	HKD 50,000.00	50,000	44,629	89.26%	(4)
75. Chang Beer International Co., Ltd.# 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Dormant	Common	1,000,000.00	100,000	100,000	100.00%	
76. Mekhong Distillery Limited 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Consultancy service	Common	500,000.00	5,000	5,000	100.00%	
77. Chang International Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Advertising and marketing services	Common	100,000.00	10,000	10,000	100.00%	
78. Chang Corp Co., Ltd. 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Advertising and marketing services	Common	100,000.00	10,000	10,000	100.00%	
79. Super Brands Company Pte. Ltd. 138 Cecil Street # 05-02 Cecil Court Singapore 069538	Trademark holding	Ordinary	SGD 8,210,000.00	8,210,000	8,210,000	100.00%	
80. Beer Chang International Limited No. 138 Cecil Street # 05-02 Cecil Court Singapore 069538	Not yet operated	Ordinary	SGD 498,240.00	498,240	498,240	100.00%	(5)
81. International Beverage Trading Limited XL House, One Bermudiana Road Hamilton HM 11, Bermuda	Trading of alcoholic beverages	Ordinary	US\$ 100,000.00	100,000	100,000	100.00%	
82. Sersuk Public Company Limited Muang Thai-Phatra Complex, 27-28 th Floor 252/35-36 Rachadaphisek Road Huay Kwang, Bangkok 10310	Production and distribution of beverages	Common	265,900,484.00	265,900,484	171,923,138	64.66%	

Company /Location	Type of Business	Type of Share	Paid-up Capital (Baht)	Shares Issued	No. of Shares Held (Direct and Indirect)	% of Share-holding	Remark
83. InterBev Investment Limited Room 901-2, Silvercord Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong (Incorporated on November 16, 2012)	Holding company	Common	SGD 1,000,000.00	1,000,000	1,000,000	100.00%	(6)
84. International Beverage Holdings Limited USA, Inc. 275 Madison Avenue, Suite 701 New York, NY 10016	Trading of alcoholic beverages	Common	USD 1.00	1,000	1,000	100.00%	(7)
85. Blairmor Limited[#] Moffat Distillery, Airdrie, ML6 8PL, Scotland	Holding company	Common	£9,009,407.00	900,940,700	900,940,700	100.00%	
86. Inver House Distillers Limited Moffat Distillery, Airdrie, ML6 8PL, Scotland	Production and distribution of spirits	Common	£10,000,000.00	10,000,000	10,000,000	100.00%	
87. InterBev Trading (China) Limited Room 01-03 Level 1, No. 63 Kunluo Road Shuangjiang Town, Eshan County Yuxi City, Yunnan, China 653200	Trading of alcoholic beverages	-	RMB 10,000,000.00	-	-	100.00%	(8)
88. Yunnan Yulinquan Liquor Co., Ltd. Yulin Village, Shuangjiang Town Eshan County, Yuxi City Yunnan, China 653200	Spirits distillery	-	RMB 159,388,200.00	-	-	100.00%	(8)
89. Blairmor Distillers Limited[#] Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£200.00	2,000	2,000	100.00%	
90. Wee Beastie Limited[#] Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£100.00	100	100	100.00%	
91. Moffat & Towers Limited[#] Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£1.00	1	1	100.00%	
92. Glen Calder Blenders Limited[#] Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£100.00	100	100	100.00%	
93. Hankey Bannister & Company Limited[#] Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£100.00	100	100	100.00%	
94. R Carmichael & Sons Limited[#] Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£30,000.00	30,000	30,000	100.00%	
95. J MacArthur Jr & Company Limited[#] Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£100.00	100	100	100.00%	
96. Mason & Summers Limited[#] 10 Foster Lane, London, EC2V 6HH, England	Dormant	Common	£10,030.00	10,030	10,030	100.00%	
97. James Catto & Company Limited[#] Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£50,000.00	50,000	50,000	100.00%	
98. The Knockdhu Distillery Company Limited[#] Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£100.00	100	100	100.00%	
99. Speyburn-Glenlivet Distillery Company Limited[#] Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£100.00	100	100	100.00%	
100. The Pulteney Distillery Company Limited[#] Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£2.00	2	2	100.00%	
101. The Balblair Distillery Company Limited[#] Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£2.00	2	2	100.00%	
102. Sermsuk Holdings Co., Ltd. Muang Thai-Phatra Complex Tower 1, 27-28 th Floor 252/35-36 Rachadaphisek Road Huay Kwang, Bangkok 10310	Holding company	Common	350,000,000.00	50,000,000	32,329,995	64.66%	

Company /Location	Type of Business	Type of Share	Paid-up Capital (Baht)	Shares Issued	No. of Shares Held (Direct and Indirect)	% of Share-holding	Remark
103. Sermsuk Beverage Co., Ltd. Muang Thai-Phatra Complex Tower 1, 27-28 th Floor 252/35-36 Rachadaphisek Road Huay Kwang, Bangkok 10310	Production and distribution of beverages	Common	689,586,150.00	68,958,615	44,588,636	64.66%	
104. Sermsuk Training Co., Ltd. Muang Thai-Phatra Complex Tower 1, 27-28 th Floor 252/35-36 Rachadaphisek Road Huay Kwang, Bangkok 10310 (Incorporated on June 5, 2012)	Human resources development and organization	Common	10,000,000.00	1,000,000	646,569	64.66%	(9)
105. Great Brands Limited Room 901-2, Sivercord Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong (Incorporated on June 1, 2012)	Manage brands	Common	HKD 1,000,000.00	1,000,000	646,569	64.66%	(10)
106. Wrangyer Beverage (2008) Co., Ltd. 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Production and distribution of energy drink	Common	200,000,000.00	20,000,000	20,000,000	100.00%	
107. Liquorland Limited 8 Westbank Road, Belfast, BT3 9JL Northern Ireland	Off licences	Common	£495,000.00	495,000	245,000	49.49%	
108. Inver House Distribution SA[#] Avenue des Tilleuls, 62140 Marconne, France	Dormant	Common	EUR 40,000.00	2,500	1,247	49.88%	
109. Petform (Thailand) Co., Ltd. 85 Moo 11, Bang Nga-Tha Khlong Road Tambon Khao Samo Khon, Amphoe Tha Wung Lop Buri 15180	Manufacture and distribution of plastic packaging	Common	75,000,000.00	7,500,000	1,939,708	25.86%	
110. Fraser and Neave, Limited #21-00 Alexandra Point 438 Alexandra Road, Singapore 119958	Holding company	Common	1,440,522,280.00	1,440,522,280	412,423,822	28.63%	(11)

Remarks: #These are currently non-trading companies

- (1) On December 21, 2012 the registered capital of this company is THB 10,000,000 consisting of 1,000,000 issued common shares. Thai Beverage Public Company Limited directly and indirectly holds 1,000,000 shares, representing 100% of the registered capital in Modern Trade Management Co., Ltd.
- (2) On November 21, 2012 the registered capital of this company is THB 10,000,000 consisting of 1,000,000 issued common shares. Thai Beverage Public Company Limited directly and indirectly holds 1,000,000 shares, representing 100% of the registered capital in Pomthip (2012) Co., Ltd.
- (3) On May 15, 2012 Thai Beverage Public Company Limited acquired 3,449,998 shares of United Products Company Limited, representing 100% of total shares from Sura Piset Pattharalanna Co., Ltd., a subsidiary of Thai Beverage Public Company Limited, resulting Thai Beverage Public Company Limited directly holds 3,500,000 shares representing 100% of the registered capital in United Products Company Limited.
- (4) On May 21, 2012 the registered capital of Oishi International Holdings Limited is HKD 50,000 consisting of 50,000 issued common shares. Thai Beverage Public Company Limited indirectly holds 50,000 shares, representing 100% in Oishi International Holdings Limited through Oishi Group Public Company Limited.
- (5) On November 30, 2012 Beer Chang International Limited registered the increase of capital from SGD 10,000 to SGD 498,240.
- (6) On November 16, 2012 the registered capital of InterBev Investment Limited is SGD 1,000,000 consisting of 1,000,000 issued common shares. Thai Beverage Public Company Limited indirectly holds 1,000,000 shares, representing 100% in InterBev Investment Limited through International Beverage Holdings Limited.
- (7) This company has the registered capital of USD 1 and share premium of USD 11,799,999.
- (8) This company was incorporated with the type of investment as equity interest, therefore, there is no shares to be issued.
- (9) On June 5, 2012 the registered capital of Sermsuk Training Co., Ltd. is THB 10,000,000 consisting of 1,000,000 issued common shares. Thai Beverage Public Company Limited indirectly holds 1,000,000 shares, representing 100% in Sermsuk Training Co., Ltd. through Sermsuk Public Company Limited.
- (10) On June 1, 2012 the registered capital of Great Brands Limited is HKD 1,000,000 consisting of 1,000,000 issued common shares. Thai Beverage Public Company Limited indirectly holds 1,000,000 shares, representing 100% in Great Brands Limited through Sermsuk Public Company Limited.
- (11) International Beverage Holdings Limited ("IBHL") acquired shares of this company since July 2012. Thereafter, the investment in this company was disposed by IBHL to InterBev Investment Limited on December 28, 2012.

List of Direct and Deemed Interests of Each Director

As at January 21, 2013

Name of directors	Direct Interests	Number of Shares	Percentage of Shareholding	Increase (decrease) during the accounting period ⁽¹⁾	Deemed Interests	Number of Shares	Percentage of Shareholding
1. Mr. Charoen Sirivadhanabhakdi	Thai Beverage Public Company Limited	-	-	30,000,000	Director and his spouse have deemed interests through his associated companies in THBEV shares, totaling of	16,544,687,762	65.89
	Siriwana Co., Ltd. ⁽²⁾	369,750,000	25.50		Shiny Treasure Holdings Limited ⁽²⁾	710,500,000	49.00
	Maxtop Management Corp. ⁽³⁾	-	-		MM Group Limited ⁽³⁾	50,000	100.00
	Risen Mark Enterprise Ltd. ⁽⁴⁾	-	-		MM Group Limited ⁽⁴⁾	50,000	100.00
	Golden Capital (Singapore) Limited ⁽⁵⁾	-	-		MM Group Limited ⁽⁵⁾	140,600,420	100.00
	Shiny Treasure Holdings Limited	25,000	50.00		-	-	-
	MM Group Limited	25,000	50.00		-	-	-
2. Khunying Wanna Sirivadhanabhakdi	Thai Beverage Public Company Limited	-	-	30,000,000	Director and her spouse have deemed interests through her associated companies in THBEV shares, totaling of	16,544,687,762	65.89
	Siriwana Co., Ltd. ⁽²⁾	369,750,000	25.50		Shiny Treasure Holdings Limited ⁽²⁾	710,500,000	49.00
	Maxtop Management Corp. ⁽³⁾	-	-		MM Group Limited ⁽³⁾	50,000	100.00
	Risen Mark Enterprise Ltd. ⁽⁴⁾	-	-		MM Group Limited ⁽⁴⁾	50,000	100.00
	Golden Capital (Singapore) Limited ⁽⁵⁾	-	-		MM Group Limited ⁽⁵⁾	140,600,420	100.00
	Shiny Treasure Holdings Limited	25,000	50.00		-	-	-
	MM Group Limited	25,000	50.00		-	-	-
3. Mr. Narong Srisa-an	Thai Beverage Public Company Limited	1	0.00	-	-	-	-
4. Mr. Komen Tantiwattathanaphan	Thai Beverage Public Company Limited	34,068,668	0.14	-	-	-	-
5. Mr. Puchchong Chandhanakij	Thai Beverage Public Company Limited	1	0.00	-	-	-	-
6. Ms. Kanoknart Rangsihienchai	Thai Beverage Public Company Limited	1	0.00	-	-	-	-
7. Mr. Prasit Kovilaiakool ⁽⁶⁾	-	-	-	-	-	-	-
8. Prof. Kanung Luchai	-	-	-	-	-	-	-
9. Mr. Manu Leopairote	-	-	-	-	-	-	-
10. Mr. Ng Tat Pun	-	-	-	-	-	-	-
11. Mr. Michael Lau Hwai Keong	-	-	-	-	-	-	-
12. Prof. Pornchai Matangkasombut	-	-	-	-	-	-	-
13. Mr. Sakthip Krairiksh	-	-	-	-	-	-	-
14. Gen. Dr. Choo-Chat Kambhu Na Ayudhya	-	-	-	-	-	-	-
15. Mr. Vivat Tejapaibul	Thai Beverage Public Company Limited	241,541,500	0.96	-	His Spouse	50,000,000	0.20
16. Mr. Panote Sirivadhanabhakdi	Thai Beverage Public Company Limited	107,000,000	0.43	-	-	-	-
17. Mr. Thapana Sirivadhanabhakdi	Thai Beverage Public Company Limited	107,000,000	0.43	-	-	-	-
18. Mr. Sawat Sopa	Thai Beverage Public Company Limited	1	0.00	-	-	-	-
19. Mr. Ueychai Tantha-Obhas	-	-	-	-	-	-	-
20. Mr. Sithichai Chaiakriangkrai	Thai Beverage Public Company Limited	1	0.00	-	-	-	-
21. Dr. Pisanu Vichiansanth	-	-	-	-	-	-	-

- Remarks: (1) This is to comply with the requirement of Public Limited Company Act B.E. 2535 (as amended). This shows the total number of shares which the director directly and indirectly holds shares of the company increasing or decreasing during a fiscal year 2012. In this regard, no director holds shares in the Company's affiliate companies. The company does not have any outstanding debentures.
- (2) Siriwana Co., Ltd. holds 11,368,060,000 shares in Thai Beverage Public Company Limited. Shares in Siriwana Co., Ltd. were held by Shiny Treasure Holdings Limited which the director holds shares in Shiny Treasure Holdings Limited as per details shown in the table above.
- (3) Maxtop Management Corp. holds 4,327,042,762 shares in Thai Beverage Public Company Limited. (According to the report of change of interests of Maxtop Management Corp. which was submitted and announced via Singapore Exchange website on June 26, 2012) Shares in Maxtop Management Corp. were held by MM Group Limited which the director holds shares in MM Group Limited as per details shown in the table above.
- (4) Risen Mark Enterprise Ltd. holds 833,335,000 shares in Thai Beverage Public Company Limited. Shares in Risen Mark Enterprise Ltd. were held by MM Group Limited which the director holds shares in MM Group Limited as per details shown in the table above.
- (5) Golden Capital (Singapore) Limited holds 16,250,000 shares in Thai Beverage Public Company Limited. Shares in Golden Capital (Singapore) Limited were held by MM Group Limited which the director holds shares in MM Group Limited as per details shown in the table above.
- (6) Mr. Prasit Kovilaiakool was appointed as Director by the 2012 Annual General Meeting of Shareholders on April 27, 2012.

Statistics of Shareholders

As at March 11, 2013

INFORMATION ON SHARE CAPITAL

Authorised share capital	Baht 29,000,000,000
Issued and fully paid-up capital	Baht 25,110,025,000
Class of shares	Common shares with a par value of Baht 1
Number of shares issued	25,110,025,000 shares
Voting rights	One vote per one share

Analysis of Shareholders by Size of Shareholdings

Size of Shareholdings	Number of Shareholders	%	Number of Shares	%
1 – 999	10	8.77	1,008	0.00
1,000 – 10,000	N/A	N/A	N/A	N/A
10,001 – 1,000,000	38	33.33	12,333,069	0.05
1,000,001 and above	66	57.90	25,097,690,923	99.95
Total	114	100.00	25,110,025,000	100.00

The 25.83% the Company's shares are held in the hands of public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST.

TOP TWENTY SHAREHOLDERS

No.	Name of shareholders	Number of Shares	%
1.	Siriwana Co., Ltd.	11,368,060,000	45.27
2.	The Central Depository (Pte) Limited	8,167,639,564	32.53
3.	Maxtop Management Corp.	3,694,675,000	14.71
4.	Sparkle View Development Limited	420,514,080	1.68
5.	Mr. Thapana Sirivadhanabhakdi	107,000,000	0.43
6.	Mrs. Thapanee Techajareonvikul	107,000,000	0.43
7.	Mr. Panote Sirivadhanabhakdi	107,000,000	0.43
8.	Mrs. Wallapa Traisorat	107,000,000	0.43
9.	Mrs. Atinant Bijananda	88,000,000	0.35
10.	Mrs. Varang Chaiyawan	65,650,500	0.26
11.	Mr. Winyou Chaiyawan	65,641,500	0.26
12.	Mr. Vanich Chaiyawan	64,863,500	0.26
13.	Mr. Veeravet Chaiyawan	61,600,000	0.24
14.	Mr. Natthavat Tejapaibul	59,163,000	0.24
15.	Miss Weena Chaiyawan	50,000,000	0.20
16.	Mrs. Chompoonuch Tejapaibul	50,000,000	0.20
17.	Mrs. Nontana Chaiyawan	48,000,000	0.19
18.	Mr. Vivat Tejapaibul	41,541,500	0.16
19.	Mr. Narit Jivasantikarn	37,450,000	0.15
20.	Mr. Chai Chaiyawan	36,729,500	0.15
Total		24,747,528,144	98.57

Statistics of Shareholders under The Central Depository (Pte) Limited

Size of Shareholdings	Number of Shareholders	%	Number of Shares	%
1 – 999	10	0.10	2,766	0.00
1,000 – 10,000	6,116	61.50	30,698,011	0.38
10,001 – 1,000,000	3,767	37.88	235,116,903	2.88
1,000,001 and above	52	0.52	7,901,821,884	96.74
Total	9,945	100.00	8,167,639,564	100.00

Twenty Largest Shareholders under The Central Depository (Pte) Limited

No.	Name of shareholders	Number of Shares	%
1.	Citibank Nominees Singapore Pte Ltd	3,337,565,227	40.86
2.	United Overseas Bank Nominees Pte Ltd	1,349,873,642	16.53
3.	DBS Nominees Pte Ltd	1,114,197,145	13.64
4.	HSBC (Singapore) Nominees Pte Ltd	627,015,111	7.68
5.	DBSN Services Pte Ltd	406,750,474	4.98
6.	UOB Kay Hian Pte Ltd	307,941,000	3.77
7.	Vivat Tejapaibul	200,000,000	2.45
8.	Merrill Lynch (Singapore) Pte Ltd	141,042,658	1.73
9.	Morgan Stanley Asia (S'pore) Securities Pte Ltd	130,436,260	1.60
10.	Raffles Nominees Pte Ltd	59,764,439	0.73
11.	BNP Paribas Securities Services Singapore	59,113,109	0.72
12.	DB Nominees (S) Pte Ltd	15,575,352	0.19
13.	Phillip Securities Pte Ltd	15,503,659	0.19
14.	Sunfield Pte Ltd	12,000,000	0.15
15.	OCBC Securities Private Ltd	11,736,000	0.14
16.	Lee Seng Tee	10,000,000	0.12
17.	Bank of Singapore Nominees Pte Ltd	8,575,000	0.10
18.	Summerlight Pte Ltd	8,000,000	0.10
19.	DBS Vickers Securities (S) Pte Ltd	7,595,000	0.09
20.	Yeo Johar	5,100,000	0.06
Total		7,827,784,076	95.83

Particular of significant contracts with the interested persons for the year 2012 consist of:

Glass bottle purchase and sale agreement dated 27 December 2012, Thai Beverage Recycle Co., Ltd., the Company's subsidiary, entered into the glass bottle purchase and sale agreement with Berli Jucker Public Company Limited and Thai Malaya Glass Co., Ltd., related companies, to purchase new glass bottles in order to sell to other subsidiaries within the Group for a period of three years, effective from 1 January 2013 to 31 December 2015, under the prices and conditions stated in the agreement.

Molasses purchase agreements, Thai Molasses Co., Ltd., the company's subsidiary entered into molasses purchase and sale agreements with Plantheon Trading Co., Ltd., a related company, in order to sell to other subsidiaries within the group under the purchase price and condition specified in the agreements.

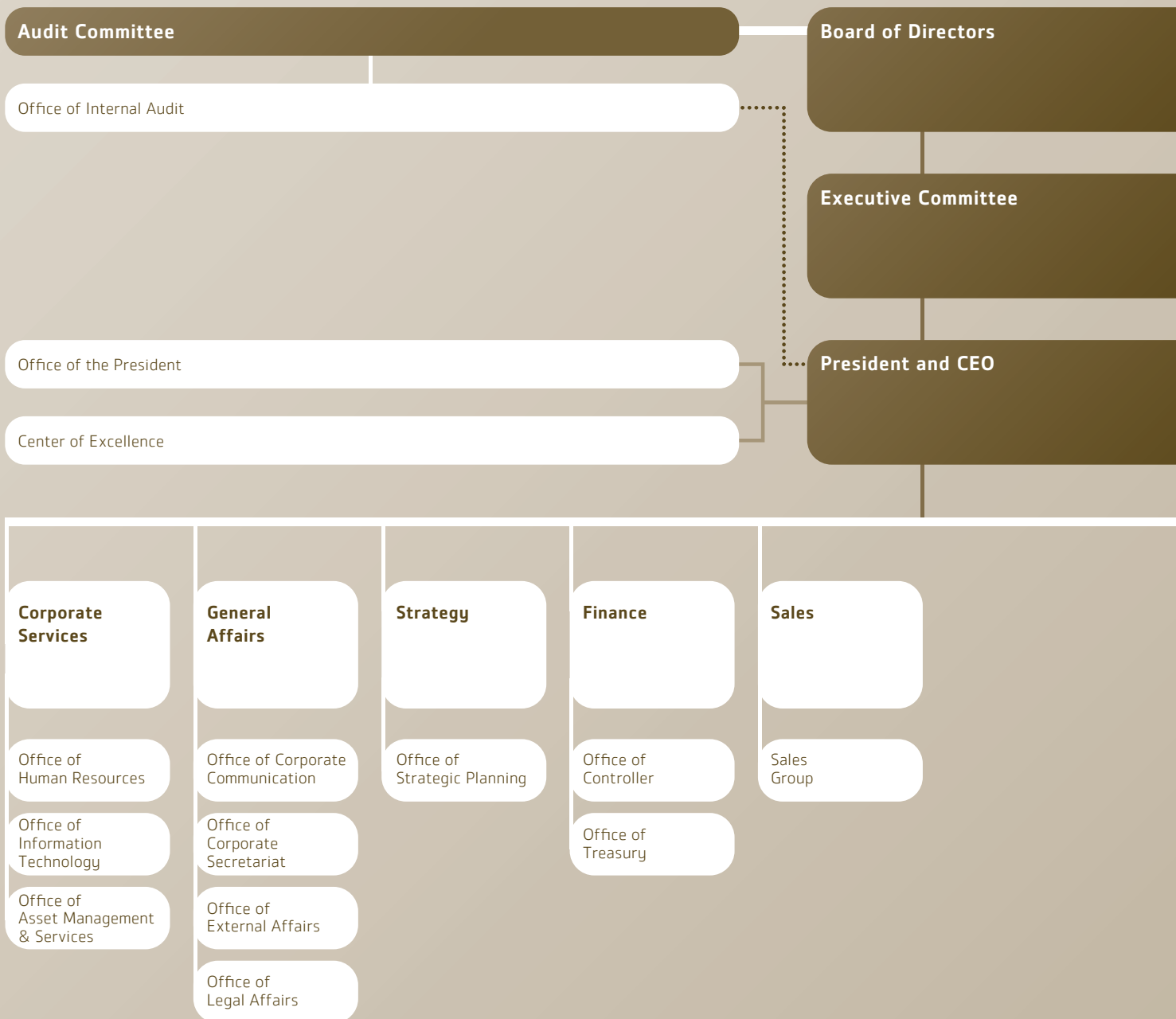
Net book value of the company freehold land and building as at 31 December 2012 were as follows.

	(million Baht)
Land	16,242
Land improvement	611
Building and improvements	11,227
Total	28,080

The company leases various premises, primarily for the branch offices and warehouses. All of these leases are operating leases and not financial leases.

As at 31 December 2012, the amount of freehold land held for planned future business operations amounted to Baht 811 million which was 2.4% of profit before income tax.

Organization Structure





* Effective from August 11, 2011

Responsibilities and Authorization of Each Group/Office

Office of the Chairman of the Executive Board

Co-ordinates and scrutinizes documentation work for presentation to the Chairman of the Executive Board and is responsible for the related secretarial tasks.

Office of the President

Manages secretarial tasks for the President & CEO, including preparation and management of appointments and travel arrangements. Responsible for compiling and recording essential data and information of administrative and strategic tasks; correspond and coordinate with local and international businesses and institutions; and to arrange and set up meetings as assigned.

Centre of Excellence

Manages the research and development function to create high value added products and services, as well as new businesses through innovation and insights to meet changing consumer trends for the sustainable growth of the Company.

Office of Internal Audit

Assists the Board in promoting good corporate governance; reports to the Audit Committee on significant issues of risk management, internal controls and governance; provides advisory services and the resolution of issues concerning internal controls; and promotes risk management to all units' operations.

Office of Human Resources

Formulates Human Resources strategies and policies that support business goals and objectives, as well as oversees Group HR management and practices in order to ensure compliance with labor legislation and Group policies – committing to employees development taking into account the value of human capital and enhancing employees engagement.

Office of Information Technology

Responsible for information technology (IT) services, including development of advanced IT systems so that business units can access information and tools to enhance the Company's competitiveness.

Office of Asset Management Services

Manages corporate assets of and provides services to the Company and its affiliates under the strategies of asset management and information technology systems, designed for management of services, in order to ensure that the assets and services support missions of the Company, enhance the employees' quality of life and safety, as well as develop into the sustainable asset and service management of international standards.

Office of Corporate Communications

Supervises and responsible for all aspects of corporate communications functions, namely advertising and public relations, internal and external communications, electronic communications, to garner the utmost benefits for the company, particularly in regard to corporate image, to oversee and support the Corporate Social Responsibility (CSR) activities of the Company and the fostering of relationship to efficiently support the company's businesses and activities.

Office of Corporate Secretariat

Arranges all board of directors and shareholders meetings, provides minutes of the relevant meetings of the Company and its subsidiaries, as well as other sub-committee meetings as assigned by the management; Oversees compliance with the Public Company Limited Law, Civil and Commercial Code in relation to Partnership and Company Limited, Securities Laws and the Listing Manual of the Singapore Exchange, which are relevant to the Company and/or subsidiaries and controls disclosure of material information to ensure compliance with relevant laws and regulations as well as the Company policy; Supports the Company Secretary as required by relevant laws and regulations, including coordination with the Office of Legal Affairs to provide consultancy to the Company's directors in order to ensure compliance with the relevant laws, rules and regulations, as well as corporate governance; Oversees the share registrar works and investor relations works; Coordinates with subsidiaries of ThaiBev group as assigned; and Organizes the preparation of the annual report.

Office of External Affairs

Builds, strengthens, and extends relationships with public and private sectors ranging from central, regional, provincial to local level. Screens sponsorship and supports to ensure optimal benefits and effectiveness. Manages for other internal functions of the organization to be able to optimize yields from these relationships as well.

Office of Legal Affairs

Analyzes and advises all units of the Company on legal issues to ensure full compliance with the law and for the best interests of the Company, as well as being responsible for litigation matters, juristic acts/contracts matters, registration matters relating to partnerships/companies, and intellectual property.

Office of Strategic Planning

Oversees and coordinates the Company's transformation program through the Project Management Office (PMO), centralizes all M&A activities in close coordination with the finance Office, with a focus on strategic evaluation and Post Merger Integration, and leads key projects as required to define and implement the group's strategy.

Office of Controller

Supervises and oversees the corporate functions of accounting and budgeting to ensure compliance with generally accepted accounting principles in Thailand to present the complete, accurate and timely financial information, as well as compliance with the procedures set forth by the Board of Directors.

Office of Treasury

Supervises and oversees support for treasury affairs to ensure technical and legal compliance of operations, as well as compliance with the procedures set forth by the Board of Directors.

Sales Group

Supervises and oversees support on the sale activities by coordinating with production and logistics units in order to ensure that the sale activities are performed according to the strategic plan.

Marketing Group

Create, develop, and grow a portfolio of alcohol and non-alcohol beverages in the domestic and international markets. Develop and execute marketing strategies and utilise marketing budgets in a creative and cost effective manner to gain the maximum impact in the marketplace to support sales and build brand equity. Strengthen and build brands in the portfolio to create superior returns and values for our shareholders through marketing activities, such as new product development, public relations, sponsorships, advertising, and promotions.

Related Business Group

Supervises and oversees the operation of all related businesses under the responsibility of the Related Business Group in compliance with the Company's policies including giving advice and strategic planning to develop the businesses in charge to gain a maximize value added to the Company.

International Business Group

Manages and expands all the international business of the Company, including production (for facilities outside Thailand), sales, and marketing, covering all ranges of Thai and international products (Scotch Whisky / Spirit / Beer / Non-Alcohol) developed for international markets.

Non-Alcohol Production Group

Manages and oversees the production operation and the development of new products in non-alcoholic beverage category in compliance with the goals and policies of the company, including the promotion of production and personnel skills development for the sustainable benefits of the company.

Beer Production Group

Manages and oversees the production of the three beer companies in compliance with the goals and policies of the Company, including the promotion of the development of production and personnel skills for the sustainable benefit of the Group.

Office of Liquor Production

Manages and oversees operations of the three liquor groups in compliance with the goals and policies of the Company, including the promotion of the development of production and personnel skills for the sustainable benefit of the Company.

Office of Technical Service & Environment

Formulates liquor production processes and controls liquor production at 18 distilleries to meet the requirements of each type as well as the standards of the Thai Industrial Standards Institute. This includes the formulation of environmental management systems and controlling water treatment systems.

Office of Engineering

Oversees the engineering section to support the distilleries and the Company's affiliates to align with goals for the utmost benefit to the Group.

Office of Natural Essences Production

Oversees the process of natural essences production to meet the quality set forth by the Company.

Operating and Financial Review

Overview

Thai Beverage Public Company Limited (“**ThaiBev**”) was established in 2003 with an aim to consolidate its leading spirits and beer businesses in Thailand, which belonged to shareholders and other investors, into a group company. In 2006, ThaiBev registered its listing on the Singapore Exchange (“**SGX**”) and afterwards, expanded to the non-alcohol and food businesses in order to diversify its product portfolio, enhance the logistics efficiency, and mitigate business risks. Presently, ThaiBev is not only the leading beverage producer in Thailand, but also one of the largest beverage producers in Asia. Our business consists of 4 segments i.e. spirits, beer, non-alcohol beverage and food.

Our vision

ThaiBev’s vision is to be the leading beverage producer and distributor with commercial excellence, product premiumization, and professionalism. Our mission is to strengthen our relationship with stakeholders in every aspect, with emphasis on the following 6 values.

- Offer top quality products to all customer segments;
- Respond to demands of distributors with professional service provision;
- Place significance on the return on investment to shareholders through revenue growth and stable and continuous profitability;
- Be a role model in terms of professionalism and transparency; and operate by corporate governance;
- Trust, authorize and reward employees to build the sense of ownership; and
- Contribute to the society.



Strategies

Continue premiumization

ThaiBev continued its focus on product innovation and determination to offer products that better respond to the demands of consumers. We have developed our products to continue premiumization, both in terms of quality and price, in accordance with the changes in markets. In 2012, the Company re-defined the image and characters of our brown spirit brands based on demographics of target groups of customers. In addition, these brands were repositioned to enhance loyalty and awareness of consumers. The Company positioned Sangsom and Hong Thong as brown spirits for overall drinkers while Blend 285 was internationalized to be on par with imported brands. Furthermore, Mekhong underwent a major rebranding, with modernized packaging containing English labels. Marketing campaigns were launched in Thailand and overseas to elevate Mekhong to be a premium brand, ready for global and domestic market penetration.

Expand to the non-alcohol segment

ThaiBev is expanding from the alcohol beverage market to the robust non-alcohol beverage market via its existing and newly integrated distribution network. We ventured into the non-alcohol beverage market by diversifying our product portfolio as well as inorganic growth. In 2008, the Company acquired Oishi Group Public Company Limited (“**Oishi**”), the leading green tea beverage company in Thailand. In 2011, ThaiBev acquired Sermsuk Public Company Limited (“**Sermsuk**”), the beverage company with the most extensive distribution network in Thailand. In 2012, Oishi and Sermsuk collaborated in the launch of the Returnable-Bottle Oishi Green Tea for distribution at food shops and retail stores, making it the first green tea to enter the returnable bottle market. Also in 2012, Sermsuk introduced the carbonated soft drink under the brand “est” to the domestic market in a grand

launch campaign and through its 200,000 distribution footprints across Thailand.

Our strategies to expand to the non-alcohol business increases diversification of our product portfolio for trade partners, optimize our existing distribution network, as well as manages our risks, especially that from excise tax increase imposed on alcohol beverages. These implementations shall strengthen the position of ThaiBev to become the leading total beverage company, not only the leader of alcohol segment.

Secure leading position in the market

ThaiBev, as the leading beverage producer in Thailand, continuously focuses on securing its market leader position through new product development. Innovative products are launched constantly to stay ahead of the changing trends of consumers. Our innovations include the launch of new products, new packaging, and rebranding.

Moreover, we strengthen our position as the market leader through public relations and marketing activities, especially brand investment to increase the presence of our brands to achieve and secure the top-of-mind quality in the heart of our target consumers. We deploy music and sports marketing and contribute to the society through our CSR activities.

Strengthen our distribution network

Our distribution network is the strength of ThaiBev and a solid structure on which our success and our leadership have been built. Our distribution network has been developed from over 30-year spirits business and expanded to the beer and non-alcohol businesses. We have built strong relationship with agents, distributors, modern trade partners, retailers, and restaurants, nurtured by our sales team.

We are determined to further advance our distribution network. In 2012, ThaiBev expanded implementation of the successful “ThaiBev Family” project commenced in 2011. ThaiBev Family project aims to provide our agents their very own stock management system to enhance their business efficiency, and at the same time, strengthen our relationship with these agents, and enable our business plan alignment. The project rolled out for 35 agents in 2011 and reached 110 agents in 2012. We aim to expand the project for a total of 250 agents.

Moreover, the Company plans to extend the relationship with our agents by inviting the next generation of our agents’ family to participate in training sessions to encourage future planning of their business in alignment with the Company.

Advance our international business

One of the key strategies to build growth of ThaiBev is to expand our presence in international fronts. The Company establishes the international business step-by-step to attain a solid platform for the business. We focus on brand building and obtaining the route-to-market, which we believe to be chief contributing factors to our success.

In 2012, the Company remained focused on branding activities in overseas markets. Mekhong was elevated to the position of a global brand under “The Spirit of Thailand” concept. Activities were organized to introduce new Mekhong cocktails at luxurious hotels. Mekhong was also the main sponsor of Amber Lounge Monaco 2012 Party Exclusive, held under the theme of Formula One car racing or F1.

Acquisition of shares in Fraser and Neave, Limited (“F&N”) was a major movement of the Company in becoming the leading beverage producer and distributor on an international level, with commercial excellence, product premiumization and professionalism. The investment in shares of F&N will create synergy for the Company in respect of its existing capability as well as expertise and experience of the Company in production and distribution of alcohol and non-alcohol beverages.

Maximize potential of our people

Our people are one of vital elements of the organization and therefore; ThaiBev considers development of knowledge and ability of our people an essential task of great importance. The Company develops the quality and potential of our employees on a continuous basis. We organize training courses and workshops, which are tailor-made in accordance with the strategies of the Company.

In 2012, ThaiBev commenced the Supervisory Development Program or SDP, which was a training program for employees in supervisory level to be equipped with knowledge, understanding, and management skills necessary for them to navigate through the globalization and highly competitive business environment. In addition, the Company has commenced ThaiBev’s Knowledge Management or ThaiBev’s KM to function as a vehicle for learning process of our people which encourages exchange and sharing of knowledge, skills as well as work experience to further develop the Company to be an ever-learning organization, ready for changes of the business trends.

The Thai Economy

Thailand’s economy in 2012 expanded from the previous year due to expedited recovery after the flood disaster of the private sector and support from the economic stimuli of the public sector. However, the Thai economy was impacted by the economic slowdown, which has been indicated from mid of 2012 onwards. Nevertheless, such impact was limited to the export-oriented manufacturing sector. The economic stability remained healthy, with low unemployment rate and the decreased inflation rate when compared to the previous year mainly due to the dropped price of food products.

The economy of Thailand in the first quarter of 2012 saw recovery from the flood disaster, resulting in the improved manufacturing sector, consumption, and investments. Furthermore, the measures of the public sector to support recovery from the flood disaster as well as the increase of salary of civil officers also played a role in stimulating the



Domestic Business

economy. In June 2012, the sovereign debt issues of countries in the EURO zone affected export and manufacturing sectors, especially export to European Union and Japan. Consumption of private sector saw continuous expansion due to the rise of minimum wages and salary of civil officers. In the third quarter of 2012, the Thai economy continued to expand mainly due to domestic spending. Export remained affected from the EURO crisis and the slowdown of China's economy. The last quarter of 2012 saw improved expansion of the Thai economy when compared to the previous quarter because of the increasing buying power and consumer confidence. The export sector still suffered the effect from the global economic slowdown; however, signals indicated certain stabilizing industries, namely electrical appliances and electronics parts.

Excise tax

On August 21, 2012, the Ministry of Finance released a ministerial regulation imposing excise tax adjustment on certain alcohol beverages. In this connection, excise tax on alcohol beverage was divided into 2 approaches i.e. tax calculation with reference to volume of alcohol per liter or specific rate, and tax calculation based on the ex-factory price or the ad valorem rate. The higher tax of the 2 approaches will be imposed. The tax rates are adjusted as follows:

White spirit	Specific rate was adjusted from Baht 120 to Baht 150 per liter of pure alcohol
Compound spirit	Specific rate was adjusted from Baht 300 to Baht 350 per liter of pure alcohol
Brandy	Ad valorem rate on value was adjusted from 48 percent to 50 percent

Such tax increase affected the excise tax cost of white spirit, compound spirit, and brandy of the Company by approximately 25.0 percent, 16.7 percent, and 4.2 percent, respectively. The Company has adjusted the product price in accordance with the said increased tax cost.

The domestic beverage business in the first quarter of 2012 saw recovery from the flood disaster while the product shortage situation started to subside. Facilities began to restore and resume the production process. Late in the first quarter of 2012, agents and stores were alarmed by the rumor on excise tax increase for alcohol beverages, resulting in the higher purchase orders for stocking purposes. Afterwards, when the government announced the excise tax increase on August 21, 2013, it was found that sales were impacted for a short period after the announcement as consumers were adjusting to the increased price of the products.

The 2012 UEFA European Football Championship in July 2012 did not drive alcohol beverage sales as much as anticipated by operators. This was because football matches were competed near the closing time of entertaining venues and therefore; most consumers preferred to watch live matches at home rather than restaurant and entertainment venues.

Spirits Business

The overall spirits business in 2012 saw growth in sales, both white and brown spirits, in the first half of the year because agents were alarmed by the rumor on excise tax increase. On August 21, 2012, the Government announced the excise tax increase for white and brown spirits i.e. tax on white spirits was adjusted from Baht 120 to Baht 150 per liter of pure alcohol, tax on compound spirit was adjusted from Baht 300 to Baht 350, and tax on brandy was adjusted from 48 percent to the maximum rate of 50 percent of the ex-factory price. Such tax increase affected consumption towards the end of 2012.

The spirits business of ThaiBev in 2012 has prepared for the excise tax increase by partly adjusting the product price in the first half of the year to reduce the impact. After the official announcement on excise tax increase, the Company made another price adjustment to cover such tax increase. This year, the Company maintained the leadership in the domestic spirits business. Sales of spirits business rose by 9.9 percent when compared to last year due to the selling price increase. Total sales volume of the spirits business

increased by 3.3 percent from the growth of both white and brown spirits. Our “Hong Thong” and “Blend 285” enjoyed robust growth. Net profit of the spirits business in 2012 was Baht 18,744 million, an increase of 40.4 percent when compared to the same period of last year, attributable to the reduced cost of molasses.

Beer Business

The domestic beer business in 2012 saw slight growth. The 2012 UEFA European Football Championship in mid of 2012 did not drive the beer sales as much as anticipated. This was because football matches were competed near the closing time of entertaining venues and therefore; most consumers preferred to watch live matches at home rather than restaurant and entertainment venues. As a result, consumer spending during football matches was less than expected.

The beer business was rather flat although sales volume grew by 4 percent when compared to the previous year. However, the increase in costs of raw materials as well as advertisement and promotional spending resulted in the loss of the beer business in 2012.

Non-alcohol Business

In 2012, the non-alcohol beverage market began to recover after various manufacturers were affected by the flood disaster in 4Q2012. Therefore, the overall market saw continuous growth, with the highest growth in ready-to-drink green tea, electrolyte drinks, and carbonated soft drink, respectively. The functional drink market played a more important role while the highest competition was experienced in the ready-to-drink green tea and carbonated soft drink markets in 2012.

The non-alcohol beverage business of ThaiBev encountered certain issues in early 2012 due to the flooded facilities in late 2011. Consequently, production of some products, especially those of Oishi, was interrupted and goods in certain packaging were not available in the market. The Company solved the issue by outsourcing production and relocated manufacturing to the production lines unaffected from the flood to relieve the product shortage. Consequently, production cost increased in the first half of 2012. However, the impacted production bases of Oishi resumed operations in the third quarter of 2012.

Sales of non-alcohol beverage in 2012 mainly derived from Sermsuk and Oishi. Sermsuk launched its carbonated soft drink under “est” brand, the trademark of which was registered by Sermsuk. “est” offered cola and flavored carbonated soft drinks. This marked our penetration into the carbonated soft drink market, which is the largest segment of non-alcohol beverage market, through the distribution network of Sermsuk. In addition, the distribution network of Sermsuk was a key contributor to the expansion of Oishi green tea to the new market with its latest product i.e. “Returnable-Bottle Oishi Green Tea”.

Chang drinking water continued to enjoy growth in sales volume in 2012 because of the increase in brand awareness. The brand was promoted through marketing activities to reach out to more consumers with deployment of “Entertainment Lifestyle” strategy focusing on media and activities according to the lifestyle of the new generation. Moreover, the Company opted for sports marketing, reflected from the new packaging of drinking water, soda, and beer featuring FC Barcelona football club and Real Madrid C.F. football club, for which sponsorship was provided by “Chang” brand.

The non-alcohol business in 2012 saw sales of Baht 28,997 million, an increase of 167 percent YoY, mainly due to the integration of Sermsuk business after the acquisition of shares in October 2011. Net profit was Baht 417 million, or an increase of 189.9 percent.



International business

Food Business

In 2012, the food business in Thailand felt the impact of the rising food cost due to the higher raw material prices, following the rise of oil price.

The Company expanded its food segment as it entered the snack market via the launch of Japanese style fried seaweed under the brand "Onori" in April 2012. Investment was made in advertisement and promotional activities in the early period following the product launch to raise brand awareness. In addition, the Company has developed the latest food franchise called "Kakashi" to penetrate the Quick Serve Restaurant (QSR) segment.

Sales of the food business for the year 2012 were Baht 5,319 million, or an increase of 28.9 percent when compared to the previous year due to the expansion of food outlets and the increase in selling price. Oishi expanded a total of 44 outlets, with emphasis on outlet expansion of Shabushi, the brand of which saw the highest growth in 2012. Oishi ended the year with a total of 156 restaurant outlets.

Net profit of the food business was Baht 66 million, or a decrease of 38.3 percent due to the increase of raw material costs and the investment of "Onori" brand.

ThaiBev through its wholly own subsidiary, International Beverage Holdings Limited ("IBHL"), is responsible for building the international business. IBHL has its headquarter in Hong Kong, and regional offices in Singapore, Cambodia, Malaysia, UK, USA and China. IBHL distributes to over 80 countries, offering a range of core products, namely Scotch whisky from the Inver House Distiller's portfolio, ThaiBev's Chang Beer, Thai spirits and non-alcohol product portfolio, Chinese wines and also Chinese spirits from Yunnan Yulinquan Liquor Co., Ltd. ("YLQ").

Our international production centers include five distilleries in Scotland, and one distillery in Yunnan, China. IBHL's vision is to be a Total Beverage company (offering alcohol and non-alcohol drinks) with highly regarded international brands for consumers around the world, and to represent a substantial revenue proportion to ThaiBev within five years.

Strategy

IBHL's strategy continues to build on three blocks:

Building core brands with global footprints

IBHL focuses on building its key brands:

- a) Single Malt whisky brands such as Balblair, Old Pulteney, Speyburn and anCnoc;
- b) Blended whisky such as Hankey Bannister, Catto's and MacArthur's;
- c) Exported products from Thailand such as Chang Beer, Mekhong and Crown 99.

Sales & Marketing plans and investment levels are set in line with the brand strategy, market opportunities and existing route to market capabilities. For instance, using the sponsoring of FC Barcelona to enhance brand equity across South East Asia and leveraging these assets, in conjunction with regional sponsorship of the Fox Sports La Liga broadcast, to create impactful marketing programs that increase Chang Beer sales and drive further distribution across the region.

A strong increase in the demand for our Scotch whisky brands over the last few years – particularly the Single Malts – has delivered value growth well ahead of volume growth as we continue to premiumize the portfolio and invest behind core brands. For example, Speyburn Single Malt was successfully repackaged in 2012 leading to improved price positioning in the market with sales continuing to grow in key markets, including USA, and our winner of Jim Murray's Whisky Bible's World Whisky of the Year 2012, Old Pulteney 21 year old.

Increasing demand for our Scotch whisky brands has also led to some exciting innovation across the portfolio that focuses on maximizing value and return from a limited aged stock profile. A good example of this is anCnoc which in 2012 launched four Limited Editions – two global releases and market specific exclusives for both Sweden & Global Travel Retail. These limited editions were developed in line with the brand's core proposition a 'Modern Tradition' via a partnership with renowned Scottish illustrator Peter Arkle offering consumers a fresh way to look at the single malt category in a more contemporary light. This has been so successful and the partnership will continue into 2013.

Continuing to expand product portfolios to better serve core market needs

Innovation and product market fit remain at the forefront of our thinking. For example, 2012 saw Old Pulteney launch five new SKU's to meet various market needs, including the long awaited 40 year old which is the oldest and most exclusive official expression to leave the distillery since its establishment in 1826.

In order to fulfill a variety of consumers' demands in the key overseas markets, IBHL will continue to innovate within its core product range as well as to develop new brands in exciting categories such as mainstream spiced rum, premium gin, vodka and special whiskies.

Focusing on achieving business growth in highest value markets and key developing markets

IBHL is committed to establishing a strong business for the long term in high value spirits markets such as USA and fast growing developing markets, including Eastern Europe, Africa and Asia.

IBHL continues to strengthen its current route to market as well as organizational capability in order to expand its business worldwide. Business improvement is ongoing and we are committed to investing in our people as the organization continues to grow.

Our approach will require working with our existing distribution partners and, where appropriate, investing in our in market operations or establishing route to market through a merger and acquisition strategy to best capitalize on the market opportunity.

Development in 2012

Overall performance of the international business

Revenues of the international business grew by 29 percent when compared YoY, this is ahead of 2011 growth and increases in net profit well ahead of revenue growth at 44 percent versus previous year. The key drivers of the growth are the higher sales of cased Scotch whisky sales in UK, selected European markets and USA as well as Chang Beer growth in ASEAN.

Scotch whisky portfolio

Scotch whisky sales continue to account for the largest proportion of sales across the international business. In 2012, IBHL increased the export of its whisky products to developing markets, including Latin America, Russia and Eastern Europe. Solid volume and value growth was achieved in USA, UK and Australia. Small gains were also made in Asia and continually developing our market capability should lead to improved

Scotch growth in this fast growing region moving forward. A number of US initiatives, focused on five priority states only, delivered strong YOY growth particularly for Speyburn and Old Pulteney single malts. IBHL continues to focus on brand building in order to strengthen brand equity in the markets.

We are proud to report that our flagship blended Scotch Hankey Bannister saw the 40 year old expression awarded Supreme Champion at the 2012 International Spirits Competition. This year also saw Speyburn 25 year old named the Best Highland Single Malt Whisky by the World Whisky Association and Speyburn Bradan Orach receiving Double Gold in the San Francisco Wine & Spirits competition. Caorunn Gin, which competes in the super premium gin segment, was awarded Gold in Travel Retail Masters, an outstanding accolade. These achievements reflect the quality of our core products.

Chang Beer in overseas markets

IBHL remained focus on growing Chang Beer sales and the expansion into new overseas markets. In 2012, Chang Beer international sales once again showed a remarkable growth of over 80%, a large proportion of the growth attributable to the successful launch of our Barcelona football platform across South East Asia.

UK, USA and Australia remain important priority markets for Chang Beer and 2012 also saw Scandinavia perform well ahead of expectation, which is exciting for the future.

Looking ahead, our marketing activities for Chang Beer in overseas markets will still emphasize on sports and music marketing under the concept of "Live Like You Mean It" to accentuate our brand presence and identity in consumers' mind.

Thai spirits

In 2012, the Company continued to focus on the sales of Thai spirits in ASEAN countries. IBHL continued to expand the presence of Mekhong in the Asian, European, and US market. The brand saw a 25% increase in sales YoY.

Blend 285 saw strong sales volume growth against previous year which is encouraging albeit from a small base. The first shipment of Royal Legend Blended Spirit, which is classed as an ad-mix spirit, was shipped to export markets and brand development work continues to enhance our product offering in this category.

Phraya Super Premium Rum saw strong growth in 2012 versus previous year. Again this growth is from a small base, however, positive gains have been made in USA, the priority target export market for this brand as well in Thailand Duty Free providing excellent exposure of the brand to travellers.

Yunnan Yulinqaun products

2012 has seen growth and improved margins as we continue to transition sales from low to mid and high segments by premiumising the portfolio and focusing on fewer key core brands.

Strengthening our route to market capabilities in and around Kunming has been a key focus and has improved sales of product in the higher end segments. This has involved formalizing systems and processes to ensure effective work planning and invested to improve management capability.

2012 has also seen IBHL commence exporting the brands outside China, primarily to the Travel Retail channel.

The acquisition of shares of Fraser and Neave, Limited (“F&N”)

One of major targets to drive business growth of ThaiBev is to expand business to overseas markets in order to become a leading beverage producer and distributor in the region. The remarkable performance in overseas markets in this year has been achieved through the investment in shares of Fraser and Neave, Limited (“F&N”). F&N, which has been highly recognized as a leading company in Singapore with a long history, and several portfolios of renowned brands, is deemed as an associated company of ThaiBev following the investment in F&N shares. In addition, ThaiBev foresees that the investment should be able to greatly contribute to beverage businesses of ThaiBev in alignment with long-term corporate strategy.

Rationale for the investment

- **High-quality Assets with Attractive Brands**

F&N is a high-quality business with a history of 130 years in Southeast Asia, and comprehensive portfolios of renowned brands across multiple product classes. F&N’s non-alcoholic brands include internationally recognized brands such as 100PLUS, F&N, F&N Seasons, and Ice Mountain. Ongoing product innovations and quality improvements at F&N continue to drive organic growth, secure market leadership positions, increase brand equity, and enhance the core competencies of F&N.

- **Consistent with ThaiBev’s Strategy**

The Investment is a logical step to fulfilling ThaiBev’s vision to be a leading global beverage producer and distributor with commercial excellence, product premiumization, and professionalism. An investment in F&N is highly complementary to ThaiBev’s existing capabilities and institutional knowledge in non-alcoholic and alcoholic beverage production and distribution, and will significantly increase ThaiBev’s profile in the food and beverage sector.

- **Diversifies and Enhances Exposure to High-growth Southeast Asian Markets**

F&N is the largest beverage company in Singapore, with a presence in over 30 countries. Therefore, the investment in F&N shares immediately diversifies ThaiBev geographically and is highly complementary to ThaiBev’s existing single market focus. The investment will enable exposure to high-growth Southeast Asian markets with attractive demographics and consumer spending trends.

- **Potential for Collaboration**

ThaiBev is interested in developing a constructive long-term relationship with the F&N management and its various stakeholders. ThaiBev believes that both F&N and ThaiBev can benefit from their mutual experiences and capabilities in the food and beverage sector, and looks forward to exploring potential areas of future collaboration.

Management Discussion and Analysis

Performance for the year ended 31 December 2012

In the year 2011, Thai Beverage Logistics Co., Ltd. (TBL), a direct subsidiary wholly owned by the Company, acquired Sermasuk Public Company Limited (Sermasuk), a Thai company currently listed on the Stock Exchange of Thailand. The Company has included the assets and liabilities of Sermasuk in the consolidated statements of financial position since 30 September 2011 and the results of operations and cash flows in the consolidated statements of income and cash flows respectively since 1 October 2011. Sermasuk's operations were recognized under the non-alcoholic beverages business segment. The consolidated financial statements for the year ended 31 December 2011 was restated to reflect the fair values of Sermasuk as at the acquisition date in accordance with Thai Financial Reporting Standard no. 3 per independent appraisal report which was finalized in the third quarter of 2012. Goodwill from the acquisition per previously assessed and reported at Baht 4,100 million was restated to Baht 3,975 million. Details of the restatement were disclosed in the note 5(a) to the financial statements of this year.

For the year ended 31 December 2012, the standard corporate income tax in Thailand has been reduced from 30% to 23% in an effort to promote the competitiveness on the global market.

Starting from 1 April 2012, the 300-baht daily minimum wage was implemented in seven provinces of Thailand, Bangkok, Nonthaburi, Pathum Thani, Samut Prakarn, Samut Sakhon, Nakhon Pathom and Phuket. The wage increased between 35.7 to 39.5 percent. The minimum wages in other provinces went up between 39.5 to 40 percent but was still lower than Baht 300 and will be further increased to Baht 300 with effective on 1 January 2013. Total effects to the Company salary and wages in FY2012 were about Baht 100 million.

The Ministry of Finance declared an increase in the excise taxes of certain categories of alcoholic beverages with effect from 22 August 2012 onwards. The excise tax is imposed by one of two methods, whichever is higher: an ad valorem rate or a

specific rate. The ad valorem rate is a percentage of the ex-factory price. The specific rate is an amount in Baht on every one litre of pure alcohol of the product. For white spirits, the specific rate rose from Baht 120 to Baht 150 per litre of pure alcohol and was higher than the ad valorem rate which did not change. For compounded spirits, the specific rate rose from Baht 300 to Baht 350 per litre of pure alcohol and was higher than the ad valorem rate which did not change. For brandy, the ad valorem rate rose from 48% to 50% of ex-factory price and was higher than the specific rate which did not change. There were no changes of excise taxes to beer and other special spirits. The new excise taxes caused a rise in the Company's excise tax cost of white spirits, compounded spirits and brandy of about 25%, 16.7% and 4.2% respectively. However, the Company passed on the tax increase to its customers directly.

In the third quarter of 2012, International Beverage Holdings Limited (IBHL), a direct subsidiary wholly owned by the Company, acquired about 29% ordinary shares of Fraser and Neave, Limited (F&N), a Singapore company currently listed on the Singapore Exchange Securities Trading Limited. IBHL has transferred all shares of F&N to InterBev Investment Limited (IBIL), its wholly owned subsidiary, in the fourth quarter of 2012. The principal activities of F&N are: production and sale of soft drinks, dairy products, and beer; development of and investment in property; and printing and publishing which are carried out through subsidiary, joint venture and associated companies. The Company has recognized F&N operating results in the consolidated financial statements under the equity method by total instead of by business segments from the third quarter of 2012 onwards.

Group

For the year 2012, the Company has included Sermsuk and F&N operating results in the group.

	ThaiBev	Sermsuk	Eliminate	F&N	Total (Million Baht)
Year 2012					
Sales	139,360	22,501	(817)	-	161,044
Gross profit	40,555	4,867	-	-	45,422
EBITDA	26,081	1,694	-	11,461	39,236
Net profit	17,460	605	-	10,695	28,760
Year 2011					
Sales	128,117	4,150	(81)	-	132,186
Gross profit	34,115	618	-	-	34,733
EBITDA (loss)	21,338	(173)	-	-	21,165
Net profit (loss)	12,386	(419)	-	-	11,967
% increase (decrease)					
Sales	8.8	442.2	(908.6)	-	21.8
Gross profit	18.9	687.5	-	-	30.8
EBITDA	22.2	1,079.2	-	-	85.4
Net profit	41.0	244.4	-	-	140.3

For the year 2012, total sales revenue of the Company was Baht 161,044 million, an increase of 21.8% or Baht 28,858 million, from Baht 132,186 million of last year, due to an increase of sales revenue from the spirits business of 9.9%, the beer business of 4.0%, the non-alcoholic beverages business of 167.0% and the food business of 28.9%. Sales revenue excluded Sermsuk was Baht 139,360 million, an increase of 8.8% or Baht 11,243 million.

Gross profit was Baht 45,422 million, an increase of Baht 10,689 million, or 30.8%, due to an increase of gross profit in the spirits business of 19.6%, the beer business of 12.4%, the non-alcoholic beverages business of 188.1% and the food business of 26.8%. Gross profit excluded Sermsuk was Baht 40,555 million, an increase of 18.9% or Baht 6,440 million.

Earnings before interest, tax, depreciation and amortization (EBITDA) was Baht 39,236 million, an increase of Baht 18,071 million, or 85.4%, due to an increase of EBITDA in the spirits

business of 24.7%, the non-alcoholic beverages business of 1,536.1% and from F&N operating results although there was a decrease in the food business of 1.9% and an increase of EBITDA loss in the beer business of 277.5%. EBITDA excluded Sermsuk and F&N operating results was Baht 26,081 million, an increase of 22.2% or Baht 4,743 million. EBITDA excluding F&N operating results was Baht 27,775 million.

Net profit was Baht 28,760 million, an increase of Baht 16,793 million, or 140.3%, due to an increase of net profit in the spirits business of 40.4%, the non-alcoholic beverages business of 189.9% and from F&N operating results although there was an increase of net loss in the beer business of 12.7% and a decrease of net profit in the food business of 38.3%. Net profit excluded Sermsuk and F&N operating results was Baht 17,460 million, an increase of 41.0% or Baht 5,074 million. Net profit excluding F&N operating results was Baht 18,065 million.

Unit: Million Baht

YTD_ 2012	Spirits	% to Sales	Beer	% to Sales	Non-alcoholic beverages	% to Sales	Food	% to Sales	Eliminate	% to Sales	Total	% to Sales
Revenue from sales	93,122	100.0	34,153	100.0	28,997	100.0	5,319	100.0	(547)	100.0	161,044	100.0
Cost of sales	60,489	65.0	30,349	88.9	21,882	75.5	3,273	61.5	(371)	67.8	115,622	71.8
Gross profit	32,633	35.0	3,804	11.1	7,115	24.5	2,046	38.5	(176)	32.2	45,422	28.2
Selling expenses	3,416	3.7	3,481	10.2	4,912	16.9	582	10.9	(159)	29.1	12,232	7.6
Administrative expenses	5,064	5.4	1,817	5.3	2,175	7.5	1,376	25.9	(77)	14.1	10,355	6.4
Operating profit (loss)	24,153	25.9	(1,494)	(4.4)	28	0.1	88	1.7	60	(11.0)	22,835	14.2
Other income/Interest income	280	0.3	161	0.5	600	2.1	30	0.6	(60)	11.0	1,011	0.6
EBIT (loss)	24,433	26.2	(1,333)	(3.9)	628	2.2	118	2.2	-	-	23,846	14.8
Finance costs	253	0.3	121	0.4	253	0.9	8	0.2	-	-	635	0.4
Income tax	5,436	5.8	(292)	(0.9)	(42)	(0.1)	44	0.8	-	-	5,146	3.2
Net Profit (loss) exclude F&N	18,744	20.1	(1,162)	(3.4)	417	1.4	66	1.2	-	-	18,065	11.2
F&N operating results:												
Operating results											11,461	7.1
Finance costs											(766)	(0.5)
Net Profit (loss)	18,744	20.1	(1,162)	(3.4)	417	1.4	66	1.2	-	-	28,760	17.9
Depreciation & Amortization	1,471	1.6	797	2.3	1,368	4.7	293	5.5	-	-	3,929	2.4
EBITDA (loss) exclude F&N	25,904	27.8	(536)	(1.6)	1,996	6.9	411	7.7	-	-	27,775	17.2
F&N EBITDA											11,461	7.1
EBITDA (loss)											39,236	24.4

Unit: Million Baht

YTD_ 2011	Spirits	% to Sales	Beer	% to Sales	Non-alcoholic beverages	% to Sales	Food	% to Sales	Eliminate	% to Sales	Total	% to Sales
Revenue from sales	84,764	100.0	32,855	100.0	10,862	100.0	4,126	100.0	(421)	100.0	132,186	100.0
Cost of sales	57,488	67.8	29,472	89.7	8,392	77.3	2,512	60.9	(411)	97.6	97,453	73.7
Gross profit	27,276	32.2	3,383	10.3	2,470	22.7	1,614	39.1	(10)	2.4	34,733	26.3
Selling expenses	3,089	3.6	2,870	8.7	1,929	17.8	428	10.4	(39)	9.3	8,277	6.3
Administrative expenses	5,225	6.2	1,921	5.8	1,177	10.8	1,015	24.6	(23)	5.5	9,315	7.0
Operating profit (loss)	18,962	22.4	(1,408)	(4.3)	(636)	(5.9)	171	4.1	52	(12.4)	17,141	13.0
Other income/Interest income	357	0.4	208	0.6	54	0.5	31	0.8	(52)	12.4	598	0.5
EBIT (loss)	19,319	22.8	(1,200)	(3.7)	(582)	(5.4)	202	4.9	-	-	17,739	13.4
Finance costs	228	0.3	115	0.4	105	1.0	7	0.2	-	-	455	0.3
Income tax	5,736	6.8	(284)	(0.9)	(223)	(2.1)	88	2.1	-	-	5,317	4.0
Net Profit (loss) exclude F&N	13,355	15.8	(1,031)	(3.1)	(464)	(4.3)	107	2.6	-	-	11,967	9.1
F&N operating results:												
Operating results											-	-
Finance costs											-	-
Net Profit (loss)	13,355	15.8	(1,031)	(3.1)	(464)	(4.3)	107	2.6	-	-	11,967	9.1
Depreciation & Amortization	1,447	1.7	1,058	3.2	704	6.5	217	5.3	-	-	3,426	2.6
EBITDA (loss)	20,766	24.5	(142)	(0.4)	122	1.1	419	10.2	-	-	21,165	16.0

Unit: Million Baht

Increase (Decrease)	Spirits	%	Beer	%	Non-alcoholic beverages	%	Food	%	Eliminate	%	Total	%
Revenue from sales	8,358	9.9	1,298	4.0	18,135	167.0	1,193	28.9	(126)	(29.9)	28,858	21.8
Cost of sales	3,001	5.2	877	3.0	13,490	160.7	761	30.3	40	9.7	18,169	18.6
Gross profit	5,357	19.6	421	12.4	4,645	188.1	432	26.8	(166)	(1,660.0)	10,689	30.8
Selling expenses	327	10.6	611	21.3	2,983	154.6	154	36.0	(120)	(307.7)	3,955	47.8
Administrative expenses	(161)	(3.1)	(104)	(5.4)	998	84.8	361	35.6	(54)	(234.8)	1,040	11.2
Operating profit (loss)	5,191	27.4	(86)	(6.1)	664	104.4	(83)	(48.5)	8	15.4	5,694	33.2
Other income/Interest income	(77)	(21.6)	(47)	(22.6)	546	1,011.1	(1)	(3.2)	(8)	(15.4)	413	69.1
EBIT (loss)	5,114	26.5	(133)	(11.1)	1,210	207.9	(84)	(41.6)	-	-	6,107	34.4
Finance costs	25	11.0	6	5.2	148	141.0	1	14.3	-	-	180	39.6
Income tax	(300)	(5.2)	(8)	(2.8)	181	81.2	(44)	(50.0)	-	-	(171)	(3.2)
Net Profit (loss) exclude F&N	5,389	40.4	(131)	(12.7)	881	189.9	(41)	(38.3)	-	-	6,098	51.0
F&N operating results:												
Operating results											11,461	-
Finance costs											(766)	-
Net Profit (loss)	5,389	40.4	(131)	(12.7)	881	189.9	(41)	(38.3)	-	-	16,793	140.3
Depreciation & Amortization	24	1.7	(261)	(24.7)	664	94.3	76	35.0	-	-	503	14.7
EBITDA (loss) exclude F&N	5,138	24.7	(394)	(277.5)	1,874	1,536.1	(8)	(1.9)	-	-	6,610	31.2
F&N EBITDA											11,461	-
EBITDA (loss)											18,071	85.4

Spirits Business

For the year 2012, sales revenue was Baht 93,122 million, an increase by Baht 8,358 million, or 9.9%, mainly due to an increase of sales volume, price and product mix. Total sales volume of spirits was 570.2 million litres, an increase of 3.3%.

Gross profit was Baht 32,633 million, an increase by Baht 5,357 million or 19.6%, mainly due to the increase in sales and a decrease in raw material cost although there was an increase in labor costs.

Earnings before interest, tax, depreciation and amortization (EBITDA) was Baht 25,904 million, an increase of Baht 5,138 million, or 24.7%, mainly due to the increase in gross profit and a decrease in idle costs although there was an increase in staff costs.

Net profit was Baht 18,744 million, an increase by Baht 5,389 million or 40.4 %, mainly due to the increase in EBITDA and a decrease in income tax from the reduction of corporate income tax rate.

Beer Business

For the year 2012, sales revenue was Baht 34,153 million, an increase by Baht 1,298 million, or 4.0%, mainly due to an increase of sales volume. Total sales volume of beer was 643.1 million litres, an increase of 4.9%.

Gross profit was Baht 3,804 million, an increase by Baht 421 million, or 12.4%, mainly due to an increase in sales and a decrease in depreciation although there was an increase in raw material costs and labor costs.

EBITDA loss of Baht 536 million, an increase by Baht 394 million or 277.5%, mainly due to an increase in advertising and promotion expenses and staff costs.

Net loss was Baht 1,162 million, an increase by Baht 131 million, or 12.7%, mainly due to the increase in EBITDA loss although there was a decrease in depreciation.

Non-Alcoholic Beverages Business

For the year 2012, the Company has included Sermsuk operating results in the non-alcoholic beverages business segment.

	ThaiBev	Sermsuk	Eliminate	Total (Million Baht)
Year 2012				
Sales	7,313	22,501	(817)	28,997
Gross profit	2,248	4,867	-	7,115
EBITDA	302	1,694	-	1,996
Net profit (loss)	(188)	605	-	417
Year 2011				
Sales	6,793	4,150	(81)	10,862
Gross profit	1,852	618	-	2,470
EBITDA	295	(173)	-	122
Net profit (loss)	(45)	(419)	-	(464)
% increase (decrease)				
Sales	7.7	442.2	(908.6)	167.0
Gross profit	21.4	687.5	-	188.1
EBITDA	2.4	1,079.2	-	1,536.1
Net profit (loss)	(317.8)	244.4	-	189.9

For the year 2012, sales revenue was Baht 28,997 million, an increase by Baht 18,135 million or 167.0%. Sales revenue excluding Sermsuk was Baht 7,313 million, an increase by Baht 520 million or 7.7%, mainly due to product mix. Total sales volume of Oishi beverages, which consist of green tea, black tea, and other non-alcoholic beverages, was 251.9 million litres, an increase of 8.7%. Energy drinks generated sales volume of 7.4 million litres, a decrease of 12.4%. Soda and drinking water generated sales volume of 31.1 million litres and 198.7 million litres respectively, a decrease of 11.3% and an increase 14.9% respectively.

Gross profit was Baht 7,115 million, an increase by Baht 4,645 million or 188.1%. Gross profit excluding Sermsuk was Baht 2,248 million, an increase by Baht 396 million or 21.4%, mainly due to an increase in net sales price although there was an increase in labor costs.

Earnings before interest, tax, depreciation and amortization (EBITDA) was Baht 1,996 million, an increase by Baht 1,874 million or 1,536.1%. EBITDA excluding Sermsuk was Baht 302 million, an increase by Baht 7 million or 2.4%, mainly due to the increase in gross profit although there was an increase in staff costs.

Net profit was Baht 417 million, an increase by Baht 881 million or 189.9%. Net profit excluding Sermsuk was Baht 188 million loss, an increase by Baht 143 million or 317.8%, mainly due to an increase in interest expenses from loans to support acquisition of Sermsuk.

Food Business

Since the second quarter of 2012, the Company has expanded food business to Japanese snack food market by introducing "ONORI" a Japanese styled fried seaweed snacks. To widen the awareness and acceptance of the brand and the product, marketing activities were launched nationwide for this new snack product.

For the year 2012, sales revenue was Baht 5,319 million, an increase by Baht 1,193 million or 28.9%. Sales revenue excluding snack was Baht 5,260 million, an increase by Baht 1,134 million or 27.5%, mainly due to an increase in number of branches and sales price.

Gross profit was Baht 2,046 million, an increase by Baht 432 million or 26.8%. Gross profit excluding snack was Baht 2,088 million, an increase by Baht 474 million or 29.4%, mainly due to higher sales although food costs increased in accordance with the variety of foods available and an increase in raw material costs and labor costs.

Earnings before interest, tax, depreciation and amortization (EBITDA) was Baht 411 million, a decrease by Baht 8 million or 1.9%. EBITDA excluding snack was Baht 543 million, an increase by Baht 124 million or 29.6%, mainly due to higher gross profit although there was an increase in staff costs.

Net profit was Baht 66 million, a decrease by Baht 41 million, or 38.3%. Net profit excluding snack was Baht 168 million, an increase by Baht 61 million or 57.0%, mainly due to the increase in EBITDA and a decrease in income tax from the reduction of corporate income tax rate.

Financial Position

Assets

Total assets as at the end of December 2012 was Baht 207,686 million, an increase by Baht 108,324 million, or 109.0%, compared with the end of 2011. Current assets increased by Baht 1,973 million, mainly due to an increase in inventories. Non-current assets increased by Baht 106,351 million, mainly due to an increase in investment in associate company and property, plant and equipment.

Liabilities

Total liabilities as at the end of December 2012 was Baht 122,714 million, an increase by Baht 86,555 million, or 239.4%, compared with the end of 2011. This was mainly due to an increase in loans from financial institutions to invest in an associate company.

The maturity of interest-bearing loans was as follows.

	Unit: Million Baht
Within Dec. 2013	16,007
Within Dec. 2014	10,373
During Jan. 2015 – Dec. 2017	77,773
Total	104,153

Shareholders' Equity

Total equity as at the end of December 2012 was Baht 84,971 million, an increase of Baht 21,769 million, or 34.4% compared with the end of 2011. This was mainly due to an increase in net retained earning which comprised of profit for the period and dividend payment.

Liquidity

Cash and cash equivalents, as at December 31, 2012, was Baht 4,545 million. The net increase from the beginning of the period was Baht 1,103 million. Details of activities were as follows.

	Unit: Million Baht
Net cash from operating activities	19,726
Net cash used in investing activities	(94,897)
Net cash from financing activities	75,417
Increase in cash and cash equivalents in period	246
Adjustment from financial statement translation	857
Cash and cash equivalents at beginning of period	3,442
Cash and cash equivalents at end of period	4,545

Net cash from operating activities of Baht 19,726 million was mainly derived from net income of Baht 28,778 million plus non-cash items from depreciation and amortization of Baht 3,929 million and deduct sharing of profit from associates of Baht 13,611 million and working capital and others increased of Baht 630 million.

Net cash used in investing activities of Baht 94,897 million was mainly due to investment in an associate company and purchase of property, plant and equipments.

Net cash from financing activities of Baht 75,417 million was mainly due to net increase of bank overdrafts and loans from financial institutions which offset with dividend payment.

Financial Ratios

	Dec.31, 12	Dec.31, 11 (Restated)
Current Ratio (times)	1.54	2.13
Debt to Equity Ratio (times)	1.44	0.57
Interest Bearing Debt to Equity Ratio (times)	1.23	0.29
Net asset value per share (Baht)	3.38	2.52

	Jan. - Dec.12	Jan. - Dec.11
Accounts Receivable Turnover (days)	8	7
Inventory Turnover (days)		
Spirits Business finished goods (excl. legacy stocks)	58	48
Beer Business finished goods	20	26

Shareholder Returns

Dividends

The current policy of the Board of Directors is to recommend to our shareholders a dividend of not less than 50% of net profits after deduction of all specified reserve, subject to investments plan and as the Board of Directors deems appropriate.

For the financial year ended 31 December 2012, the Board of Directors has recommended total dividend of Baht 10,546.21 million.

	Year 2012	Year 2011
Dividend for the year (Million Baht)	10,546.21	9,290.71
Number of shares issued (Million shares)	25,110	25,110
Interim dividend per share (Baht)	0.14	0.15
Final dividend per share (Baht)	0.28	0.22
Total dividend per share (Baht)	0.42	0.37
Dividend payout ratio (%)	37.17	77.08
Dividend payout ratio exclude F&N operation (%)	59.15	77.08
Return on Equity		
Return on Average Equity (%)	38.82	19.93
Earnings Per Share		
Earnings per weighted average ordinary shares (Baht)	1.13	0.48
Weighted average number of ordinary shares for the year (Million shares)	25,110	25,110

Risk Management Strategies

Market Competition Risk

In 2012, the overall market concentrated on solving issues after the flood. Several manufacturers were unable to serve the demands of the market after the flood disaster in the fourth quarter of 2011. Trading companies also placed their focus on solving the issue of disrupted logistics operations that persisted since late 2011, especially modern trade companies which have distribution centers in the flooded areas. Market competition in early 2012 therefore was not severe as all parties emphasized on settling their own issues after the flood, both in respect of production and distribution. However, after the first quarter of 2012 competition returned to the normal level, which was varied for each product segment. For example, the white spirit segment saw the least competition, followed by that in the brown spirit market whereby competition slightly increased. The beer market experienced intense competition between the two beer giants in Thailand same as previous years while the non-alcohol market saw the most intense competition due to drastic changes in 2012, including a new player entering the green tea market and significant changes in the carbonated soft drink market which will be further elaborated.

The white spirit market did not encounter competitive environment because ThaiBev Group was the market leader. Competitors were local spirit operators scattered in all regions of Thailand, with key competitors located in the Northern, Southern, and Eastern regions while most of our consumers in the Northeastern region remained loyal to our brands. The spirit market in this year experienced the increased excise tax and therefore; the majority of our activities were related to price management to minimize the impact on consumers. In this connection, the Company arranged for 2 periods of price adjustment to minimize the effect, especially on psychological aspect. The increased excise tax was likely to result in the growth of tax-avoiding spirit market, which needed attention from the public sector as this could lead to the loss of revenues.

The brown spirit market was divided into 2 segments i.e. domestic and imported brown spirits. Although image and

price of the two segments were different, there was still a certain level of competition in the off-trade or the off-premise channel, with the domestic spirit as the leader of the market. The on-trade or the on-premise channel such as restaurants or entertainment venues was where the imported spirits concentrated their marketing activities as it was where their market share was relatively high. As such, budgets were allocated to ensure uninterrupted marketing activities in order to protect the market share. Our Blend 285 brand was able to eat in the market share in this market. Although the competition in the brown spirit business was higher than that in the white spirit business, it was considered small competition when compared to other segments like beer and non-alcohol businesses.

Both key players of the beer business continued to focus on sports marketing, especially football. ThaiBev granted sponsorship to the Football Association of Thailand and various major Thai football clubs. Also, the Company sponsored Everton F.C. football club in England as well as Barcelona FC football club and Real Madrid C.F. football club in Spain. In addition, the two key players in the beer segment emphasized on the music marketing and both arranged for similar activities. Competition was made through both types of marketing activities at shops or activity areas in major provinces in Thailand. However, advertisement via the media in 2012 was rather limited due to legal restraints which made media advertisement inefficient and not cost-effective.

The non-alcohol market incurred the most intense competition due to various factors, including changes of consumer behavior as more consumers switched to healthy beverages that led to the cross-category competition, the entry of the new player in the green tea market, and the major change of the carbonated soft drink market. The competition in the green tea market increased since the first quarter before the summer started because the new player heavily and continuously allocated its resource to promote its products in all distribution channels. This was because that player just invested in the new facility and machinery and needed to drive sales volume to maximize capacity utilization. The Company felt the necessity to protect

its market share and therefore; allocated higher spending than the budgeted marketing activities, which affected the profit for the year. For the carbonated soft drink market, after the Exclusive Bottling Agreement between Sermsook Public Company Limited and imported trademark counterparty to the agreement expired in October 2012, the new cola under the brand "est" was introduced to the market to substitute the imported brand which decided to cancel production of its returnable bottled cola. "est" cola was the first of the variety of "est" beverage launched in the market while other flavors were scheduled for sequential introduction.

In conclusion, market competition is normal as Thailand is a liberalized market. The incurred risk is the loss of market share and possibility of reduced profit due to increased spending necessary for protecting the business. Even though there incurs such risk, the management is confident that our highly-experienced teams in all beverage businesses could mitigate such risk in an efficient manner to control the risk at an acceptable level.

Risk on Regulations and Tax

In 2012, the Excise Tax Department imposed the increase of excise tax on both white and brown spirits, which was normal since the public sector regularly considers the excise tax increase every 2 years. In the past year, the excise tax was increased at a rather high rate, which led to the risen price of both white and brown spirits by approximately 8 to 10 percent. This issue was the root of risk as higher price may decrease consumption. More importantly, the inability to ensure effective price management during the period of tax increase may result in the psychological impact on consumers. Changes of the tax rate have been facts of life in the alcohol business. Therefore, the related risk has been soundly mitigated by the highly-experienced management team of ThaiBev.

In respect of regulations, there were no changes in 2012. The public sector issued additional subordinate legislations, which have been strictly enforced. Consequently, it was more difficult to carry out the marketing activities and the future

market expansion was impacted, which was considered a risk to the business. ThaiBev was a listed company and therefore; paid extra attention on this subject matter. Since the related laws were in effect, the Company arranged to have legal experts in all sales regions nationwide to provide legal advices on marketing activities to ensure compliance with the related laws as well as to disseminate legal knowledge on such laws to related parties, including executives, employees, and customers to manage the risk at an acceptable level.

Risk on Supply of Major Production Materials

The risk on supply of major production materials consisted of the following 2 aspects.

- 1) **Risk on price:** The risk applies to raw materials which have high impact on costs, and/or those with price fluctuation namely malt, hops, molasses, cans, bottles, and fuel oil. ThaiBev mitigated the risk by entering into forward purchase contracts for the production year 2013 for most items and managed to ensure that the procurement budget was efficiently controlled.
- 2) **Risk on supply volume:** Leading companies of the related businesses were selected based on the criteria that they had production capacity in correspondence with the demands of the Company. Additionally, the procurement policy states that procurement of each key raw material shall be supplied by at least 2 suppliers and major suppliers of key raw materials will be required to submit their risk management plan to the procurement function at least on an annual basis.

Finance and Investment Risk

ThaiBev's business operations and expansion are capital-intensive and therefore, incur risks and several uncertainties. The business itself is capital-intensive. In addition, new product research and development, new factory construction and maintenance and modifications of the existing factories call for continuous investments. Furthermore, the Company incurs expenses in constant surveillance on the latest developments in the domestic and overseas beverage markets.

Previous investments were funded by external borrowing and ThaiBev's internal cash flow. It is expected that future business expansion or modifications of breweries and distilleries of the Company will be funded by additional borrowing and internal cash flow. In this regard, ThaiBev has taken steps to secure additional credit lines from financial institutions, including overdraft credit lines, promissory note credit lines, and issuance of bills of exchange. ThaiBev currently commands financial liquidity of 4 times of the total average sales of one month. In addition, the Company expands its investments overseas, which have been supported by considerable amount of funds in foreign currencies. Therefore, the Company focuses on consideration of the source of funds, the currencies of the borrowings, as well as the interest and foreign exchange management. Such risk is constantly mitigated by the Office of Controller, which involves in planning for investments to obtain information for use in preparing the appropriate financial structure.

Compliance with Environmental Protection Law

ThaiBev places importance on ensuring compliant or best practice under the laws and regulations on environment protection. The Company is determined to improve and develop the production quality and standards to ensure they are up-to-date, reflected in our implementation of various operations management systems, namely GMP (Good Manufacturing Practice), HACCP (Hazard and Critical Control Point), ISO 9001: 2008 Quality Management Standard, ISO 22000: 2005 Food Safety Management System, ISO 17025 General Requirements for the Competence of Testing and Calibration Laboratories, OHSAS 18001 Occupational Health and Safety Management Systems, and ISO 14001:2004 Environmental Management System.

Moreover, the Company focuses on environment conservation and global warming fight through energy-saving and utilization of substitute energy with an aim for optimal resource consumption in a long run. The Company organized The Biggest Saver Contest 2012 to promote such objective. Currently, the breweries of ThaiBev have prepared the carbon footprint report to track the volume of greenhouse gases emitted from each product unit throughout its cycle i.e. from acquisition of raw materials to logistics, assembly, usage, and elimination of waste after use. The disclosure on CO₂ emission report reflected our accountability towards the society and the information was beneficial for improvement and development of the process to further reduce CO₂ emission. Furthermore, our facilities entered the national environment development competitions and were recognized as per the following awards.

- Beer Thip Brewery (1991) Co., Ltd. was awarded the 2012 Industrial Excellence Award in Quality Management category, the Industrial Excellence Award in Environmental Quality Management category and the Industrial Excellence Award in Energy Management category by the Ministry of Industry.
- Beer Thai (1991) Public Company Limited was awarded the Industrial Excellence Award in Environmental Quality Management category and the Industrial Excellence Award in Energy Management category by the Ministry of Industry.
- Kankwan Co., Ltd. was awarded the Thailand Energy Award 2012 in the off-grid renewable energy category by the Ministry of Energy, Level-3 Green Industry 2012 by the Ministry of Industry, Outstanding Award for Safety, Occupational Health, and Working Environment by the Department of Labour Protection and Welfare under the Ministry of Labour, and 3Rs Award for Waste Management based on 3Rs principle by Department of Industrial Works.
- Thanapakdi Co., Ltd. was awarded Level-3 Green Industry 2012 by the Ministry of Industry.
- United Winery and Distillery Co., Ltd. was awarded Level-3 Green Industry 2012 by the Ministry of Industry, and 3Rs Award for Waste Management based on 3Rs principle by Department of Industrial Works.
- Athimart Co., Ltd. was awarded the Industrial Excellence Award in Environmental Quality Management category and the Green Industry Level 4: Green Culture 2012 by the Ministry of Industry, as well as Outstanding Award for Safety, Occupational Health, and Working Environment by the Department of Labour Protection and Welfare under the Ministry of Labour.
- Sura Bangyikhan Co., Ltd. was awarded Green Industry Level 4: Green Culture 2012 by the Ministry of Industry, Outstanding Award for Safety, Occupational Health, and Working Environment by the Department of Labour Protection and Welfare under the Ministry of Labour, 3Rs Award for Waste Management based on 3Rs principle and Honorary Award for Excellence in Water Consumption Reduction 2012 by Department of Industrial Works.
- Simathurakij Co., Ltd. was awarded the Level-3 Green Industry 2012 and the Environmental Governance Award by the Ministry of Industry, Outstanding Award for Safety, Occupational Health, and Working Environment by the Department of Labour Protection and Welfare under the Ministry of Labour.
- S.S. Karnsura Co., Ltd. was awarded Zero Waste to Landfill Achievement Award 2012 by the Department of Industrial Works, and Outstanding Award for Safety, Occupational Health, and Working Environment by the Department of Labour Protection and Welfare under the Ministry of Labour.

- Mongkolsamai Co., Ltd. was awarded Zero Waste to Landfill Achievement Award 2012 and 3Rs Award for Waste Management based on 3Rs principle by Department of Industrial Works, as well as Outstanding Award for Safety, Occupational Health, and Working Environment by the Department of Labour Protection and Welfare under the Ministry of Labour.
 - Kanchanasingkorn Co., Ltd. and Fuengfuanant Co., Ltd. were awarded Zero Waste to Landfill Achievement Award 2012 and 3Rs Award for Waste Management based on 3Rs principle by Department of Industrial Works.
 - Sura Piset Thipparat Co., Ltd. was awarded Zero Waste to Landfill Achievement Award 2012, 3Rs Award for Waste Management based on 3Rs principle, and Honorary Award for Excellence in Water Consumption Reduction by Department of Industrial Works.
 - Theparunothai Co., Ltd. was awarded Outstanding Award for Safety, Occupational Health, and Working Environment by the Department of Labour Protection and Welfare under the Ministry of Labour, and 3Rs Award for Waste Management based on 3Rs principle by Department of Industrial Works.
 - Nateechai Co., Ltd. and Luckchai Liquor Trading Co., Ltd. were awarded Outstanding Award for Safety, Occupational Health, and Working Environment by the Department of Labour Protection and Welfare under the Ministry of Labour.
- Two breweries of the Company were located in Amphoe Bangban and Amphoe Wangnoi, both of which were announced by the government as the future flood retention zones. The Company therefore invested in construction of permanent flood barrier as well as heightened and strengthened the dykes around these facilities. In addition, an investment in construction of concrete flood barrier was made for distilleries in Pathum Thani and Surat Thani provinces, whereby the construction was already completed. This brought about confidence that all facilities of ThaiBev Group will remain intact and there will not be any business interruption in case similar or more severe floods occur in the future.

Human resources preparation for stability and business growth

ThaiBev places importance on the continuity of human resources management and development. We adopt short-term and long-term strategies to prepare our people to be ready for the business growth. In addition, we have periodically reviewed our policies and internal processes to ensure that they are up-to-date and meet relevant standards as well as market practice, in accordance with the ever-changing competitive environment.

ThaiBev has reinforced our corporate culture through the active promotion of ThaiBev Core Values among employees since 2011. Our shared values, which are in line with and support the vision and mission of the Company, will shape up our employee's way of working and establish long-term employee engagement. Eventually, it will lead to the well-established corporate culture.

For the past year, ThaiBev has improved and developed our internal processes for recruitment and people development which were aligned with business strategy. Individual development plan and succession planning were properly implemented, which have resulted in the effectiveness and efficiency of our workforce planning.

In addition, performance management process has been actively in place. The human resources information system has also been developed to support the management of performance data to ensure accuracy, completeness, and convenience to use.

However, the rapid and continuous business growth of our company both domestically and internationally becomes the key challenge for human resources management. Therefore, ThaiBev has prepared strategic human resources plan in order to build and develop our people for the readiness of business expansion.

Risks from Flood Disasters

The flood disaster in 2011 caused a vast impact on domestic businesses, including a certain part of business of ThaiBev, which was disrupted during the flood as various communications routes were disconnected. As a result, logistics of raw materials and packaging supplies, product distribution and commute of employees were carried out with difficulty.

In 2012, ThaiBev has taken actions to mitigate such risk as follows:

- ThaiBev Group entered into insurance policies to ensure complete coverage in case of natural disasters and business interruptions.
- Restoration was made at flood-affected facilities i.e. Sermsuk facility in Pathum Thani province, and Oishi facility in Navanakorn Industrial Estate resumed 100 percent operations quickly. In addition, there was production facility expansion of Oishi in Amphoe Wangmuang, Saraburi province and its facility in Amata Nakorn Industrial Estate in Chonburi province, both of which were of higher ground with hardly any possibility of floods.

Our People... Our Success



Corporate Culture Cultivation

We believe that the well-established corporate culture is the crucial foundation for the business sustainability. During the past year, ThaiBev has initiated various kinds of internal activities to promote the understanding and the participation of employees across the company towards ThaiBev Core Values' way of working.

At the beginning of the year, the Corporate Culture Committee announced the campaign of "2012 Year of Efficiency". The primary focus is to enhance the efficiency and the effectiveness of the business operation in three perspectives:

- **Faster Speed:** Proactive and prompt response to the business changes
- **Better Result:** Continuous improvement and development for better outcome
- **Cost Saving:** Efficient utilization of the Company's resources through cost optimization

In 2012, ThaiBev has successfully launched the Biggest Saver Contest 2012. The contest has drawn attention from a large number of employees across functional units. The presentation of cost saving projects during the contest's event turned to be an effective knowledge sharing channel among employees from different business units. A number of take-away can be beneficially applied to the relevant context. In addition, it was a good aspiration for our people to keep on improvement and development.

With our aligned vision and business strategies, ThaiBev has continued on business growth as well as the increase in number of our people to support the business expansion domestically and internationally. At ThaiBev, we believe in the power of unity which was solidly grounded by our shared values and that unity will make us conquer any challenge.

Strategic Human Resources Development

We truly believe that our people is the most competitive and valuable asset of the company. Therefore, the focus on people development is one of the key company's missions. At the present, we have designed and conducted a wide range of learning and development programs to be aligned and support business's strategies.

In 2012, ThaiBev has introduced the business management development program, namely, "Supervisory Development Program: SDP", which we cooperated with our academic partner, the Chulalongkorn Business School (CBS), in developing program curriculum. The objective is to equip our people with the business knowledge and skills in order to be ready for the challenge of globalization, the more intense competition, and the changing business environmental factors. The learning agenda covers:

- Strategic Management
- Finance and Accounting
- Sales and Marketing
- Operation
- Supply Chain and Logistics
- Human Resources



Employees who pass the company's selection criteria will join SDP program and will have an opportunity to learn about modern concepts and practices of business management from highly qualified professors and practitioners from Chulalongkorn University. In addition, the senior management of ThaiBev will have sessions to share their professional insights including their tips for success to SDP participants. For the years to come, ThaiBev will introduce the upscale of our business management development program to the middle and senior management.

During the past year, we also have initiated ThaiBev's Knowledge Management Project (ThaiBev's KM) in order to drive the learning dynamic of our people. The KM project has been implemented to promote the learning and sharing of working knowledge and experiences among employees. Importantly, the continuity and consistency of KM practices will lead us to become "Learning Organization"; which is ready for adaptation and business change.

Work Life Balance @ ThaiBev

At ThaiBev, we value the work life balance. We do everything to ensure that our people are happy and have a great time with their works and working surroundings. In 2012, we had a variety of employee's activities which gave our people a chance to share their quality time together. Gradually, it will lead to the unity and long-term engagement of our people.

Our strong philosophy for people development is to build and enhance our people's professional capabilities as well as to inherit personal integrity and ethics. In addition, we also place importance on growing our people's career in parallel with our business growth.

Credit Rating Announcement

On 20 July 2012 the annual review announcement, TRIS Rating Co., Ltd. ("TRIS") announced the company rating of Thai Beverage Public Company Limited ("ThaiBev") at "AA" with CreditAlert Destination "Negative"

To gain an international credit rating in order to establish Company's overseas credit flexibility in the financial markets, the Company engaged Standard and Poor's ("S&P") and Moody's Investors Service Pty Limited ("Moody's"), both well-recognized globally in their field. S&P announced the ThaiBev rating at "BBB" rating with CreditWatch Negative (as Ratings Direct by S&P announced 19 July 2012), and Moody's announced the ThaiBev rating at Baa2 with Watch Status Possible Downgrade (as Global Credit Research Credit Opinion by Moody's announced 19 July 2012).

ThaiBev's ratings are under review due to the acquisition of Fraser and Neave, Limited (F&N).

(Note: The Thailand Country Rating from TRIS is "AAA", "BBB+" from S&P and "Baa1" by Moody's.)
The rating, if assigned, will be subjected to revision or withdrawal by each of the Rating Companies, TRIS, S&P or Moody's when there has been material change to the rating and/or annual review and/or review on opinion of each of the Rating Companies.

Corporate Governance Report

At THBEV we adhere to good corporate governance principle, and the conduction of our business in compliance with all laws and regulations applied to us. As a consequence, this year THBEV, as the Thai company listed on the Singapore Exchange (“SGX”), received the Corporate Governance Asia Recognition Awards 2010 and the Corporate Governance Asia Recognition Awards 2011 for two consecutive years from Corporate Governance Asia Magazine and Most Transparent Company Award 2010 as the Runner-Up in the Foreign Listings Category from Securities Investors Association (Singapore) (SIAS).

The Board’s Conduct of Affairs

Principle 1

Our Board of Directors oversees the Company’s business and affairs in accordance with the resolutions of shareholders and the applicable laws. The Board must exercise good business judgment and act in good faith for the best interests of the Company.

In 2012, the Board of Directors met 11 times, and the following table shows the details on the attendance to the meeting of each director up to December 31, 2012:

Names	Positions	Number of Attendances / Total of Meetings
1. Mr. Charoen Sirivadhanabhakdi	Chairman	9/11
2. Khunying Wanna Sirivadhanabhakdi	Vice Chairman	7/11
3. Mr. Narong Srisa-an	Vice Chairman	11/11
4. Mr. Komen Tantivivatthanaphan	Vice Chairman	10/11
5. Mr. Puchchong Chandhanakij	Director	11/11
6. Ms. Kanoknart Rangsihienchai	Director	11/11
7. Mr. Staporn Kavitanon ⁽¹⁾	Independent Director and Audit Committee Chairman	-/11
8. Mr. Prasit Kovilaikool ⁽²⁾	Independent Director and Audit Committee Chairman	10/11
9. Prof. Kanung Luchai	Independent Director and Audit Committee Member	11/11
10. Mr. Manu Leoparote	Independent Director and Audit Committee Member	11/11
11. Mr. Ng Tat Pun	Independent Director and Audit Committee Member	11/11
12. Mr. Michael Lau Hwai Keong	Independent Director	10/11
13. Prof. Pornchai Matangkasombut	Independent Director	9/11
14. Mr. Sakthip Krairiksh	Independent Director	8/11
15. Gen. Dr. Choo-Chat Kambhu Na Ayudhya	Independent Director	11/11
16. Mr. Vivat Tejapaibul	Director	9/11
17. Mr. Panote Sirivadhanabhakdi	Director	11/11
18. Mr. Thapana Sirivadhanabhakdi	President and CEO	10/11
19. Mr. Sawat Sopa	Director and Executive Vice President	9/11
20. Mr. Ueychai Tantha-Obhas	Director and Executive Vice President	11/11
21. Mr. Sithichai Chaiyriangkrai	Director and Executive Vice President	10/11
22. Dr. Pisanu Vichiensanth	Director and Senior Vice President	11/11

Remarks: (1) Mr. Staporn Kavitanon ceased from the position of Independent Director and Audit Committee Chairman on February 2, 2012 due to passing away.
(2) Mr. Prasit Kovilaikool was appointed as Independent Director and Audit Committee Chairman in the 2012 Annual General Meeting of Shareholders held on April 27, 2012.

Matters Requiring Board Approval

Our Board recognizes their utmost duties to administer business and oversee the Company's operations. This includes the administration of the subsidiary companies to be in line with the Company's core business plans to ensure that it complies with the shareholders' resolutions in good faith and under the law, its objectives and its Articles of Association. In addition, our Board ensures that the Company and its subsidiary companies comply with the SGX Listing Manual. Our Board is also responsible for the determination of visions and business strategies of the Company and the oversight of management performance of their duties according to the Company's policies and report the financial statements and general information to shareholders and investors with accuracy and sufficiency.

According to the Law, the Board is required to meet not less than four times in each year. In 2012, the Board met more than such requirement in order to consider matter proposed by the management.

Training

All Directors have passed the Director Accreditation Program (DAP) of the Thai Institute of Directors. Some also accredited the Director Certification Program (DCP) of the same institution. We also encourage and support directors to understand Singapore Law and the Listing Manual applicable to our Company through training and information updating.

All Directors received a clear explanation of their roles and responsibilities at the time of their proposed appointment to the Board.

Board Composition and Guidance

Principle 2

Board of Directors

As at December 31, 2012, our Board consists of twenty one directors from twenty two directors (exclusive of one director vacancy), including eight independent directors which are more than one-third of the total number of the Board members. All directors have long-term experience in business or attained honorary position.

Executive Committee

As at December 31, 2012, the Board appointed an Executive Committee which consists of eighteen members, they either are the Board members or top executive officers of the Company.

To enhance Company business operation, the Board granted them the authority to perform their duties. In this regard, some of the Executive Committee members are assigned to oversee business units under the supervision of the President and CEO. The Executive Committee may appoint other sub-committees to support the Executive Committee and the Board in order to ensure the good corporate governance of the Company.

The Executive Committee meets once a month to discuss on the Company's business administration, except for the case of emergency the meeting will be held as appropriate.

Apart from the oversight of the administration of THBEV, the Board also appoints certain Executive members to hold directorship in both domestic and overseas subsidiary companies to monitor and control the business administration at maximum efficiency according to the Company's policy and for the best interest of the Company.

The Executive Committee's responsibilities are as follows:

- Prepare and propose business plans, targets, operational plans, business strategies and annual budgets of the Company and its subsidiary companies to the Board of Directors of the Company;
- Determine and propose business plans, budgets and management roles and responsibilities of the Company and its subsidiary companies to the Board of Directors of the Company for approval;
- Monitor the operations of the Company and its subsidiary companies to be in line with business policy, targets, operational plans, business strategies, budgets and management roles and responsibilities as approved by the Board of Directors of the Company for the efficiency of and to facilitate business conditions;

- Authorized to approve payments for investments or operations, borrowing or requesting for any facility from a financial institution, lending, including being a guarantor with respect to the normal business of the Company and its subsidiary companies as stipulated by the Board of Directors;
- Authorized to approve the annual budget for annual increase or adjustment of salary and bonus payment for employees of the Company and its subsidiary companies;
- Authorized to approve payments as determined by Board of Directors of the Company;
- Propose the efficient organization and management structure of the Company and its subsidiary companies to the Board of Directors of the Company;
- Recruit, employ, terminate employment, promote, impose disciplinary penalty, transfer, adjust salary level, increase salary, adjust salary rate, and determine bonus, welfare and other benefits as well as consider all other remunerations for all levels of employees of the Company. The Executive Committee also has the authority to appoint the President and CEO or any appointee of the Company to be the authorized representative of the Company to sign related employment contracts within the budget approved by the Board of Directors of the Company;
- Approve the appointment of the Company's representatives to the Board of Directors and/or the sub-committee of its subsidiary companies in order to supervise all administrative matters as approved by the Company for the efficiency and best interest;
- Supervise and approve matters relating to the operation of the Company. It may appoint or authorize any one or more persons to engage in any act on behalf of the Executive Committee as it deems appropriate such as appointment of the sub-committee to consider salary increase and bonus of executive leveled employees ranking from Vice President to Executive Vice President, appointment of any of the sub-committees that have particular knowledge and expertise to manage and monitor before proposing to

the Executive Committee, provided that the Executive Committee is entitled to repeal, change or modify the scope of the authorization; and

- Perform any other act as delegated by the Board of Directors of the Company.

However, the abovementioned approval shall not grant power that cause the Executive Committee or the authorized representative being able to approve any transaction in which the Executive Committee or authorized representative, or any related person has interest or may have any conflict of interest with the Company or its subsidiary companies (as defined in the Notification of the Securities and Exchange Commission). Such approval must be proposed to the meeting of the Board of Directors of the Company and/or the meeting of shareholders, as the case may be, for the approval, as stipulated in the Articles of Association of the Company or its subsidiary companies, or any applicable laws.

In 2012, the Executive Committee met 12 times, and the following table shows the details regarding the attendance to the meeting of each member up to December 31, 2012:

Names	Positions	Number of Attendances / Total of Meetings
1. Mr. Charoen Sirivadhanabhakdi	Chairman of Executive Committee	10/12
2. Khunying Wanna Sirivadhanabhakdi	1 st Executive Vice Chairman	6/12
3. Mr. Narong Srisa-an	2 nd Executive Vice Chairman	12/12
4. Mr. Komen Tantiwiwatthanaphan	3 rd Executive Vice Chairman	11/12
5. Mr. Puchchong Chandhanakij	4 th Executive Vice Chairman	12/12
6. Ms. Kanoknart Rangsihienchai	5 th Executive Vice Chairman	11/12
7. Mr. Thapana Sirivadhanabhakdi	President and CEO	7/12
8. Mr. Sawat Sopa	Director and Executive Vice President	10/12
9. Mr. Ueychai Tantha-Obhas	Director and Executive Vice President	11/12
10. Mr. Sithichai Chaikriangkrai	Director and Executive Vice President	11/12
11. Dr. Pisanu Vichiensanth	Director and Senior Vice President	12/12
12. Mr. Vichai Chaiyavarunurak	Senior Vice President	11/12
13. Mr. Karn Chitaravimol	Senior Vice President	12/12
14. Mr. Matthew Kichodhan	Senior Vice President	7/12
15. Mr. Jean Lebreton	Senior Vice President	11/12
16. Mr. Vichate Tantiwanich ⁽¹⁾	Senior Vice President	7/12
17. Mr. Marut Buranasetkul	Senior Vice President	10/12
18. Mr. Prapakon Thongtheppairot ⁽²⁾	Senior Vice President	6/12
19. Mr. Polapatr Suvarnazorn ⁽³⁾	Senior Vice President	4/12

- Remarks:
- (1) Mr. Vichate Tantiwanich was appointed as Senior Vice President on May 1, 2012 as per the Order of the Chairman of the Executive Committee No. 2/2012 dated May 2, 2012. He was also appointed as member of the Executive Committee by the Board of Directors' Meeting No. 3/2012, which was held on May 14, 2012.
 - (2) Mr. Prapakon Thongtheppairot was appointed as Senior Vice President on July 1, 2012 as per the Order of the Chairman of the Executive Committee No. 3/2012 dated June 29, 2012. He was also appointed as the member of the Executive Committee by the Board of Directors' Meeting No. 5/2012, which was held on July 17, 2012.
 - (3) Mr. Polapatr Suvarnazorn, was relieved from the positions of member of the Executive Committee and Senior Vice President as he was appointed in the position of Advisor to the President and CEO on May 1, 2012.

Management Committee

The Board of Directors approved the set up of the Management Committee (MC) and authorized the President and CEO to be in charge of all MC activities. The MC was formed in January 2008 and consists of the top executives of business and support units. Up to present, the members have been changed due to the additional appointment and change of the top executives responsibility.

As at December 31, 2012, the MC consists of twelve members namely, Mr. Thapana Sirivadhanabhakdi, Mr. Sawat Sopa, Mr. Ueychai Tantha-Obhas, Mr. Sithichai Chaikriangkrai, Dr. Pisanu Vichiensanth, Mr. Vichai Chaiyavaranurak, Mr. Karn Chitaravimol, Mr. Matthew Kichodhan, Mr. Jean Lebreton, Mr. Vichate Tantiwanich, Mr. Marut Buranasetkul, and Mr. Prapakon Thongtheppairot. The Chairman of the MC is Mr. Thapana Sirivadhanabhakdi, the President and CEO.

Investment Committee

The Company is very careful and will cautiously proceed in the investment for our business expansion. In this regard, the Executive Committee appointed the Investment Committee (IC) which consists of nine members from various units. Mr. Narong Srisa-an is the Chairman of the IC and Mr. Thapana Sirivadhanabhakdi and Mr. Sithichai Chaikriangkrai are the Vice Chairman of the IC. The IC is responsible for consideration and advises the Executive Committee on the acquisition/disposal of businesses, assets, including the merger of businesses of Thai Beverage Public Company Limited group of companies both domestic and overseas.

Audit Committee

The Board of Directors appointed the Audit Committee which consists of 4 independent directors, namely, Mr. Prasit Kovilaikool, Prof. Kanung Luchai, Mr. Manu Leopairote, and Mr. Ng Tat Pun. Mr. Prasit Kovilaikool is the Chairman of the Audit Committee and Mr. Somsak Sae-Kuay, Vice President of the Office of Internal Audit, is the Secretary to the Audit Committee.

The members of the Audit Committee have all qualifications of an independent director. They are not authorized by the Board of Directors to make decisions on the business operation of the Company, subsidiaries, affiliates or juristic persons which may

have conflicts of interest. In this regard, Mr. Ng Tat Pun was appointed by the Board of Directors to be the leader of the Audit Committee with respect to the interested person transactions undertaken by our Group.

The Audit Committee meets at least once in each quarter or more, in case of emergency. Please refer to the Audit Committee Report regarding performance of the duties and responsibilities by the Audit Committee in 2012.

(Note: – Mr. Staporn Kavitanon ceased from the position of Independent Director and Audit Committee Chairman on February 2, 2012 due to passing away.)

Risk Management Committee

The Board of Directors appointed the Risk Management Committee which consists of seventeen members who are either directors or executives. The Directors are Mr. Narong Srisa-an, Mr. Puchchong Chandhanakij, Ms. Kanoknart Rangsihienchai, Mr. Thapana Sirivadhanabhakdi, Mr. Sawat Sopa, Mr. Ueychai Tantha-Obhas, Mr. Sithichai Chaikriangkrai, Dr. Pisanu Vichiensanth. The executives are Mr. Vichai Chaiyavaranurak, Mr. Karn Chitaravimol, Mr. Matthew Kichodhan, Mr. Jean Lebreton, Mr. Vichate Tantiwanich, Mr. Marut Buranasetkul, Mr. Prapakon Thongtheppairot, Mr. Chalerm Pornrutchakit, and Mr. Mahin Kraivixien. The Chairman of the Risk Management Committee is Mr. Narong Srisa-an. Mr. Somsak Sae-Kuay, Vice President of the Office of Internal Audit, is the Secretary to the Risk Management Committee. In this regard, any executive who is appointed as the Senior Vice President will automatically be the Risk Management Committee member.

The Risk Management Committee is responsible for consideration and approval of risk management policies and frameworks of Thai Beverage Public Company Limited and its subsidiaries, consideration and analysis of both internal and external risks which are related to or have influence on business operations, determination of the acceptable level of risks for the Company and its subsidiaries, determination and review of criteria of risk management, consideration of practicality of the emergency plans of various offices, approval of risk management plan, supervision and monitoring of the efficiency and effectiveness of risk management, and preparation of risk management report, warning system and

preventive measures for operational risks to the Board of Directors.

Nomination Committee

The Nomination Committee was appointed by the Board of Directors. In 2012, the Nomination Committee consists of Mr. Prasit Kovilaiakool, Mr. Manu Leopairote, and Khunying Wanna Sirivadhanabhakdi. The Chairman of the Nomination Committee is Mr. Prasit Kovilaiakool. Mr. Thidi Suwanarat is the Secretary to the Nomination Committee. In this regard, the majority of NC members including the NC Chairman are independent directors.

The Nomination Committee is responsible for the selection of the suitable person to be appointed as director and/or President and CEO, and setting the procedures and the guidelines for selection.

Remuneration Committee

The Remuneration Committee was appointed by the Board of Directors. In 2012, the Remuneration Committee consists of Mr. Prasit Kovilaiakool, Mr. Manu Leopairote, and Prof. Kanung Luchai. The Chairman of the Remuneration Committee is Mr. Prasit Kovilaiakool. Mr. Thidi Suwanarat is the Secretary to the Remuneration Committee. In this regard, all RC members are independent directors.

The Remuneration Committee is responsible for setting the policies and the guidelines in the determination of remunerations of any kind including to consider and review the remuneration of the key executives.

Chairman and CEO

Principle 3

Our Chairman encourages constructive relations among the Board, Executive Committee and the Management. The Chairman approves the agenda to be considered at the Board meetings and the Executive Committee meetings as he is the Chairman of the Executive Committee. The President and CEO supervises the disclosure of adequate and appropriate information to the Management and to the Board for further consideration and actions at the appropriate time.

The Chairman and the President and CEO are responsible for their roles in the overseeing the business operation and administration in accordance with the policy of the Board of Directors and structure of the organization of the Company.

Board Membership

Principle 4

In order to assure a transparent process for the appointment of the directors to the Board, the Nomination Committee (NC) would review and assess qualities of candidates for directorships (including executive directorships) before making recommendations to our Board. The NC also reviews the retirement and re-election of directors for proposing the election to the Annual General Meeting of Shareholders of the Company to comply with our Articles of Association.

The Remuneration Committee (RC) also determines remuneration policies and guidelines to set fair and reasonable remunerations of any kind to directors and executive committee members, as well as, reviews, revises, amends, or revokes such policies and guidelines to be proposed to the annual general meeting of shareholders of the Company for approval. The Committee is also in charge of the consideration and review of the remuneration of key executives and proposes to the Board of Directors of the Company.

In performing their roles, our NC and RC adhere to the law and the Listing Manual of the Singapore Exchange applicable to our Company. The NC and RC also adopted a charter and proposed it to the Board for approval.

Board Performance

Principle 5

In conducting the business of the Company, the Board perform their duties in good faith and due care according to the laws, shareholders' resolutions and to preserve the interests of the Company. Our Board will do the self-assessment of their performances and responsibilities.

Access to Information

Principle 6

We are committed to providing our Board members with adequate, complete, continuous and timely information before the Board meetings. The Board members have separate and independent access to the Company Secretary. The Company Secretary, in consultation and cooperation with the Office of Legal Affairs, is responsible for advising the Board on the laws concerning public company limited, private company including securities laws and relevant regulatory matters. In this respect, we set up a Compliance Unit, having a Compliance Manager responsible for this Unit under supervision of the Office of Corporate Secretariat and also support the Company Secretary. This is to ensure compliance with the legal and regulatory requirements. The Board approves the appointment and the removal of the Company Secretary. In 2012, the Company Secretary attended all Board meetings and Executive Committee meetings.

Procedure for Developing Remuneration Policies

Principle 7

The Remuneration Committee (RC) is authorized by the Board to determine the remuneration of directors and/or executives in consultation with the Chairman to propose for the approval of the shareholders' meetings.

If a member of the RC has an interest in a matter deliberated by the Committee, he will abstain from participating in the review and approval process for that matter.

Level and Mix of Remuneration

Principle 8

The determination of level and band of remuneration of the Directors, Executive Directors, and top executives of the Company were based on the corporate and individual performance. The approval of the remuneration for the directors is proceeded with clarity and transparency to comply with laws and the Code of Corporate Governance 2005 of SGX (including the amendment).

In this regard, the Company entered into a long-term employment agreement with Dr. Pisanu Vichiensanth, who is the director and the Managing Director of Beer Thai (1991) Public Company Limited and Managing Director of Cosmos Brewery (Thailand) Co., Ltd., and a Senior Master Brewer.

Disclosure of Remuneration

Principle 9

Details of remuneration paid to the directors and top executives for the accounting year ended December 31, 2012, of which each remuneration band is leveled at SGD250,000 (in accordance with the foreign exchange rate of SGD 1 = Baht 24.50), are set out as below:

9.1 Level of Remuneration

(Unit: Singapore Dollar)

Name of Directors/Executives	Level of Remuneration		
	Less than 250,000	250,000 to 499,999	500,000 or above
9.1.1 Directors			
1. Mr. Charoen Sirivadhanabhakdi			•
2. Khuningy Wanna Sirivadhanabhakdi		•	
3. Mr. Narong Srisa-an			•
4. Mr. Komen Tantiwiwatthanaphan		•	
5. Mr. Puchchong Chandhanakij		•	
6. Ms. Kanoknart Rangsihienchai			•
7. Mr. Staporn Kavitanon ⁽¹⁾	•		
8. Mr. Prasit Kovilaiakool ⁽²⁾	•		
9. Prof. Kanung Luchai	•		
10. Mr. Manu Leopairote	•		
11. Mr. Ng Tat Pun	•		
12. Mr. Michael Lau Hwai Keong	•		
13. Prof. Pornchai Matangkasombut	•		
14. Mr. Sakthip Krairiksh	•		
15. Gen. Dr. Choo-Chat Kambhu Na Ayudhya	•		
16. Mr. Vivat Tejapaibul	•		
17. Mr. Panote Sirivadhanabhakdi	•		
18. Mr. Thapana Sirivadhanabhakdi			•
19. Mr. Sawat Sopa			•
20. Mr. Ueychai Tantha-Obhas			•
21. Mr. Sithichai Chaikriangkrai			•
22. Dr. Pisanu Vichiensanth			•

Name of Directors/Executives	Level of Remuneration		
	Less than 250,000	250,000 to 499,999	500,000 or above
9.1.2 Top Executives			
1. Mr. Vichai Chaiyavaranurak		•	
2. Mr. Karn Chitaravimol		•	
3. Mr. Matthew Kichodhan			•
4. Mr. Jean Lebreton			•
5. Mr. Vichate Tantiwanich ⁽³⁾	•		
6. Mr. Marut Buranasetkul		•	
7. Mr. Prapakon Thongtheppairot ⁽⁴⁾	•		
8. Mr. Polapatr Suvarnazorn ⁽⁵⁾	•		

- Remarks:
- (1) Mr. Staporn Kavitanon ceased from the position of Independent Director and Audit Committee Chairman on February 2, 2012 due to passing away.
 - (2) Mr. Prasit Kovilaikool was appointed as Independent Director and Audit Committee Chairman in the 2012 Annual General Meeting of Shareholders held on April 27, 2012.
 - (3) Mr. Vichate Tantiwanich was appointed as Senior Vice President on May 1, 2012 as per the Order of the Chairman of the Executive Committee No. 2/2012 dated May 2, 2012. He was also appointed as member of the Executive Committee by the Board of Directors' Meeting No. 3/2012, which was held on May 14, 2012.
 - (4) Mr. Prapakon Thongtheppairot was appointed as Senior Vice President on July 1, 2012 as per the Order of the Chairman of the Executive Committee No. 3/2012 dated June 29, 2012. He was also appointed as the member of the Executive Committee by the Board of Directors' Meeting No. 5/2012, which was held on July 17, 2012.
 - (5) Mr. Polapatr Suvarnazorn, was relieved from the positions of member of the Executive Committee and Senior Vice President as he was appointed in the position of Advisor to the President and CEO on May 1, 2012.

9.2 Type of Remuneration

Details of remuneration which are divided into (1) salaries (2) bonuses as well as funds paid based on the operating results of the Company (3) other benefits; and (4) compensation in a form of shares and long-term benefits given to directors and top executives of the Company in the accounting year ended December 31, 2012 are set out as follows:

Name of Directors/Executives	Type of Remuneration			
	Salaries	Bonuses as well as funds paid based on the operating results of the Company	Other benefits	Compensation in a form of shares and long-term benefits
9.2.1 Directors				
1. Mr. Charoen Sirivadhanabhakdi	80%	20%	-	-
2. Khunying Wanna Sirivadhanabhakdi	80%	20%	-	-
3. Mr. Narong Srisa-an	48%	52%	-	-
4. Mr. Komen Tantiwiwatthanaphan	80%	20%	-	-
5. Mr. Puchchong Chandhanakij	74%	26%	-	-
6. Ms. Kanoknart Rangsithienchai	47%	53%	-	-
7. Mr. Staporn Kavitanon ⁽¹⁾	100%	-	-	-
8. Mr. Prasit Kovilaiakool ⁽²⁾	100%	-	-	-
9. Prof. Kanung Luchai	100%	-	-	-
10. Mr. Manu Leopairote	100%	-	-	-
11. Mr. Ng Tat Pun	100%	-	-	-
12. Mr. Michael Lau Hwai Keong	100%	-	-	-
13. Prof. Pornchai Matangkasombut	100%	-	-	-
14. Mr. Sakthip Krairiksh	100%	-	-	-
15. Gen. Dr. Choo-Chat Kambhu Na Ayudhya	100%	-	-	-
16. Mr. Vivat Tejapaibul	100%	-	-	-
17. Mr. Panote Sirivadhanabhakdi	100%	-	-	-
18. Mr. Thapana Sirivadhanabhakdi	51%	49%	-	-
19. Mr. Sawat Sopa	52%	48%	-	-
20. Mr. Ueychai Tantha-Obhas	52%	48%	-	-
21. Mr. Sithichai Chaikriangkrai	49%	51%	-	-
22. Dr. Pisanu Vichiensanth	51%	49%	-	-

Name of Directors/Executives	Type of Remuneration			
	Salaries	Bonuses as well as funds paid based on the operating results of the Company	Other benefits	Compensation in a form of shares and long-term benefits
9.2.2 Top Executives				
1. Mr. Vichai Chaiyavaranurak	53%	47%	-	-
2. Mr. Karn Chitaravimol	81%	19%	-	-
3. Mr. Matthew Kichodhan	60%	40%	-	-
4. Mr. Jean Lebreton	60%	40%	-	-
5. Mr. Vichate Tantiwanich ⁽³⁾	92%	8%	-	-
6. Mr. Marut Buranasetkul	53%	47%	-	-
7. Mr. Prapakon Thongtheppairot ⁽⁴⁾	85%	15%	-	-
8. Mr. Polapatr Suvarnazorn ⁽⁵⁾	47%	53%	-	-

- Remarks:
- (1) Mr. Staporn Kavitanon ceased from the position of Independent Director and Audit Committee Chairman on February 2, 2012 due to passing away.
 - (2) Mr. Prasit Kovilaiakool was appointed as Independent Director and Audit Committee Chairman in the 2012 Annual General Meeting of Shareholders held on April 27, 2012.
 - (3) Mr. Vichate Tantiwanich was appointed as Senior Vice President on May 1, 2012 as per the Order of the Chairman of the Executive Committee No. 2/2012 dated May 2, 2012. He was also appointed as member of the Executive Committee by the Board of Directors' Meeting No. 3/2012, which was held on May 14, 2012.
 - (4) Mr. Prapakon Thongtheppairot was appointed as Senior Vice President on July 1, 2012 as per the Order of the Chairman of the Executive Committee No. 3/2012 dated June 29, 2012. He was also appointed as the member of the Executive Committee by the Board of Directors' Meeting No. 5/2012, which was held on July 17, 2012.
 - (5) Mr. Polapatr Suvarnazorn, was relieved from the positions of member of the Executive Committee and Senior Vice President as he was appointed in the position of Advisor to the President and CEO on May 1, 2012.

In this regard, Directors and/or Executive Committee Directors of Thai Beverage Public Company Limited and/or its subsidiaries who receive monthly salary from the Company and/or any subsidiaries will not receive the Director Remuneration pertaining to the resolutions of the Board of Directors' Meeting No. 2/2004 held on May 21, 2004.

Accountability

Principle 10

The Board is responsible for providing a balanced and understandable assessment of the Company's performance, and for providing shareholders with quarterly and annual financial reports. The financial statements for the first three quarters are released to shareholders within 45 days of the end of each quarter. The annual result is released within 60 days of the end of each financial year. In addition, after the financial disclosure, our top executives also participate in quarter results briefing and telephone conference from time to time. This is to ensure the timely update to our investors.

Audit Committee

Principle 11

The Board appointed the Audit Committee (AC), which in 2012 consists of four independent directors: three Thais and one Singaporean. The AC responsibilities are clearly set forth in the Audit Committee Charter for, instance, assessing the adequacy and effectiveness of the internal controls of the Company and its subsidiaries, ensuring the correctness and reliability of the financial statements preparation process and information disclosures of the Company and its subsidiaries, and reviewing the Company and its subsidiaries compliance with the applicable laws, regulations and rules of the Stock Exchange of Thailand

and the Singapore Exchange. This includes the internal controls and consideration of Interested Persons Transactions to prevent any occurrence of conflict of interests.

The AC also proposes its opinions on the appointment of the auditors of the Company and its subsidiaries, including their remuneration to the Board of Directors in order to propose to the Shareholders' Meeting for approval. The 2012 Annual General Meeting of Shareholders held on April 27, 2012, unanimously resolved to approve the appointment of Ms. Nittaya Chetchotiros, Certified Public Accountant No. 4439 or Mr. Nirand Lilamethwat, Certified Public Accountant No. 2316, or Ms. Orawan Sirirattanawong, Certified Public Accountant No. 3757 of KPMG Phoomchai Audit Ltd. to be the auditor of the Company. This appointment is also complied with Rule 713(1) of the Listing Manual of Singapore Exchange (Listing Manual).

According to the financial statements for the year ended December 31, 2012, Thai Beverage Group of Companies consisting of Thai Beverage Public Company Limited and all subsidiaries paid the audit fees at the amount of approximately Baht 65.4 million, and the audit fee only of Thai Beverage Public Company Limited at the amount of Baht 7,555,000 as per approval of the 2012 Annual General Meeting of Shareholders. In this regard, there was no payment made by the Company for the Non-Audit Fee to the auditor.

Normally, Thai Beverage Public Company Limited and subsidiaries will appoint KPMG Phoomchai Audit Ltd. ("**KPMG Thailand**") and companies in the group of KPMG Thailand in various countries to provide audit services. However, in the fiscal year of 2012, there are four subsidiaries in overseas which are International Beverage Holdings Limited, USA Inc., Best Spirits Company Limited, InterBev Malaysia Sdn. Bhd., and InterBev (Cambodia) Co., Ltd. appointed different auditors from the Company. The Company's Audit Committee and Board of Directors considered and satisfied that the appointment would not compromise the standard and effectiveness of the audit of the Company, in compliance with the Rule 716 of the Listing Manual.

Internal Controls

Principle 12

Our Board values a sound management internal control system. To safeguard shareholders' investments and the Company's assets, the Board appointed an Executive Committee, each member of which oversees different departments and business units to ensure the adequacy of financial, operational and compliance controls, including risk management policies.

In support of this, the Board also assigned the Office of Corporate Secretariat to oversee the compliance with the laws concerning the private company, public company limited and the Securities Laws, which are applicable to the Company.

In addition to the relevant laws and regulations, the Board of Directors also announces the Business Ethics and indicated that all directors, executives and employees be complied. In the Business Ethics, the Board of Directors included the policy for the handling of information in order to protect against unduly handling of information for personal benefits or the benefits of other persons. It is the responsibility of the directors, executives and employees of the Company to prevent any access by unauthorized persons, and/or disclosure of, non-public information that may affect the market price of the Company's shares and other financial instruments issued by the Company, before it has been received by the stock exchange, or before the information has been made public through SGXNET, or still be price-sensitive information.

In addition, the Board of Directors has a policy for directors and executives on dealing in the Company's securities. The directors and executives of the Company are prohibited from dealing in the Company's securities from the date commencing two weeks before the announcement of the Company financial statements for each of the first three quarters of the Company's financial year and one month before the announcement of the Company's full year financial statements, and from trading at any time on short-term considerations. Under the Company's Articles, the Directors must also notify the Company and the SGX-ST of the particulars of his shareholding interest in the Company at the time of his appointment and, for so long as he remains as a Director, of any interest in, and all changes to, his shareholding

in the Company within 2 business days of any such change. The Company Secretary immediately announces such notice through SGXNET and within 7 days provides a copy of the notice received to all other directors.

Based on the internal controls established and maintained by the Company, audits independently performed by the internal and external auditors and reviews performed by Management, the Board, with the concurrence of the Audit Committee, is of the opinion that the Group's internal controls addressing financial, operational and compliance risks as at December 31, 2012 are adequate.

The Board notes that the system of internal controls provides reasonable, but not absolute, assurance that the Company will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. However, the Board also notes that no system of internal controls can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgement in decision making, human error, losses, fraud or other irregularities.

Internal Audit

Principle 13

The Company established the Office of Internal Audit as an independent unit to assist the Board of Directors through the Audit Committee by assessing and improving the effectiveness of risk management, internal controls and good corporate governance. In this regard, the Audit Committee appointed the Vice President of the Office of Internal Audit as the Secretary to the Audit Committee. The Internal Audit Office reports directly to the Chairman of the Audit Committee and administratively to Chief Executive Officer. The Office of Internal Audit conducts objective and independent assessments on the adequacy and efficiency of the Group's system of internal controls. It operates within the framework stated in its Internal Audit Charter, which is approved by the Audit Committee. It adopts a risk-based audit methodology to develop its audit plans, and its activities are aligned to key risks of ThaiBev Group. Based on risk assessments performed, greater focus and appropriate review intervals are set for higher risk activities, and material internal controls, including

compliance with the Company's policies, procedures and regulatory responsibilities. During the year, the Internal Audit Office conducted its audit reviews based on the approved internal audit plans. All audit reports detailing audit findings and recommendations are provided to Management who would respond on the actions to be taken. Each quarter, the Internal Audit Office would submit to the Audit Committee a report on the status of the audit plan and on audit findings and actions taken by Management on such findings. Key findings are highlighted at the Audit Committee meetings for discussion and follow-up action. The Audit Committee monitors the timely and proper implementation of required corrective, preventive or improvement measures undertaken by Management. The Audit Committee is satisfied that the Internal Audit Office has adequate resources and appropriate standing within the Company to perform its function effectively.

Communication with Shareholders

Principle 14

Not only we make various announcements via SGXNET to communicate with our shareholders, but our Investor Relations Unit also works closely with our top executives to ensure timely disclosure. The unit arranges quarterly briefings following the disclosure of interim and full year results, so that investors may query management about financial, marketing or strategic issues. Between reporting periods, the Investor Relations team regularly meets with investors to communicate the policies and strategies of the Company so that investors have a good understanding of the Company operation. Investor Relations provides timely detailed information via the corporate website.

The unit also reports to management about investors' comments and concerns. Contact information for the Investor Relations Unit appears in this annual report or on the investor relations section of the corporate website <http://www.thaibev.com/ir.html>.

Audit Committee Report

To Shareholders of Thai Beverage Public Company Limited

The Audit Committee was appointed by the Board of Directors, comprising four independent directors who are appropriately qualified to discharge their responsibilities, namely Mr. Prasit Kovilaikool as Chairman, Mr. Kanung Luchai, Mr. Manu Leopairote and Mr. Ng Tat Pun as the Committee members. The Audit Committee is guided by the Audit Committee Charter approved by the Board of Directors which clearly set out its authority, responsibilities and duties.

In 2012, the Audit Committee held 7 ordinary and extraordinary meetings with executive management, internal auditors and external auditors of the Company in relation to the meeting agenda as appropriate. The major tasks undertaken by the Audit Committee were as follows:

1. Reviewed the quarterly, annual and consolidated financial statements of the Company and its subsidiaries to ensure accuracy and conformity with the generally accepted accounting principles, including sufficient disclosure of information. The Audit Committee then proposed review results and the quarterly financial statements to the Board of Directors for approval, as well as the annual financial statements to the Board of Directors for endorsement and approval by the Shareholders at the Annual General Meeting.
2. Evaluated adequacy and appropriateness of the Company's internal controls through the supervision and audits of the Internal Audit Office and the external auditors. The Audit Committee fully supported and encouraged their independent operations, and discussed with them to consider material suggestions presented to the executives and the Board of Directors for enhancing efficiency of the operations and internal controls.
3. Reviewed interested person transactions and transactions that may lead to conflict of interests to ensure their compliance with the Company Shareholders' Mandate for the interested person transactions, reasonableness of transactions that the Company entered into for the best interest of the Company, and disclosure of sufficient, accurate and complete information.
4. Reviewed compliance of laws and regulations of the Securities and the Stock Exchange, and compliance of laws and regulations related to business.
5. Approved the 3 years risk based audit plan of the Internal Audit Office to cover all risks and activities of the Company, oversaw the performance of internal audit in accordance with the established audit plan, acknowledged audit results on quarterly basis, provided operational guidelines for enhancing effectiveness and efficiency to the Office of Internal Audit.
6. Reviewed and discussed with the auditors and management representatives to acknowledge any issue(s) which might cause administrative difficulties or might affect business operation of the Company; provided advice on how to improve financial reporting presentation and information disclosure, and other recommendations to the management as deemed appropriate.
7. Reviewed independence of the external auditors, and recommended annual appointment as well as compensation.
8. Endorsed the Subsidiaries for the appointment of different auditors from the Company in order to ensure that the appointment would not compromise the standard and effectiveness of the audit of the Company which also is in compliance with the Rule 716 of the Listing Manual.

The Audit Committee is of the opinion that for the year ended December 31, 2012, the Company's financial statements were fairly presented in all material respects in accordance with the generally accepted accounting principles, and disclosed information adequately. The Company's internal controls have been both adequate and appropriate to its business and found no material discrepancy. The rules and regulations of the Securities and the Stock Exchange were properly complied as well as other related laws and regulations. The interested person transactions and transactions that may lead to conflict of interests were the normal course of business transactions, accurate and reasonable for the best interest of the Company. The said information was also disclosed adequately, accurately and completely. In addition to these, the Company had continuous development on the good corporate governance.

For the year 2013, the Audit Committee has proposed the Board of Directors to further propose for approval of the Shareholders at the Annual General Meeting on the appointment of the auditors of KPMG Phoomchai Audit Limited as the Company's external auditor and the remuneration for the year 2013. After due consideration, the Audit Committee was of the view that they are qualified, competent, professional based on their acceptable and satisfactory performances in the past. They are also independent and have no relationship or interest with the Company and its subsidiaries. The proposed audit fee was considered as a reasonable amount.



Mr. Prasit Kovilaikool
Chairman of the Audit Committee
February 27, 2013

Independent Auditor's Report

To the Shareholders of Thai Beverage Public Company Limited

I have audited the accompanying consolidated and separate financial statements of Thai Beverage Public Company Limited and its subsidiaries, and of Thai Beverage Public Company Limited, respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2012, the consolidated and separate statements of income, comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Consolidated and Separate Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In my opinion, the consolidated and separate financial statements referred to above present fairly, in all material respects, the financial position as at 31 December 2012 and the financial performance and cash flows for the year then ended of Thai Beverage Public Company Limited and its subsidiaries, and of Thai Beverage Public Company Limited, respectively, in accordance with Thai Financial Reporting Standards.

Emphasis of Matter

Without qualifying the opinion in respect of the above financial statements, I draw attention to Note 5 to the financial statements. The Group has hired independent appraisers to determine the fair value of assets and liabilities acquired for one overseas investment. However, the fair value assessment has not been completed. Therefore, goodwill is yet to be finally determined and is subject to potential amendment depending on the finalisation of the appraisal by independent appraisers.

Following the Group's purchase of this overseas investment, a significant part of the Investee's business ("the Business") was eventually sold to another party. The Investee realised a gain of Baht 119,214 million from the sale of the Business and the Group should ordinarily have recognised its proportionate share of profit according to equity accounting principles of Baht 35,191 million. However, pending finalisation of the fair value assessment referred to in the preceding paragraph, the Group has recognised its share of profit only for an amount not exceeding the fair value of the Investee, amounting to Baht 13,437 million, as determined by the available valuation report from another independent appraiser, dated 20 December 2012.



(Nirand Lilamethwat)

Certified Public Accountant
Registration No. 2316

KPMG Phoomchai Audit Ltd.
Bangkok
27 February 2013

Statements of financial position

Thai Beverage Public Company Limited and its Subsidiaries
As at 31 December 2012 and 2011

Assets	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
			(Restated)		(in thousand Baht)
Current assets					
Cash and cash equivalents	7	4,544,966	3,442,423	28,230	11,188
Current investments	8	2,289	12,804	-	-
Trade accounts receivable	6, 9	3,582,909	3,618,526	-	-
Other receivables		898,567	962,737	12,012	12,256
Current portion of long-term loans		27,557	-	578	-
Short-term loans to and other receivables from related parties	6	1,246,307	2,289,738	24,857,102	15,237,613
Inventories	10	32,972,438	30,552,267	-	-
Other current assets	11	3,874,071	4,297,832	37,996	17,672
Total current assets		47,149,104	45,176,327	24,935,918	15,278,729
Non-current assets					
Investments in associates	12	104,319,644	149,161	-	-
Investments in subsidiaries	13	-	-	80,352,046	80,189,702
Other long-term investments	8	319,788	233,838	-	-
Long-term loans to and other receivables from related parties	6	57,385	53,461	2,314,565	645,565
Other long-term loans		2,216	-	20	-
Investment properties	14	858,720	678,274	-	-
Property, plant and equipment	15	45,320,061	43,367,421	48,737	52,799
Goodwill	16	7,038,303	7,033,920	-	-
Other intangible assets	17	158,690	171,108	15,797	14,318
Leasehold rights	18	174,167	191,672	-	-
Deferred tax assets	19	397,383	341,088	29,506	30,840
Other non-current assets	20	1,890,333	1,965,367	296,187	305,918
Total non-current assets		160,536,690	54,185,310	83,056,858	81,239,142
Total assets		207,685,794	99,361,637	107,992,776	96,517,871

The accompanying notes are an integral part of these financial statements.

Statements of financial position

Thai Beverage Public Company Limited and its Subsidiaries
As at 31 December 2012 and 2011

Liabilities and equity	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
			(Restated)		(in thousand Baht)
Current liabilities					
Bank overdrafts and short-term loans					
from financial institutions	21	11,334,945	5,226,897	8,370,341	3,500,000
Trade accounts payable	6, 22	5,108,142	5,297,250	-	-
Other payables	23	4,213,194	3,685,932	165,962	153,597
Current portion of long-term loans					
from financial institutions	21	4,672,275	1,800,000	1,533,200	1,200,000
Short-term loans from and					
other payables to related parties	6, 21	302,862	145,911	9,608,376	8,924,330
Income tax payable		2,814,991	2,925,761	118,744	50,791
Short-term provisions		39,043	44,958	-	-
Other current liabilities		2,107,487	2,112,481	61,021	62,458
Total current liabilities		30,592,939	21,239,190	19,857,644	13,891,176
Non-current liabilities					
Long-term loans from and					
other payables to related parties	6, 21	105	449	13,874,900	10,528,000
Long-term loans from					
financial institutions	21	88,146,177	11,200,000	9,666,800	11,200,000
Deferred tax liabilities	19	1,374,053	1,252,186	-	-
Employee benefit obligations	24	2,437,451	2,340,532	134,088	139,313
Other non-current liabilities		163,681	126,919	-	-
Total non-current liabilities		92,121,467	14,920,086	23,675,788	21,867,313
Total liabilities		122,714,406	36,159,276	43,533,432	35,758,489

The accompanying notes are an integral part of these financial statements.

Statements of financial position

Thai Beverage Public Company Limited and its Subsidiaries
As at 31 December 2012 and 2011

Liabilities and equity	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
			(Restated)		(in thousand Baht)
Equity					
Share capital:	25				
Authorised share capital		29,000,000	29,000,000	29,000,000	29,000,000
Issued and paid-up share capital		25,110,025	25,110,025	25,110,025	25,110,025
Difference arising from common control transactions		(19,718,440)	(19,732,321)	31,035	-
Premium on ordinary shares	26	17,215,737	17,215,737	17,215,737	17,215,737
Retained earnings:					
Appropriated – legal reserve	26	2,900,000	2,900,000	2,900,000	2,900,000
Unappropriated		52,399,129	32,956,589	19,157,349	15,533,620
Other components of equity	26	3,469,585	1,300,272	45,198	-
Equity attributable to owners of the Company		81,376,036	59,750,302	64,459,344	60,759,382
Non-controlling interests	5	3,595,352	3,452,059	-	-
Total equity		84,971,388	63,202,361	64,459,344	60,759,382
Total liabilities and equity		207,685,794	99,361,637	107,992,776	96,517,871

The accompanying notes are an integral part of these financial statements.

Statements of income

Thai Beverage Public Company Limited and its Subsidiaries
For the years ended 31 December 2012 and 2011

	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
			(Restated)		(in thousand Baht)
Income	6, 27				
Revenue from sale of goods	35	161,043,747	132,186,530	-	-
Management fees		-	-	3,382,629	3,083,243
Dividends	13	6,135	840	11,946,667	8,117,843
Interest income		73,992	37,554	981,610	373,120
Net gain on foreign exchange		-	83,586	-	267
Other income	28	756,878	672,312	62,483	6,761
Total income		161,880,752	132,980,822	16,373,389	11,581,234
Expenses	6, 27, 32				
Cost of sale of goods		115,621,965	97,453,289	-	-
Cost of rendering of services		-	-	1,258,548	1,168,966
Selling expenses	29	12,231,705	8,276,586	-	-
Administrative expenses	30	10,386,173	9,155,310	437,551	390,547
Net loss on foreign exchange		1,945,523	-	28,642	-
Loss from severe floodings in Thailand	3	-	160,277	-	-
Finance costs	33	1,401,361	454,770	1,702,949	1,191,468
Total expenses		141,586,727	115,500,232	3,427,690	2,750,981
Share of profit (loss) of associates, net of income tax	12	13,611,095	(196,639)	-	-
Profit before income tax expense		33,905,120	17,283,951	12,945,699	8,830,253
Income tax expense	34	(5,145,582)	(5,317,352)	(254,051)	(271,078)
Profit for the year		28,759,538	11,966,599	12,691,648	8,559,175
Profit attributable to:					
Owners of the Company		28,493,113	12,030,959	12,691,648	8,559,175
Non-controlling interests		266,425	(64,360)	-	-
Profit for the year		28,759,538	11,966,599	12,691,648	8,559,175
Basic earnings per share	36	1.13	0.48	0.51	0.34

The accompanying notes are an integral part of these financial statements.

Statements of comprehensive income

Thai Beverage Public Company Limited and its Subsidiaries
For the years ended 31 December 2012 and 2011

	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
			(Restated)		(in thousand Baht)
Profit for the year		28,759,538	11,966,599	12,691,648	8,559,175
Other comprehensive income					
Foreign currency translation					
differences for foreign operations		155,649	291,897	-	-
Revaluation of property	15	902,694	46,074	-	-
Defined benefit plan actuarial					
gains (losses)	24	(20,973)	(22,148)	21,110	35,387
Share of other comprehensive income					
of associates		1,263,831	-	-	-
Net change in fair value of					
available-for-sale investments		40,865	2,345	-	-
Income tax on other comprehensive					
income	34	(177,865)	343,950	(4,222)	(7,077)
Other comprehensive income for the					
 year, net of income tax		2,164,201	662,118	16,888	28,310
Total comprehensive income					
 for the year		30,923,739	12,628,717	12,708,536	8,587,485
Total comprehensive income					
 attributable to:					
Owners of the Company		30,651,462	12,672,093	12,708,536	8,587,485
Non-controlling interests		272,277	(43,376)	-	-
Total comprehensive income					
 for the year		30,923,739	12,628,717	12,708,536	8,587,485

Statements of changes in equity

Thai Beverage Public Company Limited and its Subsidiaries
For the years ended 31 December 2012 and 2011

Consolidated financial statements (Restated)

	Retained earnings							Other components of equity				Total equity
	Issued and paid-up share capital	Difference arising from common control transactions	Ordinary share premium	Legal reserve	Unappropriated surplus	Currency translation differences	Revaluation surplus	Fair value changes in available-for-sale investments	Total other components of equity	Equity attributable to owners of the Company	Non-controlling interests	
Year ended 31 December 2011 – restated												(in thousand Baht)
Balance at 1 January 2011	25,110,025	(19,732,321)	17,215,737	2,900,000	29,741,225	(1,923,389)	2,555,518	-	632,129	55,866,795	282,607	56,149,402
Transactions with owners, recorded directly in equity												
Dividends to owners of the Company	-	-	-	-	(8,788,509)	-	-	-	-	(8,788,509)	(64,734)	(8,853,243)
Acquisition of non-controlling interests without a change in control	-	-	-	-	(77)	-	-	-	-	(77)	(30)	(107)
Acquisition of non-controlling interests with a change in control	-	-	-	-	-	-	-	-	-	-	3,277,592	3,277,592
Total transactions with owners, recorded directly in equity	-	-	-	-	(8,788,586)	-	-	-	-	(8,788,586)	3,212,828	(5,575,758)
Comprehensive income for the year												
Profit or loss	-	-	-	-	12,030,959	-	-	-	-	12,030,959	(64,360)	11,966,599
Other comprehensive income	-	-	-	-	(27,009)	291,897	375,033	1,213	668,143	641,134	20,984	662,118
Total comprehensive income for the year	-	-	-	-	12,003,950	291,897	375,033	1,213	668,143	12,672,093	(43,376)	12,628,717
Balance at 31 December 2011	25,110,025	(19,732,321)	17,215,737	2,900,000	32,956,589	(1,631,492)	2,930,551	1,213	1,300,272	59,750,302	3,452,059	63,202,361
Restatement of equity balance as at 31 December 2011												
Balance at 31 December 2011	25,110,025	(19,732,321)	17,215,737	2,900,000	33,203,551	(1,631,492)	2,930,551	1,798	1,300,857	59,997,849	3,519,090	63,516,939
- as reported	-	-	-	-	(246,962)	-	-	(585)	(585)	(247,547)	(67,031)	(314,578)
Restated balance as at 31 December 2011	25,110,025	(19,732,321)	17,215,737	2,900,000	32,956,589	(1,631,492)	2,930,551	1,213	1,300,272	59,750,302	3,452,059	63,202,361

The accompanying notes are an integral part of these financial statements.

Statements of changes in equity

Thai Beverage Public Company Limited and its Subsidiaries
For the years ended 31 December 2012 and 2011

Consolidated financial statements

	Note	Retained earnings			Other components of equity				Equity attributable to owners of the Company	Non-controlling interests	Total equity			
		Legal reserve	Unappropriated surplus	Unappropriated	Revaluation surplus	Fair value changes in available-for-sale investments	Share of other comprehensive income of associates	Total other components of equity						
Year ended 31 December 2012														
Balance at 31 December 2011 as restated adjustment	5	25,110,025	(19,732,321)	17,215,737	2,900,000	32,956,589	(1,631,492)	2,930,551	1,213	-	1,300,272	59,750,302	3,452,059	63,202,361
Transactions with owners, recorded directly in equity														
Dividends to owners of the Company	37	-	-	-	-	(9,039,609)	-	-	-	-	-	(9,039,609)	(117,556)	(9,157,165)
Reversal of difference arising from common control transactions on the disposal of investments in a subsidiary		-	13,881	-	-	-	-	-	-	-	-	13,881	(11,428)	2,453
Total transactions with owners, recorded directly in equity		-	13,881	-	-	(9,039,609)	-	-	-	-	-	(9,025,728)	(128,984)	(9,154,712)
Comprehensive income for the year														
Profit		-	-	-	-	28,493,113	-	-	-	-	-	28,493,113	266,425	28,759,538
Other comprehensive income		-	-	-	-	(10,964)	155,727	728,617	21,138	1,263,831	2,169,313	2,158,349	5,852	2,164,201
Total comprehensive income for the year		-	-	-	-	28,482,149	155,727	728,617	21,138	1,263,831	2,169,313	30,651,462	272,277	30,923,739
Balance at 31 December 2012		25,110,025	(19,718,440)	17,215,737	2,900,000	52,399,129	(1,475,765)	3,659,168	22,351	1,263,831	3,469,585	81,376,036	3,595,352	84,971,388

(in thousand Baht)

The accompanying notes are an integral part of these financial statements.

Statements of changes in equity

Thai Beverage Public Company Limited and its Subsidiaries
For the years ended 31 December 2012 and 2011

Separate financial statements

	Note	Issued and paid-up share capital	Ordinary share premium	Retained earnings		Total equity
				Legal reserve	Unappropriated	
(in thousand Baht)						
Year ended 31 December 2011						
Balance at 1 January 2011		25,110,025	17,215,737	2,900,000	15,734,644	60,960,406
Transactions with owners, recorded directly in equity						
Dividends to owners of the Company	37	-	-	-	(8,788,509)	(8,788,509)
Total transactions with owners, recorded directly in equity		-	-	-	(8,788,509)	(8,788,509)
Comprehensive income for the year						
Profit		-	-	-	8,559,175	8,559,175
Other comprehensive income		-	-	-	28,310	28,310
Total comprehensive income for the year		-	-	-	8,587,485	8,587,485
Balance at 31 December 2011		25,110,025	17,215,737	2,900,000	15,533,620	60,759,382

The accompanying notes are an integral part of these financial statements.

Statements of changes in equity

Thai Beverage Public Company Limited and its Subsidiaries
For the years ended 31 December 2012 and 2011

	Note	Issued and paid-up share capital	Difference arising from common control transactions	Separate financial statements			Total equity
				Ordinary share premium	Legal reserve	Retained earnings	
Year ended 31 December 2012							
Balance at 1 January 2012		25,110,025	-	17,215,737	2,900,000	15,533,620	60,759,382
Transactions with owners, recorded directly in equity							
Dividends to owners of the Company	37	-	-	-	-	(9,039,609)	(9,039,609)
Reversal of difference arising from common control transactions on the disposal of investments in a subsidiary		-	31,035	-	-	-	31,035
Total transactions with owners, recorded directly in equity		-	31,035	-	-	(9,039,609)	(9,008,574)
Comprehensive income for the year							
Profit		-	-	-	-	12,691,648	12,691,648
Other comprehensive income		-	-	-	-	16,888	16,888
Total comprehensive income for the year		-	-	-	-	12,708,536	12,708,536
Balance at 31 December 2012		25,110,025	31,035	17,215,737	2,900,000	19,202,547	64,459,344

(in thousand Baht)

The accompanying notes are an integral part of these financial statements.

Statements of cash flows

Thai Beverage Public Company Limited and its Subsidiaries
For the years ended 31 December 2012 and 2011

	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
			(Restated)		(in thousand Baht)
Cash flows from operating activities					
Profit for the year		28,759,538	11,966,599	12,691,648	8,559,175
<i>Adjustments for</i>					
Depreciation and amortisation		3,928,795	3,426,108	23,803	24,024
Interest income		(73,992)	(37,554)	(981,610)	(373,120)
Finance costs		1,401,361	454,770	1,702,949	1,191,468
Unrealised loss on exchange		298,019	34,917	111,828	-
(Reversal of) bad and doubtful debts expense		(7,684)	16,364	-	-
Amortisation of advance payments to a specialist		50,000	50,000	9,375	9,375
Write-off (reversal of) allowance for obsolete inventories		(194,208)	288,022	-	-
Gain on sale of investment properties		-	(139,454)	-	-
(Gain) loss on disposal and write-off of property, plant and equipment and intangible assets		(15,574)	248,665	3,092	1,819
(Reversal of) impairment loss on plant and equipment		(197,055)	588,270	-	-
Gain on sale of investment		(42,760)	-	(32,975)	-
Dividends		(6,135)	(840)	(11,946,667)	(8,117,843)
Employee benefit		235,380	193,908	17,594	26,461
Share of (profit) loss of associates, net of income tax	12	(13,611,095)	196,639	-	-
Income tax expense	34	5,145,582	5,317,352	254,051	271,078
		25,670,172	22,603,766	1,853,088	1,592,437
<i>Changes in operating assets and liabilities</i>					
Trade accounts receivable		23,977	(570,848)	-	-
Other receivables from related parties		696,803	(1,535,293)	(4,848)	(42,609)
Inventories		(2,228,452)	(2,301,656)	-	-
Other current assets		485,967	(2,427,783)	(20,348)	(11,026)
Trade accounts payable		(182,953)	266,284	-	-
Other payables to related parties		100,744	(32,075)	158,766	123,940
Other current liabilities		435,689	579,886	38,250	4,072
Employee benefit paid		(138,888)	(103,143)	776	(18,280)
Other non-current liabilities		231,281	21,880	-	-
Cash generated from operating activities		25,094,340	16,501,018	2,025,684	1,648,534
Income tax paid		(5,368,595)	(4,353,917)	(188,985)	(348,952)
Net cash from operating activities		19,725,745	12,147,101	1,836,699	1,299,582

The accompanying notes are an integral part of these financial statements.

Statements of cash flows

Thai Beverage Public Company Limited and its Subsidiaries
For the years ended 31 December 2012 and 2011

	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
			(Restated)		(in thousand Baht)
Cash flows from investing activities					
Interest received		73,789	37,377	867,636	317,799
Dividends received		6,135	840	11,946,667	8,117,843
Current investments		12,514	(8)	-	-
Loans to related parties		-	-	(13,570,095)	(13,107,900)
Repayment of loans to related parties		-	-	2,288,600	2,195,500
Other long-term loans		(29,833)	-	-	-
Investments in subsidiaries		39,576	-	287,915	(142,277)
Investments in associates		(90,111,990)	-	-	-
Other long-term investments		(47,068)	-	-	-
Purchase of investment properties		(161,129)	-	-	-
Sale of investment properties		-	273,217	-	-
Purchase of property, plant and equipment		(4,821,368)	(3,164,562)	(21,866)	(18,789)
Sale of property, plant and equipment		157,730	49,529	19	2,238
Purchase of intangible assets		(40,648)	(31,971)	(7,686)	(1,955)
Sale of intangible assets		218	2,538	-	-
Increase in other non-current assets		24,977	(2,225)	25	(356)
Net cash outflow on acquisition of indirect subsidiary	5	-	(9,057,106)	(386,250)	-
Net cash from (used in) investing activities		(94,897,097)	(11,892,371)	1,404,965	(2,637,897)
Cash flows from financing activities					
Interest paid		(1,352,909)	(388,673)	(1,710,104)	(1,107,557)
Dividends paid to owners of the Company		(9,039,609)	(8,788,509)	(9,039,609)	(8,788,509)
Dividends paid to non-controlling interests		(117,556)	(64,734)	-	-
Bank overdrafts		751,421	(190,673)	-	-
Proceeds from short-term loans from financial institutions		128,090,116	39,482,237	42,473,225	20,600,000
Repayment of short-term loans from financial institutions		(122,733,217)	(40,326,910)	(37,602,884)	(22,100,000)
Proceeds from loans from related parties		-	-	8,282,350	8,173,420
Repayment of loans from related parties		-	-	(4,427,600)	(5,350,700)
Proceeds from long-term loans from financial institutions		81,618,453	12,400,000	-	12,400,000
Repayment of long-term loans from financial institutions		(1,800,000)	(2,500,000)	(1,200,000)	(2,500,000)
Net cash from (used in) financing activities		75,416,699	(377,262)	(3,224,622)	1,326,654
Net increase (decrease) in cash and cash equivalents					
		245,347	(122,532)	17,042	(11,661)
Cash and cash equivalents at 1 January		3,442,423	3,358,696	11,188	22,849
Effect of exchange rate changes on balances held in foreign currencies		857,196	206,259	-	-
Cash and cash equivalents at 31 December	7	4,544,966	3,442,423	28,230	11,188

The accompanying notes are an integral part of these financial statements.

Notes to the financial statements

Thai Beverage Public Company Limited and its Subsidiaries
For the years ended 31 December 2012 and 2011

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These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorised for issue by the Board of Directors on 27 February 2013.

1. General information

Thai Beverage Public Company Limited, the "Company", is incorporated in Thailand and has its registered office at 14 Vibhavadi Rangsit Road, Chomphon, Chatuchak Bangkok.

The Company was listed on the Singapore Exchange Securities Trading Limited (SGX-ST) in May 2006.

The principal businesses of Thai Beverage Public Company Limited and its subsidiaries, the "Group", are the production, distribution of alcoholic and non-alcoholic beverages, and Japanese restaurants. Details of the Company's subsidiaries and associates as at 31 December 2012 and 2011 were as follows:

Name of the entity	Type of business	Country of incorporation	Ownership interest (%)	
			2012	2011
Direct subsidiaries				
1. Beer Thai (1991) PCL.	Beer brewery and production of drinking water and soda water	Thailand	100.00	100.00
2. Beer Thip Brewery (1991) Co., Ltd.	Beer brewery and production of drinking water and soda water	Thailand	100.00	100.00
3. Cosmos Brewery (Thailand) Co., Ltd.	Beer brewery and production of drinking water and soda water	Thailand	100.00	100.00
4. Sangsom Co., Ltd.	Spirits distillery	Thailand	100.00	100.00
5. Fuengfuanant Co., Ltd.	Spirits distillery	Thailand	100.00	100.00
6. Mongkolsamai Co., Ltd.	Spirits distillery	Thailand	100.00	100.00
7. Thanapakdi Co., Ltd.	Spirits distillery	Thailand	100.00	100.00
8. Kanchanasingkorn Co., Ltd.	Spirits distillery	Thailand	100.00	100.00
9. Sura Bangyikhan Co., Ltd.	Spirits distillery	Thailand	100.00	100.00
10. Athimart Co., Ltd.	Spirits distillery	Thailand	100.00	100.00
11. S.S. Karnsura Co., Ltd.	Spirits distillery	Thailand	100.00	100.00
12. Kankwan Co., Ltd.	Spirits distillery	Thailand	100.00	100.00
13. Theparunothai Co., Ltd.	Spirits distillery	Thailand	100.00	100.00
14. Red Bull Distillery (1988) Co., Ltd.	Spirits distillery	Thailand	100.00	100.00
15. United Winery and Distillery Co., Ltd.	Spirits distillery	Thailand	100.00	100.00
16. Simathurakij Co., Ltd.	Spirits distillery	Thailand	100.00	100.00
17. Nateechai Co., Ltd.	Spirits distillery	Thailand	100.00	100.00
18. Luckchai Liquor Trading Co., Ltd.	Spirits distillery	Thailand	100.00	100.00
19. Sura Piset Thipparat Co., Ltd.	Spirits distillery	Thailand	100.00	100.00

Name of the entity	Type of business	Country of incorporation	Ownership interest (%)	
			2012	2011
Direct subsidiaries (continued)				
20. Modern Trade Management Co., Ltd. (formerly: Pomthip Co., Ltd.)	Beer, spirits and non-alcoholic beverages distributor	Thailand	100.00	100.00
21. Pomkit Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	100.00
22. Pomklung Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	100.00
23. Pomchok Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	100.00
24. Pomcharoen Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	100.00
25. Pomburapa Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	100.00
26. Pompalang Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	100.00
27. Pomnakorn Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	100.00
28. Pomthip (2012) Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	-
29. Num Yuk Co., Ltd.	Spirits distributor	Thailand	100.00	100.00
30. Num Kijjakarn Co., Ltd.	Spirits distributor	Thailand	100.00	100.00
31. Num Palang Co., Ltd.	Spirits distributor	Thailand	100.00	100.00
32. Num Muang Co., Ltd.	Spirits distributor	Thailand	100.00	100.00
33. Num Nakorn Co., Ltd.	Spirits distributor	Thailand	100.00	100.00
34. Num Thurakij Co., Ltd.	Spirits distributor	Thailand	100.00	100.00
35. Numrungrad Co., Ltd.	Spirits distributor	Thailand	100.00	100.00
36. Numthip Co., Ltd.	Spirits distributor	Thailand	100.00	100.00
37. Thipchalothorn Co., Ltd.	Beer, spirits and non-alcoholic beverages agency	Thailand	100.00	100.00
38. Krittayabun Co., Ltd.	Beer, spirits and non-alcoholic beverages agency	Thailand	100.00	100.00
39. Surathip Co., Ltd.	Beer, spirits and non-alcoholic beverages agency	Thailand	100.00	100.00
40. Sunthronpirom Co., Ltd.	Beer, spirits and non-alcoholic beverages agency	Thailand	100.00	100.00
41. Piromsurang Co., Ltd.	Beer, spirits and non-alcoholic beverages agency	Thailand	100.00	100.00
42. Thai Beverage Energy Co., Ltd.	Trading of biogas	Thailand	100.00	100.00

Name of the entity	Type of business	Country of incorporation	Ownership interest (%)	
			2012	2011
Direct subsidiaries (continued)				
43. Wrangyer Beverage (2008) Co., Ltd.	Production and distribution of energy drink	Thailand	-	100.00
44. Thai Molasses Co., Ltd.	Trading of molasses	Thailand	99.72	99.72
45. Feed Addition Co., Ltd.	Trading of feeds and fertilizer	Thailand	100.00	100.00
46. Pan International (Thailand) Co., Ltd.	Trading of supplies and procurement	Thailand	100.00	100.00
47. Charun Business 52 Co., Ltd.	Brick producer and distribution of spirits	Thailand	100.00	100.00
48. Thai Cooperage Co., Ltd.	Oak barrel producer	Thailand	100.00	100.00
49. Thai Beverage Recycle Co., Ltd.	Trading of bottles	Thailand	100.00	100.00
50. Thai Beverage Logistics Co., Ltd.	Transportation and distribution	Thailand	100.00	100.00
51. Thai Beverage Marketing Co., Ltd.	Import and export spirits for trading/ international marketing and non-alcoholic beverages agency	Thailand	100.00	100.00
52. Dhanasindhi Co., Ltd.	Construction	Thailand	-	100.00
53. Dhospaak Co., Ltd.	Advertising agency	Thailand	100.00	100.00
54. Thai Beverage Training Co., Ltd.	Training	Thailand	100.00	100.00
55. International Beverage Holdings Limited	Holding company	Hong Kong	100.00	100.00
56. Thai Beverage Brands Co., Ltd.	Trademark holding	Thailand	100.00	100.00
57. Beer Chang Co., Ltd.	Trademark holding and production of concentrate materials	Thailand	100.00	100.00
58. Archa Beer Co., Ltd.	Trademark holding and production of concentrate materials	Thailand	100.00	100.00
59. Sura Piset Phatra Lanna Co., Ltd.	Holding company	Thailand	100.00	100.00
60. United Products Co., Ltd.	Production and distribution of spirits	Thailand	100.00	100.00
61. Thai Drinks Co., Ltd.	Distribution of beverages	Thailand	100.00	100.00
62. Oishi Group PCL.	Japanese restaurants and distribution of foods and beverages	Thailand	89.26	89.26
Indirect subsidiaries				
63. Thai Thum Distillery Co., Ltd. #	Production and distribution of spirits	Thailand	99.90	99.90
64. Sura Piset Sahasan Co., Ltd. #	Trading of spirits	Thailand	100.00	100.00
65. Sura Piset Sampan Co., Ltd. #	Trading of spirits	Thailand	100.00	100.00
66. Vitayathan Co., Ltd.	Environmental public relations	Thailand	100.00	100.00
67. InterBev (Singapore) Limited	Trading of alcoholic beverages	Singapore	100.00	100.00
68. InterBev (Cambodia) Co., Ltd.	Trading of alcoholic beverages	Cambodia	100.00	100.00
69. InterBev Malaysia Sdn. Bhd.	Trading of alcoholic beverages	Malaysia	100.00	100.00
70. Best Spirits Company Limited	Trading of alcoholic beverages	Hong Kong	100.00	100.00

Name of the entity	Type of business	Country of incorporation	Ownership interest (%)	
			2012	2011
Indirect subsidiaries (continued)				
71. International Beverage Holdings (UK) Limited	Holding company	United Kingdom	100.00	100.00
72. International Beverage Holdings (China) Limited	Holding company	Hong Kong	100.00	100.00
73. S.P.M Foods & Beverages Co., Ltd.	Production and distribution of drinking water and energy drinks and spirits agency	Thailand	99.84	99.84
74. Oishi Trading Co., Ltd.	Production and distribution of food and beverage	Thailand	89.26	89.26
75. Oishi Ramen Co., Ltd.	Japanese ramen restaurants	Thailand	89.26	89.26
76. Oishi International Holdings Limited	International distribution of beverage	Hong Kong	89.26	-
77. Chang Beer International Co., Ltd. #	Dormant	Thailand	100.00	100.00
78. Maekhong Distillery Limited	Consultancy service	Thailand	100.00	100.00
79. Chang International Co., Ltd.	Advertising and marketing services	Thailand	100.00	100.00
80. Chang Corp Co., Ltd.	Advertising and marketing services	Thailand	100.00	100.00
81. Super Brands Company Pte. Ltd.	Trademark holding	Singapore	100.00	100.00
82. Beer Chang International Limited	Not yet operated	Singapore	100.00	100.00
83. International Beverage Trading Limited	Trading of alcoholic beverages	Bermuda	100.00	100.00
84. Sermasuk PCL.	Production and distribution of beverages	Thailand	64.66	64.66
85. InterBev Investment Limited	Holding company	Hong Kong	100.00	-
Subsidiaries of indirect subsidiaries				
86. International Beverage Holdings Limited USA, Inc. *	Trading of alcoholic beverages	United States of America	100.00	100.00
87. Blairmhor Limited *#	Holding Company	United Kingdom	100.00	100.00
88. Inver House Distillers Limited *	Production and distribution of spirits	United Kingdom	100.00	100.00
89. InterBev Trading (China) Limited **	Trading of alcoholic beverages	People's Republic of China	100.00	100.00
90. Yunnan Yulinquan Liquor Co., Ltd.**	Spirits distillery	People's Republic of China	100.00	100.00
91. Blairmhor Distillers Limited *#	Dormant	United Kingdom	100.00	100.00
92. Wee Beastie Limited *#	Dormant	United Kingdom	100.00	100.00
93. Moffat & Towers Limited *#	Dormant	United Kingdom	100.00	100.00
94. Glen Calder Blenders Limited *#	Dormant	United Kingdom	100.00	100.00

Name of the entity	Type of business	Country of incorporation	Ownership interest (%)	
			2012	2011
Subsidiaries of indirect subsidiaries (continued)				
95. Hankey Bannister & Company Limited *#	Dormant	United Kingdom	100.00	100.00
96. R. Carmichael & Sons Limited **	Dormant	United Kingdom	100.00	100.00
97. J MacArthur Junior & Company Limited *#	Dormant	United Kingdom	100.00	100.00
98. Mason & Summers Limited *#	Dormant	United Kingdom	100.00	100.00
99. James Catto & Company Limited *#	Dormant	United Kingdom	100.00	100.00
100. The Knockdhu Distillery Co., Ltd. *#	Dormant	United Kingdom	100.00	100.00
101. Speyburn-Glenlivet Distillery Co., Ltd. *#	Dormant	United Kingdom	100.00	100.00
102. The Pulteney Distillery Co., Ltd. *#	Dormant	United Kingdom	100.00	100.00
103. The Balblair Distillery Co., Ltd. *#	Dormant	United Kingdom	100.00	100.00
104. Sermasuk Holdings Co., Ltd. ***	Holding company	Thailand	64.66	64.66
105. Sermasuk Beverage Co., Ltd. ***	Production and distribution of beverages	Thailand	64.66	64.66
106. Sermasuk Training Co.,Ltd. ***	Human resources development and organisation	Thailand	64.66	-
107. Great Brands Limited ***	Manage brands	Hong Kong	64.66	-
108. Wrangyer Beverage (2008) Co., Ltd.	Production and distribution of energy drink	Thailand	64.66	-
Associates of indirect subsidiaries				
109. Liquorland Limited ****	Off licences	United Kingdom	49.49	49.49
110. Inver House Polska Limited ****	Trading of alcoholic beverages	Poland	-	84.00
111. Inver House Distribution SA ****#	Dormant	France	49.88	49.88
112. Petform (Thailand) Co., Ltd. *****	Manufacture and distribution of plastic packaging	Thailand	25.86	25.86
113. Fraser and Neave, Limited *****	Holding company	Singapore	28.63	-

* Subsidiaries of International Beverage Holdings (UK) Limited

** Subsidiaries of International Beverage Holdings (China) Limited

*** Subsidiaries of Sermasuk PCL.

**** Associates of International Beverage Holdings (UK) Limited

***** Associates of Sermasuk PCL.

***** Associates of InterBev Investment Limited

These are currently non-trading

On 5 January 2011 International Beverage Trading Limited ("IBTL") was incorporated in Bermuda with an authorised share capital of USD 0.1 million by issuing 100,000 ordinary shares with a USD 1 par value. International Beverage Holdings Limited, the Company's subsidiary, holds the entire shares.

At the Executive Board of Directors' meeting held on 24 January 2011, the directors approved in principle for Charun Business 52 Co., Ltd., a subsidiary of the Company, to sell its assets.

On 5 July 2011, an indirect subsidiary's aseptic tanks at a factory in Pathumthani province collapsed, which resulted in interruption of the Cold Aseptic Filling production line. The subsidiary and the vendor investigated the cause of this incident and discussed about the responsibility with all parties concerned, along with the restoration of some production lines. Afterwards, the vendor agreed with the subsidiary to deliver new tanks for replacement free of charge while the subsidiary paid installation charges.

At the Board of Directors' meeting held on 9 September 2011, the directors approved for Thai Beverage Logistics Co., Ltd., the Company's subsidiary, to acquire all 265,900,484 common shares of Sermasuk Public Company Limited, "Sermasuk", representing 100% of issued and paid up capital of Sermasuk at the offered price of Baht 58 per share from all existing shareholders. The purchase of shares was made by voluntary tender offer. As at 31 December 2011, the subsidiary held 64.66% of the issued and paid up capital of Sermasuk.

At the Executive Board of Directors' meeting held on 26 December 2011, the directors approved for the Company to sell 19,998 common shares of Dhanasindhi Co., Ltd., the Company's subsidiary, representing 99.99% of total shares at the price of Baht 1,995.98 per share, equal to appraisal value by the financial advisor. The Company sold the aforementioned shares in April 2012.

At the Executive Board of Directors' meeting held on 26 December 2011, the directors approved for Feed Addition Co., Ltd., the Company's subsidiary, to sell its assets related to production and distribution of fertilizer amounting to Baht 14,687,205.21, equal to appraisal value by the financial advisor.

At the annual general meeting of the shareholders of the Company held on 27 April 2012, the shareholders approved the acquisition of 171,923,138 ordinary shares of Sermasuk Public Co., Ltd., representing 64.66% of total shares from Thai Beverage Logistics Co., Ltd., the Company's subsidiary.

At the annual general meeting of the shareholders of the Company held on 27 April 2012, the shareholders approved the acquisition of 3,499,998 ordinary shares of United Products Co., Ltd., representing 99.99% of total shares from Sura Piset Phatra Lanna Co., Ltd., the Company's subsidiary. The Company purchased the aforementioned shares in May 2012.

On 21 May 2012, Oishi International Holdings Limited, the Company's indirect subsidiary, was incorporated in Hong Kong with an authorised share capital of HKD 50,000 by issuing 50,000 ordinary shares with a HKD 1 par value.

On 1 June 2012, Great Brands Limited, the Company's subsidiary of indirect subsidiary, was incorporated in Hong Kong with an authorised share capital of HKD 1,000,000 by issuing 1,000,000 ordinary shares with a HKD 1 par value.

On 5 June 2012, Sermasuk Training Co., Ltd., the Company's subsidiary of an indirect subsidiary, was incorporated in Thailand with an authorised share capital of Baht 10,000,000 by issuing 1,000,000 ordinary shares with Baht 10 par value. The initial paid up capital was Baht 2.50 per share.

On 14 August 2012, a subsidiary of the Company acquired 313,036,775 common shares of Fraser and Neave, Limited ("F&N"), a listed company in the Singapore Exchange Securities Trading Limited (SGX), representing 22% of equity of F&N. The Group's total equity in F&N as of 31 December 2012, which included earlier and subsequent acquisitions from other existing shareholders in the market was 99,387,047 common shares, representing 28.63% of F&N. (See note 5 for additional information).

On 8 November 2012, the Company and two subsidiaries entered into sale and purchase agreements to transfer all ordinary shares of Wrangyer Beverage (2008) Co., Ltd. ("Wrangyer"), the Company's subsidiary, to an indirect subsidiary and two subsidiaries of this indirect subsidiary, for the consideration of Baht 248 million, resulted in Wrangyer becoming a subsidiary of an indirect subsidiary of the Company, effective from 30 November 2012.

On 21 November 2012, Pomthip (2012) Co., Ltd., the Company's subsidiary, was incorporated in Thailand with an authorised share capital of Baht 10,000,000 by issuing 1,000,000 ordinary shares with a Baht 10 par value.

On 16 November 2012, InterBev Investment Limited (“IBIL”), the Company’s indirect subsidiary, was incorporated in Hong Kong with an authorised share capital of SGD 1,000,000 by issuing 1,000,000 ordinary shares with a SGD 1 par value. International Beverage Holdings Limited, the Company’s subsidiary, holds the entire shares.

2. Basis of preparation of the financial statements

(a) Statement of compliance

The financial statements are prepared in accordance with Thai Financial Reporting Standards (TFRS); guidelines promulgated by the Federation of Accounting Professions (“FAP”); and applicable rules and regulations of the Thai Securities and Exchange Commission.

As at 31 December 2012, The FAP had issued a number of new and revised TFRS which are expected to be effective for financial statements beginning on or after 1 January 2013 and have not been adopted in the preparation of these financial statements. These new and revised TFRS are disclosed in note 41.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following material items in the statements of financial position:

- available-for-sale financial assets are measured at fair value;
- the employee benefit obligations are measured based on actuarial valuation using the projected unit credit method.

(c) Presentation currency

The financial statements are prepared and presented in Thai Baht. All financial information presented in Thai Baht has been rounded in the financial statements and in the notes to the financial statements to the nearest thousand and the nearest million unless otherwise stated.

(d) Use of estimates and judgements

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which estimates are revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements is included in the following notes:

Note 3	Impact of severe flooding in Thailand
Note 4 (v)	Current and deferred taxation
Note 5	Business combination
Note 15	Valuation of land
Note 19	Utilisation of tax losses
Note 24	Measurement of defined benefit obligations

3. Impact of severe flooding in Thailand

During March 2011, the Southern area of Thailand was affected by flooding. One of the Company's distilleries in Surat Thani province was temporarily closed by the impact of the flood for renovation and restoration. The Company has Industrial All Risks (IAR) and Business Interruption (BI) insurance cover for this distillery. The Company has surveyed the damages together with the insurance company and believes that all damages are covered by the aforementioned insurance policies. As at 31 December 2011, the Group had recognised expected compensation from the insurer of approximately Baht 193.04 million and recognised allowance for damage to inventories and equipment and provisions in the same amount.

In September 2011, the Central area of Thailand was affected by flooding. The Company's brewery in Ayutthaya province and a food and non-alcoholic beverage factory in Pathumthani province were temporarily closed by the impact of the flooding. However, the Company has Industrial All Risks (IAR) and Business Interruption (BI) insurance cover and believes that all damages are covered by the aforementioned insurance policies.

In October 2011, a subsidiary's operations in Pathumthani province were adversely affected by the flooding in parts of Thailand. The production at this plant has ceased. Management concentrated its efforts on minimising the effects of the flooding on the subsidiary's assets and operations. Each operation units has restarted the production consecutively and already operated wholly as at the end of December 2012.

The Group has recognised the following expenses and insurance reimbursements resulting from the flood damage.

Year ended 31 December	Consolidated financial statements	
	2012	2011
	(in million Baht)	
<i>Insurance reimbursement</i>		
Received prior to 31 December	815	139
Received after 31 December	1	55
Not yet received	1,015	1,440
Accumulated insurance reimbursement recognised	1,831	1,634
Less reimbursement already recognised in previous periods	(1,634)	-
Insurance reimbursement recognised in each year	197	1,634
Write-off inventories loss from flood	-	(229)
Write-off assets loss from flood	(26)	(319)
Impairment of inventories	-	(250)
Impairment of property and equipment	(10)	(589)
Loss from business interruption	-	(173)
Other flood related expenses	(144)	(234)
Total flood related expenses	(180)	(1,794)
Net flood related profit (loss) recognised	17	(160)

The flood related expenses are attributable to the following functions presented in the statement of comprehensive income:

Year ended 31 December	Consolidated financial statements	
	2012	2011
		(in million Baht)
Other income	(24)	(30)
Cost of sales of goods	(28)	25
Administrative expenses	35	165
Total flood related expenses	(17)	160

At 31 December 2012, future insurance reimbursements of Baht 1,016 million for the Group in respect of flood related expenses were considered probable, but not virtually certain. In addition, at 31 December 2012 business interruption claims of Baht 261 million for the Group were estimated. These amounts were considered as contingent assets as at 31 December 2012 but were not recognised in the Group's results for the year ended 31 December 2012.

4. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

(a) Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the "Group") and the Group's interests in associates.

Business combinations

The Group applies the acquisition method for all business combinations other than those with entities under common control.

Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that currently are exercisable. The acquisition date is the date on which control is transferred to the acquirer. Judgement is applied in determining the acquisition date and determining whether control is transferred from one party to another.

Goodwill is measured as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, and equity interests issued by the Group. Consideration transferred also includes the fair value of any contingent consideration and share-based payment awards of the acquiree that are replaced mandatorily in the business combination. If a business combination results in the termination of pre-existing relationships between the Group and the acquiree, then the lower of the termination amount, as contained in the agreement, and the value of the off-market element is deducted from the consideration transferred and recognised in other expenses.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

The Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree.

Transaction costs that the Group incurs in connection with a business combination, such as legal fees, and other professional and consulting fees are expensed as incurred.

Acquisitions from entities under common control

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the Group are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date that common control was established; for this purpose comparatives are revised. The assets and liabilities acquired are recognised at the carrying amounts recognised previously in the Group controlling shareholder's consolidated financial statements. The components of equity of the acquired entities are added to the same components within the Group's equity except that any share capital of the acquired entities is recognised as part of share premium. Any cash paid for the acquisition is recognised directly in equity.

Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The accounting policies of subsidiaries have been changed where necessary to align them with the policies adopted by the Group. Losses applicable to non-controlling interests in a subsidiary are allocated to non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

Loss of control

Upon the loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity-accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

Associates

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting power of another entity.

Investments in associates are accounted for in the consolidated financial statements using the equity method (equity-accounted investees) and are recognised initially at cost. The cost of the investment includes transaction costs.

The consolidated financial statements include the Group's share of profit or loss and other comprehensive income of equity accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds its interest in an equity accounted investee, the Group's carrying amount of that interest is reduced to zero and recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with associates are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) Foreign currencies*Foreign currency transactions*

Transactions in foreign currencies are translated to Thai Baht at the foreign exchange rates ruling at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to Thai Baht at the foreign exchange rates ruling at that date. Foreign exchange differences arising on translation are recognised in the profit or loss.

Non-monetary assets and liabilities measured at cost in foreign currencies are translated to Thai Baht using the foreign exchange rates ruling at the dates of the transactions.

Foreign entities

The assets and liabilities of foreign entities are translated to Thai Baht at the foreign exchange rates ruling at the reporting date.

Goodwill and fair value adjustments arising on the acquisition of foreign entities are stated at exchange rates ruling on the reporting date.

The revenues and expenses of foreign entities are translated to Thai Baht at rates approximating the average foreign exchange rates ruling at the dates of the transactions.

Foreign exchange differences arising on translation are recognised in other comprehensive income and presented in the foreign currency translation reserve in equity until disposal of the investment.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and presented in the foreign currency translation reserve in equity until disposal of the investment.

(c) Derivative financial instruments

Forward exchange contracts are treated as off-statements of financial position items.

(d) Cash and cash equivalents

Cash and cash equivalents in the statements of cash flows comprise cash balances, call deposits and highly liquid short-term investments. Bank overdrafts that are repayable on demand are a component of financing activities for the purpose of the statement of cash flows.

(e) Trade and other accounts receivable

Trade and other accounts receivable (including balances with related parties) are stated at their invoice value less allowance for doubtful accounts.

The allowance for doubtful accounts is assessed primarily on analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

(f) Inventories

Inventories are measured at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost principle, and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads based on normal operating capacity and is calculated using standard cost adjusted to approximate average cost.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

(g) Non-current assets held for sale

Non-current assets (or disposal groups comprising assets and liabilities) that are expected to be recovered primarily through sale rather than through continuing use, are classified as held for sale. The assets (or disposal group) are measured at the lower of their carrying value and fair value less cost to sell. Any impairment loss on a disposal group is first allocated to goodwill, and then to remaining assets and liabilities on a pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets and investment properties. Impairment losses on initial classification as held for sale and subsequent gains and losses on remeasurement are recognised in profit or loss. Gains are not recognised in excess of any cumulative impairment loss.

(h) Investments*Investments in subsidiaries and associates*

Investments in subsidiaries and associates in the separate financial statements of the Company are accounted for using the cost method. Investments in associates in the consolidated financial statements are accounted for using the equity method.

Investments in other debt and equity securities

Debt securities that the Group has the positive intent and ability to hold to maturity are classified as held-to-maturity investments. Held-to-maturity investments are stated at amortised cost, less any impairment losses. The difference between the acquisition cost and redemption value of such debt securities is amortised using the effective interest rate method over the period to maturity.

Marketable equity securities are classified as available-for-sale investments. Available-for-sale investments are, subsequent to initial recognition, stated at fair value, and changes therein, other than impairment losses and foreign currency differences on available-for-sale monetary items, are recognised directly in equity. Impairment losses and foreign exchange differences are recognised in profit or loss. When these investments are derecognised, the cumulative gain or loss previously recognised directly in equity is recognised in profit or loss. Where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss.

Equity securities which are not marketable are stated at cost less any impairment losses.

The fair value of financial instruments classified as available-for-sale is determined as the quoted bid price at the reporting date.

Disposal of investments

On disposal of an investment, the difference between net disposal proceeds and the carrying amount together with the associated cumulative gain or loss that was reported in equity is recognised in profit or loss.

If the Group disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of the total holding of the investment.

(i) Investment properties

Investment properties are properties which are held to earn rental income, for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are stated at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, and other costs directly attributable to bringing the investment property to a working condition for its intended use and capitalised borrowing costs.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each property. The estimated useful lives are as follow:

Buildings	20 years
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When the use of a property changes such that it is reclassified as property, plant and equipment, its fair value at the date of reclassification becomes its cost for subsequent accounting.

(j) Property, plant and equipment*Recognition and measurement**Owned assets*

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses except for land which is stated at its revalued amount. The revalued amount is the fair value determined on the basis of the property's existing use at the date of revaluation less any subsequent impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalised borrowing costs. Cost also may include transfers from other comprehensive income of any gain or loss on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within other income in profit or loss.

When revalued assets are sold, the amounts included in the revaluation reserve are transferred to retained earnings.

Leased assets

Leases in terms of which the Group substantially assumes all the risk and rewards of ownership are classified as finance leases. Property, plant and equipment acquired by way of finance leases is capitalised at the lower of its fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and impairment losses. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss.

Revalued assets

Revaluations are performed by independent professional valuers with sufficient regularity. The Group's policy requires an appraisal to be conducted every three to five years or when there are factors that might materially impact the value of the land, to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair values at the reporting date.

Any increase in value, on revaluation, is recognised in other comprehensive income and presented in the revaluation reserve in equity unless it offsets a previous decrease in value recognised in profit or loss in respect of the same asset. A decrease in value is recognised in profit or loss to the extent it exceeds an increase previously recognised in other comprehensive income in respect of the same asset. Upon disposal of a revalued asset, any related revaluation surplus is transferred directly to retained earnings and is not taken into account in calculating the gain or loss on disposal.

Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Depreciation

Depreciation is calculated based on the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. The estimated useful lives are as follows:

Land improvement	3–30 years
Buildings and constructions	10–40 years
Building improvements	1.5–30 years
Machinery and equipment	4–40 years
Oak barrels	10–20 years
Furniture, fixtures and office equipment	3–10 years
Vehicles	3–10 years

No depreciation is provided on freehold land or assets under construction.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

(k) Intangible assets*Goodwill*

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. The measurement of goodwill at initial recognition is described in note 4(a). Subsequent to initial recognition, goodwill is measured at cost less accumulated impairment losses. In respect of equity-accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment, and an impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying amount of the equity-accounted investee.

Research and development

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in profit or loss as incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost of materials, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use, and capitalised borrowing costs. Other development expenditure is recognised in profit or loss as incurred.

Capitalised development expenditure is measured at cost less accumulated amortisation and accumulated impairment losses.

Other intangible assets

Other intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

Amortisation

Amortisation is based on the cost of the asset, or other amount substituted for cost, less its residual value.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives for the current and comparative periods are as follows:

Computer software	3-10 years
Trademarks	3-20 years
Licences	10 years

Amortisation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

(l) Leasehold rights

Leasehold rights are stated at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised in profit or loss on a straight-line basis over the agreement period.

(m) Impairment

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For goodwill, the recoverable amount is estimated each year at the same time.

An impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount. The impairment loss is recognised in profit or loss unless it reverses a previous revaluation credited to equity, in which case it is charged to equity.

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the value of the asset is impaired, the cumulative loss that had been recognised directly in equity is recognised in profit or loss even though the financial asset has not been derecognised. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost and current fair value, less any impairment loss on that financial asset previously recognised in profit or loss.

Calculation of recoverable amount

The recoverable amount of available-for-sale financial assets is calculated by reference to the fair value.

The recoverable amount of a non-financial asset is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Reversals of impairment

An impairment loss in respect of a financial asset is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised in profit or loss. For financial assets carried at amortised cost, the reversal is recognised in profit or loss. For available-for-sale financial assets that are equity securities, the reversal is recognised in other comprehensive income.

An impairment loss in respect of goodwill is not reversed. Impairment losses recognised in prior periods in respect of other non-financial assets are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(n) Interest-bearing liabilities

Interest-bearing liabilities are recognised initially at fair value less attributable transaction charges. Subsequent to initial recognition, interest-bearing liabilities are stated at amortised cost with any difference between cost and redemption value being recognised in profit or loss over the period of the borrowings on an effective interest basis.

(o) Trade and other accounts payable

Trade and other accounts payable (including balances with related parties) are stated at cost.

(p) Employee benefits*Defined contribution plans*

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service costs and the fair value of any plan assets are deducted. The discount rate is the yield at the reporting date on AA credit-rated bonds that have maturity dates approximating the terms of the Group's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Group, the recognised asset is limited to the total of any unrecognised past service costs and the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements that apply to any plan in the Group. An economic benefit is available to the Group if it is realisable during the life of the plan, or on settlement of the plan liabilities.

When the benefits of a plan are improved, the portion of the increased benefit relating to past service by employees is recognised in profit or loss on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits vest immediately, the expense is recognised immediately in profit or loss.

The Group recognises all actuarial gains and losses arising from defined benefit plans in other comprehensive income and all expenses related to defined benefit plans in profit or loss.

Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits other than pension plans is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is the yield at the reporting date on AA credit-rated bonds that have maturity dates approximating the terms of the Group's obligations. The calculation is performed using the projected unit credit method. Any actuarial gains and losses are recognised in profit or loss in the period in which they arise.

Termination benefits

Termination benefits are recognised as an expense when the Group is committed demonstrably, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognised as an expense if the Group has made an offer of voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. If benefits are payable more than 12 months after the reporting period, then they are discounted to their present value.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

(q) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(r) Difference arising from common control transactions

Difference arising from common control transactions relates to the restructuring of businesses under the common control of the ultimate majority equity holder of the Company and arises from the difference between the cost of the combination and the carrying amounts of net identifiable assets at the date of combination (except for businesses acquired that are not under common control, net identifiable assets are measured at the fair value). The Company recognises the difference arising from common control transactions under equity until disposal of the investment.

(s) Revenue

Revenue excludes value added taxes and is arrived at after deduction of trade discounts and volume rebates.

Sale of goods and services rendered

Revenue is recognised in profit or loss when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognised if there is continuing management involvement with the goods or there are significant uncertainties regarding recovery of the consideration due, associated costs or the probable return of goods. Service income is recognised as services are provided.

When the outcome of a contract for the rendering of services can be estimated reliably, contract revenue is recognised in profit or loss by reference to the stage of completion of the contract activity at the reporting date. When the outcome of the contract cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable.

Construction contracts

Contract revenue includes the initial amount agreed in the contract plus any variations in contract work, claims or incentive payments to the extent that it is probable that they will result in revenue and can be measured reliably. As soon as the outcome of a construction contract can be estimated reliably, contract revenue and expenses are recognised in profit or loss in proportion to the stage of completion of the contract.

The stage of completion is assessed by reference to surveys of work performed. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. An expected loss on a contract is recognised immediately in profit or loss.

Commissions

When the Group acts in the capacity of an agent rather than as the principal in a transaction, the revenue recognised is the net amount of commission made by the Group.

Investments

Revenue from investments comprises rental income from investment properties and dividend and interest income from investments and bank deposits.

Rental income

Rental income from investment property is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income over the term of lease. Contingent rentals are recognised as income in the accounting period in which they are earned.

Interest and dividend income

Interest income is recognised in profit or loss as it accrues. Dividend income is recognised in profit or loss on the date the Group's right to receive payments is established.

(t) Finance costs

Finance costs comprise interest expense on borrowings, unwinding of the discount on provisions and contingent consideration, losses on disposal of available-for-sale financial assets, fair value losses on financial assets at fair value through profit or loss, and impairment losses recognised on financial assets (other than trade receivables) that are recognised in profit or loss.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

(u) Lease payments

Payments made under operating leases are recognised in profit or loss on a straight line basis over the term of the lease.

Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

Determining whether an arrangement contains a lease

At inception of an arrangement, the Group determines whether such an arrangement is or contains a lease. A specific asset is the subject of a lease if fulfillment of the arrangement is dependent on the use of that specified asset. An arrangement conveys the right to use the asset if the arrangement conveys to the Group the right to control the use of the underlying asset.

At inception or upon reassessment of the arrangement, the Group separates payments and other consideration required by such an arrangement into those for the lease and those for other elements on the basis of their relative fair values. If the Group concludes for a finance lease that it is impracticable to separate the payments reliably, an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. Subsequently the liability is reduced as payments are made and an imputed finance charge on the liability is recognised using the Group's incremental borrowing rate.

(v) Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that they relate to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(w) Earnings per share

The Group presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held.

5. Acquisitions of subsidiary and non-controlling interests**(a) Sermsuk Public Company Ltd.**

During the year 2011, Thai Beverage Logistics Co., Ltd., a subsidiary of the Company, made a voluntary tender offer for all 265,900,484 ordinary shares of Sermsuk Public Company Ltd., "Sermsuk", a company incorporated in Thailand and listed on the Stock Exchange of Thailand. Sermsuk produces and distributes soft drinks, drinking water, soda water and other beverages. The acquisition enables the Group to expand its non-alcoholic product portfolio and broadens its logistic network. The tender offer period was a total of 25 business days from 15 September 2011 to 19 October 2011.

As at 30 September 2011, the subsidiary had acquired 138,890,750 ordinary shares in Sermsuk, representing a 52.2% equity interest, for a purchase price of Baht 8,056 million. Sermsuk thereby became a subsidiary of the Group from 1 October 2011.

As at 31 December 2011, the subsidiary had acquired a total 171,923,138 ordinary shares in Sermsuk, representing a 64.66% equity interest, for a total purchase price of Baht 9,972 million. Acquisition related costs totalling Baht 24.6 million, principally comprising charges for a letter of financial support and fees for the tender offer, were included in administrative expenses in the consolidated statement of comprehensive income for the year ended 31 December 2011.

In accordance with TFRS3, management is required to make a preliminary assessment of the fair values of business acquired as at the acquisition date. During the measurement period, which must not exceed one year from the acquisition date, the acquirer shall retrospectively adjust the provisional amounts recognised at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date. Finalisation of the fair values for acquisition of business acquired during 2011 is dependent on assessment of fair values and completion of the purchase price allocation exercise.

At the date of original issuance of the consolidated financial statements for the year ended 31 December 2011, the fair values of business acquired during 2011 had been provisionally assessed by management. Independent appraisal reports determining the fair values were subsequently finalised in the third quarter of 2012. The fair values of the business acquired were adjusted accordingly in the consolidated financial statement for the year ended 31 December 2011. The consolidated statement of income, comprehensive income, changes in equity and cash flows for year ended 31 December 2011 included in these financial statements have been restated to reflect the goodwill from the acquisition of Baht 3,975 million, from the amount previously preliminarily assessed and reported at Baht 4,100 million.

The consolidated financial statement for the year ended 31 December 2011 included in these financial statements has been restated as shown below:

Consolidated statement of financial position as of 31 December 2011	As stated originally	Revised (in million Baht)
Inventories	31,645	30,552
Other long-term investments	67	161
Property, plant and equipment	42,673	43,367
Goodwill	7,159	7,034
Other intangible assets	173	171
Other payables	3,756	3,686
Deferred tax liabilities	1,299	1,252
Other components of equity	1,301	1,300
Retained earnings - Unappropriated	33,204	32,957
Non-controlling interests	3,519	3,452

Net assets at the acquisition date comprised the following:

	Carrying amounts as stated originally	Fair value adjustments	Recognised values revised (in million Baht)
Cash and cash equivalents	915	-	915
Trade receivables - net	1,138	-	1,138
Inventories	2,397	(1,005)	1,392
Property, plant and equipment - net	8,698	802	9,500
Intangible assets	36	-	36
Deferred tax assets	458	(12)	446
Other assets	1,129	54	1,183
Trade accounts payable	(1,266)	-	(1,266)
Deferred tax liabilities	(1,308)	274	(1,034)
Other liabilities	(3,116)	80	(3,036)
Net identifiable assets	9,081	193	9,274
Goodwill on acquisition	4,100	(125)	3,975
Non-controlling interests	(3,209)	(68)	(3,277)
Consideration paid	9,972	-	9,972
Cash acquired	(915)	-	(915)
Net cash outflow	9,057	-	9,057

The goodwill is mainly attributable to Sersmuk's management and employees' skills and talents to produce beverages and to Sersmuk's distribution and logistics network.

In the three-month period from 1 October 2011 to 31 December 2011, Sermasuk contributed revenue of Baht 4,150 million and loss of Baht 419 million to the Group's results. Sermasuk's results for the three-month period ended 31 December 2011 were adversely affected by the severe flooding occurring in parts of Thailand. If the acquisition had occurred on 1 January 2011, management estimates that the Group's consolidated revenue would have been Baht 150,269 million and the Group's consolidated profit for the year ended 31 December 2011 would have been Baht 12,441 million. In determining these amounts, management had assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 January 2011.

(b) Fraser and Neave, Limited

On 14 August 2012, International Beverage Holdings Limited, a direct subsidiary of the Company, acquired 313,036,775 common shares of Fraser and Neave, Limited ("F&N"), a company incorporated in Singapore and listed on the Singapore Exchange Securities Trading Limited, representing about 22% of equity interest on that day and paid the consideration for the shares at SGD 8.88 per share amounting to SGD 2,779.8 million to 3 existing shareholders per sale and purchase agreements dated 18 July 2012. This acquisition was granted the waiver for obtaining approval from the shareholders by the Singapore Stock Exchange on the condition that the Company can seek shareholders' ratification at an extraordinary general meeting within three months from the date of the grant.

When including earlier acquisitions of 62,624,547 common shares from other existing shareholders in the market, the Group's total shares in F&N's equity was about 26% of F&N's total equity as of 14 August 2012. Following this acquisition, F&N, which carries out the principal activities of production and sale of soft drinks, dairy products and beer; development and investment in property; and printing and publishing through its subsidiaries, joint ventures and associate companies, became an associate of the Company from 14 August 2012.

After 14 August 2012, a subsidiary of the Company acquired 36,762,500 common shares from other existing shareholders in the market. Subsequently, all 412,423,822 common shares was transferred to InterBev Investment Limited, an indirect subsidiary whose entire shares held by International Beverage Holdings Limited, on 18 December 2012. As of 31 December 2012, the Group's total shares in Fraser and Neave, Limited represented 28.63% of F&N's total equity.

The change to the Investee's net assets at the acquisition date, not adjusted by the percentage of ownership held by the Group, comprised of the following:

	Carrying amounts	Fair value adjustments	Recognised values (in million Baht)
Cash and cash equivalents	26,281	–	26,281
Bank fixed deposits	15,196	–	15,196
Trade receivables – net	13,877	–	13,877
Properties and assets held for sale	155,002	–	155,002
Inventories	6,689	–	6,689
Investment in associates	37,618	–	37,618
Investment properties	71,382	–	71,382
Property, plant and equipment – net	18,801	–	18,801
Intangible assets	4,875	–	4,875
Deferred tax assets	973	–	973
Other assets	17,835	–	17,835
Trade accounts payable	(13,325)	–	(13,325)
Borrowings	(98,300)	–	(98,300)
Deferred tax liabilities	(3,238)	–	(3,238)
Other liabilities	(46,034)	–	(46,034)
Net identifiable assets	207,632	–	207,632
Goodwill			30,169
Non-controlling interests			(147,689)
Consideration paid			90,112
Cash acquired			(7,588)
Net cash outflow			82,524

The Company is presently in the process of determining the fair value of the identifiable net assets of F&N which is expected to be completed within one year from the date of purchase. In the meantime, the book value of the identifiable net assets has been used to account for the investment in associate. The adjustment of fair value of the net assets will be accounted for when the aforementioned determination is completed.

Following the Group's purchase of this overseas investment, a significant part of the Investee's business ("the Business") was eventually sold to another party. The Investee realised a gain of Baht 119,214 million from the sale of the Business and the Group should ordinarily have recognised its proportionate share of profit according to equity accounting principles of Baht 35,191 million. However, pending finalisation of the fair value assessment referred to in the preceding paragraph, the management determined that the Group should recognise its share of profit only for an amount not exceeding the fair value of the Investee, amounting to Baht 13,437 million, as determined by the available valuation report from another independent appraiser, dated 20 December 2012.

6. Related parties

For the purposes of these financial statements, parties are considered to be related to the Group and the Company if the Group and the Company has the ability, directly or indirectly, to control or joint control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject common control or common significant influence. Related parties may be individuals or other entities.

Relationships with related parties other than direct subsidiaries, indirect subsidiaries, subsidiaries of indirect subsidiaries and associates of indirect subsidiaries (as presented in note 1) were as follows:

Name of entities	Country of incorporation/ nationality	Nature of relationships
1. Thai Alcohol PCL.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
2. Sint Ek Panich Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
3. Banglen Agriculture Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
4. Pisetkij Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
5. Thip Sugar Kamphaengphet Co., Ltd. (formerly: The Maewang Sugar Industry Co., Ltd.)	Thailand	Directors and controlling equity holders hold substantial shares indirectly
6. The Chonburi Sugar Corp. Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
7. Thip Sugar Sukhothai Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
8. The Suphanburi Sugar Industry Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
9. The Southeast Insurance PCL.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
10. The Southeast Life Insurance PCL.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
11. Southeast Capital Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
12. T.C.C. Technology Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
13. Thai Glass Industries PCL.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
14. Bang-Na Glass Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly

Name of entities	Country of incorporation/ nationality	Nature of relationships
15. TCC Hotel Collection Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
16. Terragro Bio-Tech Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
17. Permkha Commercial Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
18. BJC Industrial and Trading Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
19. North Park Real Estate Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
20. TCC PD 11 Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
21. Thippatana Arcade Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
22. Siam Food Products PCL.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
23. BJC Healthcare Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
24. Wattanapat Trading Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
25. Silvercord Capital (Singapore) Limited	Singapore	Directors and controlling equity holders hold substantial shares indirectly
26. Plantheon Trading Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
27. Eastern Chemical Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
28. New Noble Property and Loan Fund	Thailand	Directors and controlling equity holders are the principal unit holder of this real estate investment fund
29. Dynamic Assets Property and Loan Fund	Thailand	Directors and controlling equity holders are the principal unit holder of this real estate investment fund
30. Best Fortune Property and Loan Fund	Thailand	Directors and controlling equity holders are the principal unit holder of this real estate investment fund
31. Regent Gold Property Fund	Thailand	Directors and controlling equity holders are the principal unit holder of this real estate investment fund
32. Plaza Athenee Hotel (Thailand) Co., Ltd.	Thailand	Directors and controlling equity holders are the directors and hold substantial shares indirectly
33. North Park Golf And Sports Club Co., Ltd.	Thailand	Directors and controlling equity holders are the directors and hold substantial shares indirectly

Name of entities	Country of incorporation/ nationality	Nature of relationships
34. Berli Jucker PCL.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
35. Thai Beverage Can Co., Ltd.	Thailand	Directors and controlling equity holders hold 50% shares indirectly
36. PS Recycle Co., Ltd.	Thailand	Directors and controlling equity holders are relatives of controlling person
37. T.C.C. International Limited	Hong Kong	Controlling equity holders hold substantial shares indirectly
38. Best wishes Co., Ltd.	Hong Kong	Controlling equity holders hold substantial shares indirectly
39. Bangkok Glass Co., Ltd.	Thailand	A subsidiary holds shares
40. The Pet Co., Ltd.	Thailand	A subsidiary holds shares
41. Crown Seal Public Company Limited	Thailand	A subsidiary holds shares
42. TCC Assets Ltd.	British Virgin Island	Directors and controlling equity holders hold substantial shares directly
43. F&N Group and related parties of F&N Group	Singapore	A direct subsidiary holds 28.63% shares in Fraser and Neave, Limited, which is the parent company
44. Key management personnel	Thailand	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Group/Company.

The pricing policies for particular types of transactions are explained further below:

Transactions	Pricing policies
Sale of goods	Agreed prices which approximate market prices
Rendering of services	Contractual prices
Purchase of goods/raw materials	Agreed prices which approximate market prices
Receiving of services	Contractual prices
Purchase and sale of property, plant and equipment	Contractual prices
Purchase and sale of investments	Contractual prices
Interest income and interest expense	Rate as mutually agreed by equity holders with reference interest rates quoted by financial institutions

Significant transactions for the years ended 31 December with related parties were as follows:

Year ended 31 December	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Subsidiaries				
Management fees	-	-	3,383	3,083
Cost of rendering of services	-	-	357	315
Interest income	-	-	968	363
Interest expense	-	-	1,032	830
Dividends	-	-	11,947	8,118
Other income	-	-	28	1
Administrative expenses	-	-	11	6
Purchases of investments	-	-	386	-
Increase in share capital in subsidiaries	-	-	-	143
Associates				
Share of profit of associates, net of income tax	13,611	(197)	-	-
Key management personnel				
Key management personnel compensation				
Short-term employee benefit	447	423	390	358
Post-employment benefits	9	9	9	9
Total key management personnel compensation	456	432	399	367
Other related parties				
Sales of goods	903	1,192	-	-
Income of rendering of services	23	111	-	-
Purchases of raw materials and packaging	10,489	10,620	-	-
Overhead costs	201	232	-	-
Cost of rendering of services	-	-	104	103
Other income	126	354	2	4
Selling and administrative expenses	616	495	3	2
Purchases of plant and equipment	767	30	-	-
Sales of plant and equipment	19	-	-	-
Sales of investments	40	-	-	-

Balances as at 31 December with related parties were as follows:

Trade accounts receivable from related parties	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Other related companies				
Berli Jucker PCL.	52	-	-	-
TCC Holding Co., Ltd.	6	-	-	-
Terragro Bio-Tech Co., Ltd.	5	-	-	-
PS Recycle Co., Ltd.	4	10	-	-
Pisetkit Co., Ltd.	4	5	-	-
Thai Alcohol PCL.	-	221	-	-
Others	6	5	-	-
Total	77	241	-	-

Short-term loans to and other receivables from related parties

Subsidiaries	Consolidated financial statements					Separate financial statements					
	2012		2011		Total	2012		2011		Total	
	Short-term loans to	Other receivables	Short-term loans to	Other receivables		Short-term loans to	Other receivables	Short-term loans to	Other receivables		
(in million Baht)											
Beer Thai (1991) PCL.	-	-	-	-	-	92	20	112	1,230	24	1,254
Beer Thip Brewery (1991) Co., Ltd.	-	-	-	-	-	-	13	13	-	18	18
Cosmos Brewery (Thailand) Co., Ltd.	-	-	-	-	-	-	4	4	-	4	4
Sangsom Co., Ltd.	-	-	-	-	-	-	2	2	-	7	7
Fuengfuanant Co., Ltd.	-	-	-	-	-	-	2	2	-	3	3
Mongkolsamai Co., Ltd.	-	-	-	-	-	-	1	1	-	1	1
Thanapakdi Co., Ltd.	-	-	-	-	-	-	1	1	-	1	1
Kanchanasinghorn Co., Ltd.	-	-	-	-	-	-	1	1	-	1	1
Sura Bangjikhhan Co., Ltd.	-	-	-	-	-	-	24	24	-	24	24
Athimart Co., Ltd.	-	-	-	-	-	-	3	3	-	4	4
S.S. Karnsura Co., Ltd.	-	-	-	-	-	-	4	4	68	5	73
Kankwan Co., Ltd.	-	-	-	-	-	-	4	4	-	6	6
Theparunothai Co., Ltd.	-	-	-	-	-	-	5	5	-	4	4
Red Bull Distillery (1988) Co., Ltd.	-	-	-	-	-	785	21	806	1,121	25	1,146
United Winery and Distillery Co., Ltd.	-	-	-	-	-	-	2	2	-	2	2
Simathurakij Co., Ltd.	-	-	-	-	-	-	2	2	-	2	2
Natechai Co., Ltd.	-	-	-	-	-	-	3	3	107	2	109
Luckchai Liquor Trading Co., Ltd.	-	-	-	-	-	-	1	1	-	1	1
Sura Piset Phatra Lanna Co., Ltd.	-	-	-	-	-	83	-	83	-	-	-
United Products Co., Ltd.	-	-	-	-	-	12	-	12	-	-	-
Modern Trade Management Co., Ltd. (formerly: Pomthip Co., Ltd.)	-	-	-	-	-	-	12	12	-	11	11
Pomkit Co., Ltd.	-	-	-	-	-	-	5	5	-	5	5
Pomklung Co., Ltd.	-	-	-	-	-	-	6	6	-	6	6
Pomchok Co., Ltd.	-	-	-	-	-	-	5	5	-	5	5
Pomcharoen Co., Ltd.	-	-	-	-	-	-	3	3	-	5	5
Pomburapa Co., Ltd.	-	-	-	-	-	-	5	5	-	5	5

Short-term loans to and other receivables from related parties

Subsidiaries (continued)	Consolidated financial statements				Separate financial statements				
	2012		2011		2012		2011		
	Short-term loans to receivables	Other receivables	Short-term loans to receivables	Other receivables	Short-term loans to receivables	Other receivables	Short-term loans to receivables	Other receivables	
Pomपालang Co., Ltd.	-	-	-	-	-	4	-	4	4
Pomपालakorn Co., Ltd.	-	-	-	-	-	5	-	5	5
Num Yur Co., Ltd.	-	-	-	-	-	23	-	23	25
Num Kijjakarn Co., Ltd.	-	-	-	-	-	19	-	19	19
Num Palang Co., Ltd.	-	-	-	-	-	8	-	8	9
Num Muang Co., Ltd.	-	-	-	-	-	11	-	11	12
Num Nakorn Co., Ltd.	-	-	-	-	-	9	-	9	8
Num Thurakij Co., Ltd.	-	-	-	-	-	11	-	11	12
Numrungrud Co., Ltd.	-	-	-	-	-	16	-	16	16
Numthip Co., Ltd.	-	-	-	-	-	9	-	9	10
Thipchalothorn Co., Ltd.	-	-	-	-	-	530	556	556	24
Krittayabun Co., Ltd.	-	-	-	-	-	560	605	605	43
Surathip Co., Ltd.	-	-	-	-	-	358	387	387	28
Sunthronpirom Co., Ltd.	-	-	-	-	-	267	300	379	32
Piromsurang Co., Ltd.	-	-	-	-	-	84	98	98	15
Wrangyer Beverage (2008) Co., Ltd.	-	-	-	-	-	-	-	-	11
Thai Molasses Co., Ltd.	-	-	-	-	-	-	-	-	155
Dhanasindhi Co., Ltd.	-	-	-	-	-	-	-	-	5
Oishi Group PCL.	-	-	-	-	-	1	1	1	-
Thai Beverage Recycle Co., Ltd.	-	-	-	-	-	376	378	411	3
Thai Beverage Logistics Co., Ltd.	-	-	-	-	-	11,031	11,077	10,825	45
Thai Beverage Marketing Co., Ltd.	-	-	-	-	-	1	1	-	-
Dhospaak Co., Ltd.	-	-	-	-	-	26	26	228	1
International Beverage Holdings Limited	-	-	-	-	-	10,050	10,190	-	-
Total subsidiaries	-	-	-	-	-	24,254	24,855	14,753	484

(in million Baht)

Short-term loans to and other receivables from related parties

Related companies	Consolidated financial statements					Separate financial statements						
	2012		2011			2012		2011				
	Short-term loans to receivables	Other receivables	Total	Short-term loans to receivables	Other receivables	Total	Short-term loans to receivables	Other receivables	Total			
The Southeast Insurance PCL.	-	1,121	1,121	-	1,460	1,460	-	-	-	-	-	-
Plantheon Trading Co., Ltd.	-	57	57	-	531	531	-	-	-	-	-	-
Gaew Grung Thai Co., Ltd.	-	45	45	-	-	-	-	-	-	-	-	-
Pisetkij Co., Ltd.	-	7	7	-	-	-	-	-	-	-	-	-
Best Fortune Property and Loan Fund	-	4	4	-	9	9	-	-	-	-	-	-
New Noble Property and Loan Fund	-	4	4	-	-	-	-	-	-	-	-	-
Thai Alcohol PCL.	-	2	2	-	225	225	-	2	2	-	-	-
Thip Sugar Sukhothai Co., Ltd.												
(formerly: The Uttaradit Sugar Industry Co., Ltd.)	-	-	-	-	36	36	-	-	-	-	-	-
The Suphamburi Sugar Industry Co., Ltd.	-	-	-	-	15	15	-	-	-	-	-	-
Thip Sugar Kamphaengphet Co., Ltd.												
(formerly: The Maewang Sugar Industry Co., Ltd.)	-	-	-	-	8	8	-	-	-	-	-	-
Others	-	6	6	-	6	6	-	-	-	-	1	1
Total related companies	-	1,246	1,246	-	2,290	2,290	-	2	2	-	1	1
Total	-	1,246	1,246	-	2,290	2,290	24,254	603	24,857	14,753	485	15,238

* At 31 December 2012, the Group received notice of partial of insurance reimbursement of Baht 1,831 million (31 December 2011: Baht 1,634 million), of which Baht 815 million has been already received (31 December 2011: Baht 139 million).

Long-term loans to and other receivables from related parties

Subsidiaries	Consolidated financial statements					Separate financial statements					
	2012		2011		2012		2011		2011		
	Long-term loans to receivables	Other receivables	Total	Long-term loans to receivables	Other receivables	Total	Long-term loans to receivables	Other receivables	Total	Other receivables	
Beer Thai (1991) PCL.	-	-	-	-	-	938	449	-	449	-	449
Red Bull Distillery (1988) Co., Ltd.	-	-	-	-	-	781	67	-	67	-	67
Surathip Co., Ltd.	-	-	-	-	-	176	-	-	-	-	-
Sunthronpirom Co., Ltd.	-	-	-	-	-	377	-	-	-	-	-
Krittayabun Co., Ltd.	-	-	-	-	-	32	-	-	-	-	-
Wrangyer Beverage (2008) Co., Ltd.	-	-	-	-	-	-	119	-	119	-	119
Pan International (Thailand) Co., Ltd.	-	-	-	-	-	1	-	1	-	1	1
Total subsidiaries	-	-	-	-	-	2,304	635	1	2,305	1	636
Related companies											
North Park Real Estate Co., Ltd.	-	32	32	-	30	30	-	3	3	-	3
T.C.C. Technology Co., Ltd.	-	7	7	-	7	7	-	7	7	-	7
Best Fortune Property and Loan Fund	-	6	6	-	-	-	-	-	-	-	-
The Pet Co., Ltd.	-	5	5	-	5	5	-	-	-	-	-
New Noble Property and Loan Fund	-	-	-	-	4	4	-	-	-	-	-
Others	-	7	7	-	7	7	-	-	-	-	-
Total related companies	-	57	57	-	53	53	-	10	10	-	10
Total	-	57	57	-	53	2,304	635	11	2,315	11	646

(in million Baht)

Summary of loans to related parties	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Short-term loans	-	-	24,254	14,753
Long-term loans	-	-	2,304	635
Total loans to related parties	-	-	26,558	15,388

Movements during the years ended 31 December of loans to related parties were as follows:

Loans to related parties	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Short-term loans				
Subsidiaries				
At 1 January	-	-	14,753	1,977
Increase	-	-	11,670	13,108
Decrease	-	-	(2,169)	(332)
At 31 December	-	-	24,254	14,753
Long-term loans				
Subsidiaries				
At 1 January	-	-	635	2,499
Increase	-	-	1,788	-
Decrease	-	-	(119)	(1,864)
At 31 December	-	-	2,304	635

The currency denomination of loans to and other receivables from related parties of the Group and the Company as at 31 December 2012 and 2011 was as follows:

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Thai Baht (THB) and other functional currencies of foreign subsidiaries	-	-	16,982	15,884
Singapore Dollars (SGD)	-	-	10,190	-
Total	-	-	27,172	15,884

Trade accounts payable to related parties	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Other related companies				
Thai Malaya Glass Co., Ltd.	848	903	-	-
Thai Beverage Can Co., Ltd.	170	158	-	-
Petform (Thailand) Co., Ltd.	162	31	-	-
Crown Seal PCL.	107	105	-	-
The Pet Co., Ltd.	58	58	-	-
Bangkok Glass Co., Ltd.	54	31	-	-
Berli Jucker Foods Co., Ltd.	13	-	-	-
Plantheon Trading Co., Ltd.	11	113	-	-
Pisetkij Co., Ltd.	11	21	-	-
PS Recycle Co., Ltd.	10	17	-	-
Berli Jucker PCL.	10	-	-	-
Others	5	1	-	-
Total	1,459	1,438	-	-

Short-term loans from and other payables to related parties

Subsidiaries	Consolidated financial statements				Separate financial statements					
	2012		2011		2012		2011			
	Short-term loans from	Other payables	Total	Short-term loans from	Other payables	Total	Short-term loans from	Other payables	Total	
Beer Thip Brewery (1991) Co., Ltd.	-	-	-	-	1,193	12	1,205	132	15	147
Sangsom Co., Ltd.	-	-	-	-	475	10	485	279	7	286
Fuenguanant Co., Ltd.	-	-	-	-	240	2	242	97	1	98
Mongkolsamai Co., Ltd.	-	-	-	-	-	1	1	-	1	1
Thanapakdi Co., Ltd.	-	-	-	-	79	1	80	-	-	-
Kanchanasinghorn Co., Ltd.	-	-	-	-	-	1	1	-	1	1
Sura Piset Thipparat Co., Ltd.	-	-	-	-	-	-	-	5	-	5
Sura Bangyikhon Co., Ltd.	-	-	-	-	532	8	540	320	6	326
Athimart Co., Ltd.	-	-	-	-	-	1	1	-	-	-
S.S. Karnsura Co., Ltd.	-	-	-	-	-	1	1	-	-	-
Kankwan Co., Ltd.	-	-	-	-	-	1	1	-	-	-
United Winery and Distillery Co., Ltd.	-	-	-	-	-	1	1	-	-	-
Simathurakij Co., Ltd.	-	-	-	-	129	3	132	-	2	2
Luckchai Liquor Trading Co., Ltd.	-	-	-	-	101	2	103	18	1	19
Sura Piset Phatra Lanna Co., Ltd.	-	-	-	-	-	-	-	10	-	10
Modern Trade Management Co., Ltd.										
(formerly: Pomthip Co., Ltd.)	-	-	-	-	171	1	172	78	1	79
Pomkit Co., Ltd.	-	-	-	-	116	3	119	230	2	232
Pomklung Co., Ltd.	-	-	-	-	394	2	396	299	2	301
Pomchok Co., Ltd.	-	-	-	-	176	2	178	124	2	126
Pomcharoen Co., Ltd.	-	-	-	-	184	1	185	266	1	267
Pomburapa Co., Ltd.	-	-	-	-	221	2	223	183	2	185
Pompalang Co., Ltd.	-	-	-	-	258	1	259	103	-	103
Pommakorn Co., Ltd.	-	-	-	-	149	2	151	158	1	159
Num Yuk Co., Ltd.	-	-	-	-	519	5	524	1,105	4	1,109
Num Kijjakarn Co., Ltd.	-	-	-	-	404	8	412	590	7	597
Num Palang Co., Ltd.	-	-	-	-	494	2	496	466	2	468

(in million Baht)

Short-term loans from and other payables to related parties

Subsidiaries (continued)	Consolidated financial statements					Separate financial statements					
	2012		2011			2012		2011			
	Short-term loans from	Other payables	Total	Short-term loans from	Other payables	Short-term loans from	Other payables	Short-term loans from	Other payables	Total	
(in million Baht)											
Num Muang Co., Ltd.	-	-	-	-	-	527	6	533	617	4	621
Num Naborn Co., Ltd.	-	-	-	-	-	500	4	504	585	3	588
Num Thurakij Co., Ltd.	-	-	-	-	-	381	4	385	489	4	493
Numrungrod Co., Ltd.	-	-	-	-	-	386	5	391	761	4	765
Numthip Co., Ltd.	-	-	-	-	-	560	3	563	486	2	488
Thipchalothorn Co., Ltd.	-	-	-	-	-	-	-	-	28	1	29
Krittayabun Co., Ltd.	-	-	-	-	-	-	-	-	405	2	407
Piromsurang Co., Ltd.	-	-	-	-	-	-	-	-	137	1	138
Thai Beverage Brands Co., Ltd.	-	-	-	-	-	-	-	-	14	-	14
Thai Beverage Energy Co., Ltd.	-	-	-	-	-	228	1	229	255	1	256
Thai Molasses Co., Ltd.	-	-	-	-	-	124	1	125	-	-	-
Thai Cooperage Co., Ltd.	-	-	-	-	-	126	1	127	146	1	147
Feed Addition Co., Ltd.	-	-	-	-	-	47	-	47	13	-	13
Pan International (Thailand) Co., Ltd.	-	-	-	-	-	20	1	21	25	2	27
Charun Business 52 Co., Ltd.	-	-	-	-	-	17	-	17	8	-	8
Thai Beverage Logistics Co., Ltd.	-	-	-	-	-	-	1	1	-	-	-
Thai Beverage Marketing Co., Ltd.	-	-	-	-	-	101	248	349	84	125	209
Dhanasindhi Co., Ltd.	-	-	-	-	-	-	-	-	-	1	1
Dhospaak Co., Ltd.	-	-	-	-	-	-	81	81	-	48	48
Thai Beverage Training Co., Ltd.	-	-	-	-	-	-	3	3	-	1	1
Cosmos Brewery (Thailand) Co., Ltd.	-	-	-	-	-	210	2	212	84	3	87
Beer Chang Co., Ltd.	-	-	-	-	-	53	1	54	1	1	2
Thai Drinks Co., Ltd.	-	-	-	-	-	27	1	28	25	2	27
Archa Beer Co., Ltd.	-	-	-	-	-	2	-	2	10	-	10
Oishi Group PCL.	-	-	-	-	-	-	-	-	-	11	11
Total subsidiaries	-	-	-	-	-	9,144	436	9,580	8,636	275	8,911

Short-term loans from and other payables to related parties

Related companies	Consolidated financial statements						Separate financial statements						
	2012			2011			2012			2011			
	Short-term loans from	Other payables	Total	Short-term loans from	Other payables	Total	Short-term loans from	Other payables	Total	Short-term loans from	Other payables	Total	
													(in million Baht)
Dhanasindhi Co., Ltd.	-	139	139	-	-	-	-	-	-	-	-	-	-
The Southeast Insurance PCL.	-	37	37	-	21	21	-	-	-	-	-	-	-
Beril Jucker PCL.	-	27	27	-	13	13	-	-	-	-	-	-	-
Plaza Athenee Hotel (Thailand) Co., Ltd.	-	21	21	-	31	31	-	1	1	-	1	1	1
T.C.C. Technology Co., Ltd.	-	18	18	-	7	7	-	14	14	-	5	5	5
Southeast Capital Co., Ltd.	-	8	8	-	9	9	-	3	3	-	3	3	3
Business Process Outsourcing Co., Ltd.	-	8	8	-	-	-	-	8	8	-	-	-	-
TCC Hotel Collection Co., Ltd.	-	6	6	-	10	10	-	-	-	-	2	2	2
Thai Malaya Glass Co., Ltd.	-	-	-	-	11	11	-	-	-	-	-	-	-
Eastern Chemical Co., Ltd.	-	-	-	-	7	7	-	-	-	-	-	-	-
Others	-	39	39	-	37	37	-	2	2	-	2	2	2
Total related companies	-	303	303	-	146	146	-	28	28	-	13	13	13
Total	-	303	303	-	146	146	-	9,144	9,608	-	288	8,924	8,924

Short-term loans from and other payables to related parties of the Group and the Company as at 31 December 2012 and 2011 were denominated entirely in Thai Baht and other functional currencies of foreign subsidiaries.

Long-term loans from and other payables to related parties

Subsidiaries	Consolidated financial statements				Separate financial statements					
	2012		2011		2012		2011			
	Long-term loans from	Other payables	Total	Long-term loans from	Other payables	Total	Long-term loans from	Other payables		
Beer Thip Brewery (1991) Co., Ltd.	-	-	-	-	1,242	-	1,242	3,090	-	3,090
Sangsom Co., Ltd.	-	-	-	-	130	-	130	-	-	-
Fuengfuanant Co., Ltd.	-	-	-	-	325	-	325	158	-	158
Thanapakdi Co., Ltd.	-	-	-	-	234	-	234	79	-	79
Mongkolsamai Co., Ltd.	-	-	-	-	191	-	191	77	-	77
Kanchanasinghorn Co., Ltd.	-	-	-	-	320	-	320	157	-	157
Sura Piset Thipparat Co., Ltd.	-	-	-	-	118	-	118	109	-	109
Sura Bangyikhan Co., Ltd.	-	-	-	-	1,539	-	1,539	1,018	-	1,018
Athimart Co., Ltd.	-	-	-	-	264	-	264	98	-	98
S.S. Karnsura Co., Ltd.	-	-	-	-	184	-	184	-	-	-
Kankwan Co., Ltd.	-	-	-	-	261	-	261	70	-	70
Theparunothai Co., Ltd.	-	-	-	-	115	-	115	18	-	18
United Winery and Distillery Co., Ltd.	-	-	-	-	126	-	126	73	-	73
Simathurakij Co., Ltd.	-	-	-	-	577	-	577	302	-	302
Luckchai Liquor Trading Co., Ltd.	-	-	-	-	384	-	384	130	-	130
Thai Beverage Brands Co., Ltd.	-	-	-	-	14	-	14	-	-	-
Pomkit Co., Ltd.	-	-	-	-	540	-	540	309	-	309
Pomklung Co., Ltd.	-	-	-	-	136	-	136	76	-	76
Pomchok Co., Ltd.	-	-	-	-	423	-	423	352	-	352
Pom Charoen Co., Ltd.	-	-	-	-	68	-	68	48	-	48
Pomburapa Co., Ltd.	-	-	-	-	380	-	380	372	-	372
Pomnakorn Co., Ltd.	-	-	-	-	266	-	266	146	-	146
Num Yuk Co., Ltd.	-	-	-	-	702	-	702	110	-	110
Num Thurakij Co., Ltd.	-	-	-	-	755	-	755	525	-	525
Num Muang Co., Ltd.	-	-	-	-	686	-	686	375	-	375
Num Nakorn Co., Ltd.	-	-	-	-	394	-	394	163	-	163
Num Palang Co., Ltd.	-	-	-	-	9	-	9	-	-	-
Num Kijjakarn Co., Ltd.	-	-	-	-	1,710	-	1,710	1,275	-	1,275

(in million Baht)

Long-term loans from and other payables to related parties

Subsidiaries (continued)	Consolidated financial statements				Separate financial statements				
	2012		2011		2012		2011		
	Long-term loans from	Other payables	Long-term loans from	Other payables	Long-term loans from	Other payables	Long-term loans from	Other payables	
		Total	Total	Total	Total	Total	Total	Total	
Numrungrod Co., Ltd.	-	-	-	-	901	-	901	319	-
Numthip Co., Ltd.	-	-	-	-	172	-	172	177	-
Feed Addition Co., Ltd.	-	-	-	-	31	-	31	20	-
Pan International (Thailand) Co., Ltd.	-	-	-	-	43	-	43	23	-
Charun Business 52 Co., Ltd.	-	-	-	-	38	-	38	32	-
Thai Cooperage Co., Ltd.	-	-	-	-	60	-	60	59	-
Cosmos Brewery (Thailand) Co., Ltd.	-	-	-	-	177	-	177	458	-
Beer Chang Co., Ltd.	-	-	-	-	285	-	285	246	-
Archa Beer Co., Ltd.	-	-	-	-	75	-	75	64	-
Total	-	-	-	-	13,875	-	13,875	10,528	-

(in million Baht)

Long-term loans from and other payables to related parties of the Group and the Company as at 31 December 2012 and 2011 were denominated entirely in Thai Baht and other functional currencies of foreign subsidiaries.

Summary of loans to related parties	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Short-term loans	-	-	9,144	8,636
Long-term loans	-	-	13,875	10,528
Total loans from related parties	-	-	23,019	19,164

Movements during the years ended 31 December of loans from related parties were as follows:

Loans from related parties	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Short-term loans				
Subsidiaries				
At 1 January	-	-	8,636	5,938
Increase	-	-	2,801	5,371
Decrease	-	-	(2,293)	(2,673)
At 31 December	-	-	9,144	8,636
Long-term loans				
Subsidiaries				
At 1 January	-	-	10,528	10,403
Increase	-	-	5,481	2,803
Decrease	-	-	(2,134)	(2,678)
At 31 December	-	-	13,875	10,528

Significant agreements with related parties

Supporting service agreements

The Company entered into supporting service agreements with subsidiaries for supporting service such as human resource, administration, accounting, finance, public relations, public co-ordination, technology, law, secretary and share register and internal audit for the period of one year from 1 January 2004 to 31 December 2004. Unless there are notifications to terminate the agreement within 30 days before the expiry date, this agreement continues to be in effect for the successive one year term. The subsidiaries are committed to pay a service fee at the rate of 0.5% of their principal revenue.

With effect from 1 January 2007, the supporting service fee rate was adjusted to 1% of the principal revenue. Service fee rate was adjusted for development of new product, experiment and quality test, analysis, research and marketing survey for new products and procurement of information.

Application service provisioning agreement

The Company entered into the application service provisioning agreement with T.C.C. Technology Co., Ltd., a related party, for the provision of ongoing support and maintenance of the systems and infrastructure and is committed to pay system, hardware and software rental fee and service fee on a monthly basis throughout the contract period for five years, effective from 31 May 2006, under the fees and conditions stated in the contract. Subsequently, the Company entered into additional agreements based on the number of users and renewed the agreements ended 31 August 2014.

Procurement agreement

Pan International (Thailand) Co., Ltd., the Company's subsidiary, entered into the procurement agreements with other subsidiaries, for necessary purchase and procurement services to the later subsidiaries. The procurement fee is 1% of the value of goods and services purchased under such agreement.

Molasses purchase agreements

Thai Molasses Co., Ltd., the Company's subsidiary, entered into molasses purchase and sale agreements with various related companies in order to sell to other subsidiaries within the Group. The terms and conditions of these agreements specify that the seller would sell molasses to the buyers in specified quantity, price, quality, delivery and receipt, payments, responsibility, weight, sample analysis on molasses, and quality control, etc.

Glass bottle purchase and sale agreement

Thai Beverage Recycle Co., Ltd., the Company's subsidiary, entered into the glass bottle purchase and sale agreement with Berli Jucker PCL., a related party, to purchase various types of new glass bottles in order to sell to other subsidiaries within the Group for a period of two years and eight months, effective from 1 May 2007 to 31 December 2009, under the prices and conditions stated in the contract.

On 23 December 2009, the subsidiary entered into a new glass bottle purchase and sale agreement for a period of three years, effective from 1 January 2010 to 31 December 2012, under the prices and conditions stated in the contract.

License agreements

- Three subsidiaries entered into license agreements with Beer Chang Co., Ltd., Archa Beer Co., Ltd., and Thai Beverage Brands Co., Ltd., the Company's subsidiaries, for rights and obligations for the sale of drinking water, soda water, beer, draft beer and lager beer under the trade names of "CHANG", "ARCHA" and "FEDERBRAU". The subsidiaries are committed to pay fees at a rate of 2% based on net sales at price, ex factory, excluding VAT and after deducting excise tax, contributions to the health promotion fund and Thai Public Broadcasting Service.
- Sura Bangyikhan Co., Ltd., the Company's subsidiary, entered into license agreements with 12 subsidiaries for the rights to use trademarks for white spirits and Chiang – Chun blended spirits as stipulated in the agreement. The trademark fee is from Baht 0.50 – 1.50 per bottle, based on the contents and size of the bottle. With effective from January 2010, the trademark fee was adjusted to Baht 0.50 – 1.20 per bottle, based on the contents and size of the bottle.

Sales Distributor Agreements

Thai Beverage Marketing Co., Ltd., the Company's subsidiary, entered into sales distributor agreements with two subsidiaries to sell beverage products under the prices and conditions stated in the agreements for five years, effective from 3 October 2008 to 2 October 2013.

Biogas purchase and sale agreement

Thai Beverage Energy Co., Ltd., the Company's subsidiary, entered into biogas purchase and sale agreements with three related companies for a period of 19 years, effective from the year 2009 to 2028, to supply biogas to use as a fuel source in spirits distillery process under the price and conditions stated in the agreements. Subsequently in 2010, the aforementioned agreements were made with additional two related companies for a period of 18 years, effective from the year 2010 to 2028.

Revolving loan agreement

In June 2011, the Company entered into revolving joint loan agreement with subsidiaries for lending loans with joint credit limit not exceeding Baht 10,000 million, bearing interest at the rate 5% per annum and repayable at call. Subsequently in September 2011, the Company entered into revolving loan agreement with a subsidiary to lend loans with credit limit of Baht 15,000 million, bearing interest at the rate 5% per annum and repayable at call.

In 2011, the Company entered into revolving loan agreements with subsidiaries to borrow loans with total credit limit of Baht 55,900 million, bearing interest at the rate 5% per annum and repayable at call.

Term loan facility agreement

In July 2012, the Company entered into term loan facility agreement with a subsidiary to lend a loan facility to finance the investment up to the amount of SGD 1,000 million which is repayable on the first anniversary date of the drawdown date or other date which the company would agree to extend.

In December 2012, International Beverage Holdings Limited, a subsidiary of the Company, entered into term loan facility agreement with an indirect subsidiary to lend a loan facility amount of SGD 3,662.3 million which is repayable in installments every 6 months over 5 years and agreeable to extend the schedule.

Commitments with related parties

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Capital commitments				
Buildings and other constructions	38	-	-	-
Machinery and equipment	125	-	-	-
Total	163	-	-	-
Non-cancellable operating lease commitments				
Within one year	227	214	53	52
After one year but within five years	243	317	44	56
Total	470	531	97	108
Other commitments				
Purchase molasses	118	1,421	-	-
Application service provisioning agreement	67	109	67	109
Raw material purchase agreement	36	-	-	-
Brewing supervision agreement	23	24	-	-
Other agreements	51	18	37	56
Total	295	1,572	104	165

7. Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Cash on hand	124	55	-	-
Cash at banks – current accounts	1,021	895	1	1
Cash at banks – saving accounts	2,468	2,112	27	10
Highly liquid short-term investments	932	380	-	-
Total	4,545	3,442	28	11

The currency denomination of cash and cash equivalents as at 31 December was as follows:

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Thai Baht (THB) and other functional currencies of foreign subsidiaries	4,401	3,217	28	11
Great Britain Pound (GBP)	81	3	-	-
Hong Kong Dollars (HKD)	34	215	-	-
United States Dollars (USD)	28	7	-	-
Others	1	-	-	-
Total	4,545	3,442	28	11

8. Other investments

	Consolidated financial statements		Separate financial statements	
	2012	2011 (restated)	2012	2011
	(in million Baht)			
<i>Current investments</i>				
Short-term deposits at financial institutions	-	1	-	-
Others	2	12	-	-
	2	13	-	-
<i>Other long-term investments</i>				
Equity securities available for sale	120	73	-	-
Investment in government bonds	10	12	-	-
Other non marketable equity securities	195	154	-	-
<i>Less</i> allowance for decline in value of investments	(5)	(5)	-	-
	200	161	-	-
	320	234	-	-
Total	322	247	-	-

As at 31 December 2009, an indirect subsidiary invested in government bonds in the amount of Baht 8.5 million, bearing interest rates at 5.90% and 4.25% per annum and maturity in 2013 and 2014. The bonds have been pledged as collateral for electricity utilisation. Subsequently during 2010, the aforementioned indirect subsidiary invested additionally in government bonds in the amount of Baht 3.66 million, bearing interest rate at 4.125% per annum and maturity in 2016. The bonds have been pledged as collateral for natural gas utilisation.

Other investments of the Group as at 31 December 2012 and 2011 were denominated entirely in Thai Baht.

9. Trade accounts receivable

	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
					(in million Baht)
Related parties	6	77	241	-	-
Other parties		3,576	3,459	-	-
Total		3,653	3,700	-	-
Less allowance for doubtful accounts		(70)	(81)	-	-
Net		3,583	3,619	-	-
Bad debts and (reversal of) doubtful debts expense for the year		(8)	16	-	-

Aging analyses for trade accounts receivable were as follows:

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Related parties				
Within credit terms	69	102	-	-
Overdue:				
Less than 3 months	4	135	-	-
6-12 months	1	4	-	-
Over 12 months	3	-	-	-
	77	241	-	-
Other parties				
Within credit terms	3,157	3,101	-	-
Overdue:				
Less than 3 months	364	299	-	-
3-6 months	24	40	-	-
6-12 months	14	5	-	-
Over 12 months	17	14	-	-
	3,576	3,459	-	-
Less allowance for doubtful accounts	(70)	(81)	-	-
	3,506	3,378	-	-
Net	3,583	3,619	-	-

The normal credit term granted by the Group ranges from 7 days to 165 days.

The currency denomination of trade accounts receivable as at 31 December was as follows:

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Thai Baht (THB) and other functional currencies of foreign subsidiaries	3,526	3,604	-	-
Euro (EUR)	33	3	-	-
United States Dollars (USD)	13	12	-	-
Canadian Dollars (CAD)	11	-	-	-
Total	3,583	3,619	-	-

10. Inventories

	Consolidated financial statements		Separate financial statements	
	2012	2011 (restated)	2012	2011
				(in million Baht)
Finished goods	13,586	11,860	-	-
Maturing spirits	10,145	9,316	-	-
Work in progress	4,366	4,060	-	-
Raw materials	1,727	2,971	-	-
Packaging materials	2,561	1,799	-	-
Spare parts	523	526	-	-
Others	616	767	-	-
	33,524	31,299	-	-
Less allowance for decline in value	(552)	(747)	-	-
Net	32,972	30,552	-	-
Inventories recognised as an expense in 'cost of sales of goods':				
- Cost	115,817	96,997	-	-
- Write-down to net realisable value	732	731	-	-
- Reversal of write-down	(927)	(275)	-	-
Net total	115,622	97,453	-	-

11. Other current assets

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Prepaid excise tax	1,526	2,948	-	-
Deposit	810	135	12	-
Refundable VAT	484	478	26	17
Refundable excise tax	694	522	-	-
Others	360	215	-	1
Total	3,874	4,298	38	18

Other current assets of the Group and the Company as at 31 December 2012 and 2011 were denominated entirely in Thai Baht and other functional currencies of foreign subsidiaries.

12. Investments in associates

	Consolidated financial statements	
	2012	2011
		(in million Baht)
At 1 January	149	123
Share of net profit (loss) of equity-accounted associates	13,611	(196)
Share of other comprehensive income of associates	1,264	-
Acquisitions	90,112	217
Translation differences of preparing consolidated financial statement	(816)	5
At 31 December	104,320	149

Following the Group's purchase of an overseas investment, a significant part of the Investee's business ("the Business") was eventually sold to another party. The Investee realised a gain of Baht 119,214 million from the sale of the Business and the Group should ordinarily have recognised its proportionate share of profit according to equity accounting principles of Baht 35,191 million. However, pending finalisation of the fair value assessment referred to in note 5, the management determined that the Group should recognise its share of profit only for an amount not exceeding the fair value of the Investee, amounting to Baht 13,437 million, as determined by the available valuation report from another independent appraiser, dated 20 December 2012.

Investments in associates as at 31 December 2012 and 2011, and dividend income from those investments for the years then ended were as follows:

	Consolidated financial statements													
	Ownership interest (%)		Paid-up capital		Cost		Impairment		At cost - net		Equity		Dividend income	
	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011
Associates														
<i>Held by indirect subsidiary</i>														
Fraser and Neave, Limited	28.63	-	1,428	-	89,294	-	-	89,294	-	103,995	-	-	-	-
<i>Held by subsidiaries of indirect subsidiaries</i>														
Liquorland Limited	49.49	49.49	69	18	18	-	-	18	18	130	128	-	-	-
Inver House Polska Limited	-	84.00	-	7	-	(7)	-	-	-	-	-	-	-	-
Inver House Distribution SA	49.88	49.88	2	1	1	-	-	1	1	-	-	-	-	-
Petform (Thailand) Co., Ltd.	25.86	25.86	75	30	30	-	-	30	30	195	21	-	-	-
Total			1,574	154	89,343	56	(7)	89,343	49	104,320	149	-	-	-

None of the Group's equity-accounted investees are publicly listed and consequently do not have published price quotations, except for Fraser and Neave, Limited which is listed on the Singapore Exchange Securities Trading Limited. Based on the closing price of SGD 9.70 per share at the reporting date, the fair value of the Group's investment in Fraser and Neave, Limited is Baht 100,161 million.

13. Investments in subsidiaries

	Separate financial statements	
	2012	2011
	(in million Baht)	
At 1 January	80,190	80,047
Acquisitions	386	-
Increase in share capital in subsidiary	-	143
Disposals	(224)	-
At 31 December	80,352	80,190

The Executive Board of Directors' meeting held on 25 April 2011 unanimously approved in principle for International Beverage Holdings Limited, the Company's subsidiary, to increase its authorised share capital amounting to HKD 36.5 million; InterBev (Singapore) Limited, the Company's indirect subsidiary, to increase its authorised share capital amounting to SGD 6 million; and Super Brands Company Pte. Ltd., the Company's subsidiary of indirect subsidiary, to increase its authorised share capital amounting to SGD 8.2 million. The increase in share capital of International Beverage Holdings Limited, the Company's subsidiary, InterBev (Singapore) Limited, the Company's indirect subsidiary, and Super Brands Company Pte. Ltd., the Company's subsidiary of indirect subsidiary, were completed on 31 May 2011, 20 June 2011 and 27 June 2011, respectively.

On 15 May 2012, the Company acquired 3,499,998 ordinary shares, representing 99.99% of the share capital of United Products Co., Ltd. for a consideration of Baht 107.50 per share, totalling Baht 376.25 million from Sura Piset Phatra Lanna Co., Ltd., the Company's subsidiary.

Investments in subsidiaries as at 31 December 2012 and 2011, and dividend income from those investments for the years then ended were as follows:

	Separate financial statements							
	Ownership interest		Paid-up capital		Cost method		Dividend income	
	2012	2011	2012	2011	2012	2011	2012	2011
	(%)						(in million Baht)	
Subsidiaries								
Beer Thai (1991) PCL.	100.00	100.00	5,550	5,550	12,500	12,500	344	78
Beer Thip Brewery (1991) Co., Ltd.	100.00	100.00	6,600	6,600	12,500	12,500	1,703	462
Sangsom Co., Ltd.	100.00	100.00	7,500	7,500	7,500	7,500	135	90
Fuengfuanant Co., Ltd.	100.00	100.00	900	900	900	900	66	29
Mongkolsamai Co., Ltd.	100.00	100.00	700	700	691	691	22	6
Thanapakdi Co., Ltd.	100.00	100.00	700	700	697	697	26	11
Kanchanasingkorn Co., Ltd.	100.00	100.00	700	700	700	700	36	8
Sura Bangyikhan Co., Ltd.	100.00	100.00	4,000	4,000	4,000	4,000	1,388	1,092
Athimart Co., Ltd.	100.00	100.00	900	900	900	900	68	52
S.S. Karnsura Co., Ltd.	100.00	100.00	800	800	800	800	51	41
Kankwan Co., Ltd.	100.00	100.00	800	800	800	800	75	74
Theparunothai Co., Ltd.	100.00	100.00	700	700	700	700	57	52
Red Bull Distillery (1988) Co., Ltd.	100.00	100.00	5,000	5,000	5,000	5,000	310	305
United Winery and Distillery Co., Ltd.	100.00	100.00	1,800	1,800	1,800	1,800	94	76
Simathurakij Co., Ltd.	100.00	100.00	900	900	888	888	166	114
Nateechai Co., Ltd.	100.00	100.00	800	800	800	800	-	-
Luckchai Liquor Trading Co., Ltd.	100.00	100.00	800	800	766	766	41	27
Sura Piset Thipparat Co., Ltd.	100.00	100.00	1,000	1,000	1,010	1,010	-	-
Modern Trade Management Co., Ltd. (formerly: Pomthip Co., Ltd.)	100.00	100.00	10	10	10	10	246	-
Pomkit Co., Ltd.	100.00	100.00	10	10	10	10	175	74
Pomklung Co., Ltd.	100.00	100.00	10	10	10	10	110	-
Pomchok Co., Ltd.	100.00	100.00	10	10	10	10	104	25
Pomcharoen Co., Ltd.	100.00	100.00	10	10	10	10	82	39
Pomburapa Co., Ltd.	100.00	100.00	10	10	10	10	176	83
Pompalang Co., Ltd.	100.00	100.00	10	10	10	10	57	-
Pomnakorn Co., Ltd.	100.00	100.00	10	10	10	10	106	25
Pomthip (2012) Co., Ltd.	100.00	-	10	-	10	-	-	-
Num Yuk Co., Ltd.	100.00	100.00	10	10	10	10	522	454
Num Kijjakarn Co., Ltd.	100.00	100.00	10	10	10	10	583	586
Num Palang Co., Ltd.	100.00	100.00	10	10	10	10	118	102
Num Muang Co., Ltd.	100.00	100.00	10	10	10	10	368	339
Num Nakorn Co., Ltd.	100.00	100.00	10	10	10	10	263	215
Num Thurakij Co., Ltd.	100.00	100.00	10	10	10	10	357	319

	Separate financial statements							
	Ownership interest		Paid-up capital		Cost method		Dividend income	
	2012	2011	2012	2011	2012	2011	2012	2011
	(%)						(in million Baht)	
Subsidiaries (continued)								
Numrungrod Co., Ltd.	100.00	100.00	10	10	10	10	442	460
Numthip Co., Ltd.	100.00	100.00	10	10	10	10	249	214
Thipchalothorn Co., Ltd.	100.00	100.00	1	1	3	3	261	192
Krittayabun Co., Ltd.	100.00	100.00	5	5	27	27	844	382
Surathip Co., Ltd.	100.00	100.00	1	1	7	7	294	204
Sunthronpirom Co., Ltd.	100.00	100.00	5	5	25	25	271	295
Piromsurang Co., Ltd.	100.00	100.00	5	5	24	24	207	147
Thai Beverage Energy Co., Ltd.	100.00	100.00	860	860	864	864	-	-
Wrangyer Beverage (2008) Co., Ltd.	-	100.00	-	200	-	200	-	-
Thai Molasses Co., Ltd.	99.72	99.72	40	40	35	35	237	103
Feed Addition Co., Ltd.	100.00	100.00	1	1	32	32	26	37
Pan International (Thailand) Co., Ltd.	100.00	100.00	1	1	34	34	27	26
Charun Business 52 Co., Ltd.	100.00	100.00	122	122	84	84	-	-
Thai Cooperage Co., Ltd.	100.00	100.00	300	300	296	296	-	-
Thai Beverage Recycle Co., Ltd.	100.00	100.00	123	123	134	134	-	136
Thai Beverage Logistics Co., Ltd.	100.00	100.00	1,012	1,012	1,012	1,012	-	-
Thai Beverage Marketing Co., Ltd.	100.00	100.00	300	300	300	300	299	327
Dhanasindhi Co., Ltd.	-	100.00	-	20	-	24	-	31
United Products Co., Ltd.	100.00	-	350	-	376	-	-	-
Dhospaak Co., Ltd.	100.00	100.00	25	25	61	61	14	15
Thai Beverage Training Co., Ltd.	100.00	100.00	3	3	2	2	7	16
International Beverage Holdings								
Limited	100.00	100.00	8,006	8,006	8,006	8,006	-	-
Cosmos Brewery (Thailand) Co., Ltd.	100.00	100.00	1,667	1,667	4,139	4,139	428	70
Thai Beverage Brands Co., Ltd.	100.00	100.00	5	5	39	39	-	-
Beer Chang Co., Ltd.	100.00	100.00	1	1	4,318	4,318	83	118
Archa beer Co., Ltd.	100.00	100.00	1	1	130	130	24	31
Sura Piset Phatra Lanna Co., Ltd.	100.00	100.00	1,000	1,000	1,015	1,015	-	-
Oishi Group PCL.	89.26	89.26	375	375	6,207	6,207	385	536
Thai Drinks Co., Ltd.	100.00	100.00	60	60	60	60	-	-
Total			54,589	54,449	80,352	80,190	11,947	8,118

None of the Company's subsidiaries are publicly listed and consequently do not have published price quotations, except for Oishi Group PCL. which is listed on the Stock Exchange of Thailand. Based on the closing price of Baht 157.00 per share at the reporting date, the fair value of the Company's investment in Oishi Group PCL. is Baht 26,276 million.

14. Investment properties

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Cost				
At 1 January	808	912	-	-
Acquired in business combinations	-	30	-	-
Additions	161	-	-	-
Reclassification from property, plant and equipment	101	-	-	-
Disposals	-	(134)	-	-
At 31 December	1,070	808	-	-
Depreciation and impairment losses				
At 1 January	130	126	-	-
Reclassification from property, plant and equipment	44	-	-	-
Depreciation charge for the year	37	4	-	-
At 31 December	211	130	-	-
Net book value				
At 1 January 2011	-	786	-	-
At 31 December 2011 and 1 January 2012	678	678	-	-
At 31 December 2012	859	-	-	-

The Group's investment properties as at 31 December 2012 and 2011 were revalued by Thai Property Appraisal Lynn Phillips Co., Ltd., a firm of independent professional appraisers, and the Treasury Department, Ministry of Finance. The appraised value as at 31 December 2012 was Baht 906.83 million (31 December 2011: Baht 906.83 million).

Investment properties comprise of a number of commercial properties that are leased to third parties and idle land. Property, plant and equipment (see note 15) have been transferred to investment properties, since they were no longer used by the Group and as such it was decided that those property, plant and equipment would be leased to a third party.

15. Property, plant and equipment

Consolidated financial statements

	Land	Land improvement	Building, buildings and leasehold improvement	Machinery and equipment	Oak barrels	Furniture, fixtures and office equipment	Vehicles	Assets under construction and installation	Total
	Land improvement								(in million Baht)
Cost/ revaluation									
At 1 January 2011	10,959	1,492	19,234	44,277	2,709	1,059	3,150	1,431	84,311
Additions	11	4	164	399	19	149	208	2,135	3,089
Acquisitions through business combinations	4,184	15	978	3,023	-	46	932	322	9,500
Surplus on land revaluation	46	-	-	-	-	-	-	-	46
Transfers	-	38	836	2,231	-	18	11	(3,134)	-
Disposals	-	-	(87)	(922)	(18)	(60)	(41)	(1)	(1,129)
Effect of movements in exchange rates	-	-	87	85	12	2	7	1	194
At 31 December 2011 and									
1 January 2012	15,200	1,549	21,212	49,093	2,722	1,214	4,267	754	96,011
Additions	134	1	521	737	29	165	422	2,856	4,865
Acquisitions through business combinations	-	-	-	-	-	-	-	-	-
Surplus on land revaluation	944	-	-	-	-	-	-	-	944
Transfer to investment properties	(36)	7	158	1,578	-	46	7	(1,861)	(101)
Disposals	-	-	(99)	(929)	-	(76)	(162)	(4)	(1,270)
Effect of movements in exchange rates	-	-	8	22	3	-	-	(12)	21
At 31 December 2012	16,242	1,557	21,800	50,501	2,754	1,349	4,534	1,733	100,470

Consolidated financial statements

	Land	Land improvement	Building, buildings and leasehold improvement	Machinery and equipment	Oak barrels	Furniture, fixtures and office equipment	Vehicles	Assets under construction and installation	Total (in million Baht)
Depreciation and impairment losses									
At 1 January 2011	-	823	8,798	34,518	1,835	736	2,487	-	49,197
Depreciation charge for the year	-	70	878	1,962	131	135	196	-	3,372
Impairment losses	-	-	64	524	-	-	-	-	588
Disposals	-	-	(58)	(488)	(11)	(54)	(38)	-	(649)
Effect of movements in exchange rates	-	1	56	64	7	2	6	-	136
At 31 December 2011 and									
1 January 2012	-	894	9,738	36,580	1,962	819	2,651	-	52,644
Depreciation charge for the year	-	72	987	2,103	132	163	396	-	3,853
Impairment losses	-	-	(37)	(192)	-	3	-	37	(189)
Transfer to investment properties	-	(20)	(53)	-	29	-	-	-	(44)
Disposals	-	-	(68)	(501)	(339)	(69)	(153)	-	(1,130)
Effect of movements in exchange rates	-	-	6	8	2	-	-	-	16
At 31 December 2012	-	946	10,573	37,998	1,786	916	2,894	37	55,150
Net book value									
At 1 January 2011									
Owned assets	10,959	669	10,436	9,759	874	323	660	1,431	35,111
Assets under finance leases	-	-	-	-	-	-	3	-	3
	10,959	669	10,436	9,759	874	323	663	1,431	35,114
At 31 December 2011 and									
1 January 2012									
Owned assets	15,200	655	11,459	12,513	760	395	1,616	754	43,352
Assets under finance leases	-	-	15	-	-	-	-	-	15
	15,200	655	11,474	12,513	760	395	1,616	754	43,367
At 31 December 2012									
Owned assets	16,242	611	11,227	12,503	968	433	1,640	1,696	45,320
Assets under finance leases	-	-	-	-	-	-	-	-	-
	16,242	611	11,227	12,503	968	433	1,640	1,696	45,320

Property, plant and equipment under construction

As at 31 December 2012, an indirect subsidiary had assets under construction and installation for PET bottling beverage production by Cold Aseptic Filling project and other construction project totalling Baht 680.24 million (2011: Baht 898.69 million).

The acquisition of the aforementioned project was not capitalised with borrowing costs due to no directly related borrowing costs (2011: borrowing cost Baht 15.37 million with a capitalisation rate of 2.05% – 3.70% per annum) (see note 33).

On 27 January 2011, an indirect subsidiary revalued its land by independent appraisers by the market value basis. The said indirect subsidiary has recognised the revaluation surplus on land by Baht 46.07 million and has recognised in other comprehensive income and presented in the revaluation reserve in equity in the same amount, the related deferred tax liability of Baht 9.21 million.

During 2012, a number of subsidiaries revalued their land, which was performed by independent appraisers, on a market value basis. The said subsidiaries recognised the revaluation surplus on land of Baht 944 million that is recognised in other comprehensive income and presented in the revaluation reserve in equity in the same amount. The related deferred tax liability was Baht 174.29 million.

The gross amount of the Group's fully depreciated plant and equipment that was still in use as at 31 December 2012 amounted to Baht 35,508 million (2011: Baht 30,916 million).

Separate financial statements

	Leasehold improvements	Furniture, fixtures and office equipment	Vehicles	Assets under construction and installation	Total (in million Baht)
Cost					
At 1 January 2011	10	138	18	3	169
Additions	2	18	1	1	22
Transfers	1	-	-	(1)	-
Disposals	-	(1)	(4)	-	(5)
At 31 December 2011 and					
1 January 2012	13	155	15	3	186
Additions	-	9	3	5	17
Transfers	-	-	-	-	-
Disposals	-	(2)	-	(3)	(5)
At 31 December 2012	13	162	18	5	198
Depreciation and impairment losses					
At 1 January 2011	2	105	15	-	122
Depreciation charge for the year	2	13	1	-	16
Disposals	-	(1)	(4)	-	(5)
At 31 December 2011 and					
1 January 2012	4	117	12	-	133
Depreciation charge for the year	3	13	1	-	17
Disposals	-	(1)	-	-	(1)
At 31 December 2012	7	129	13	-	149

Separate financial statements					
	Leasehold improvements	Furniture, fixtures and office equipment	Vehicles	Assets under construction and installation	Total (in million Baht)
Net book value					
At 1 January 2011					
Owned assets	8	33	3	3	47
Assets under finance leases	-	-	-	-	-
	8	33	3	3	47
At 31 December 2011 and 1 January 2012					
Owned assets	9	38	3	3	53
Assets under finance leases	-	-	-	-	-
	9	38	3	3	53
At 31 December 2012					
Owned assets	6	33	5	5	49
Assets under finance leases	-	-	-	-	-
	6	33	5	5	49

The gross amount of the Company's fully depreciated leasehold improvements and equipment that was still in use as at 31 December 2012 amounted to Baht 105 million (2011: Baht 102 million).

16. Goodwill

	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
(in million Baht)					
Cost					
At 1 January		7,193	3,203	-	-
Acquired through business combinations	5	-	3,975	-	-
Effect of movements in exchange rates		6	15	-	-
At 31 December		7,199	7,193	-	-
Impairment losses					
At 1 January		159	154	-	-
Effect of movements in exchange rates		2	5	-	-
At 31 December		161	159	-	-
Net book value					
At 1 January		7,034	3,049	-	-
At 31 December		7,038	7,034	-	-

17. Other intangible assets

	Consolidated financial statements			
	Computer software	Trademarks	Licences	Total (in million Baht)
Cost				
At 1 January 2011	136	380	18	534
Acquisitions through business combinations	15	–	21	36
Additions	29	3	–	32
Disposals	(7)	–	(11)	(18)
Effect of movements in exchange rates	1	3	–	4
At 31 December 2011 and 1 January 2012	174	386	28	588
Additions	32	8	–	40
Disposals	(2)	–	–	(2)
Effect of movements in exchange rates	–	4	–	4
At 31 December 2012	204	398	28	630
Amortisation and impairment losses				
At 1 January 2011	59	320	3	382
Amortisation for the year	20	12	4	36
Disposals	–	–	(2)	(2)
Effect of movements in exchange rates	–	1	–	1
At 31 December 2011 and 1 January 2012	79	333	5	417
Amortisation for the year	28	8	21	57
Disposals	(1)	–	–	(1)
Effect of movements in exchange rates	–	(2)	–	(2)
At 31 December 2012	106	339	26	471
Net book value				
At 1 January 2011	77	60	15	152
At 31 December 2011 and 1 January 2012	95	53	23	171
At 31 December 2012	98	59	2	159

The amortisation of patents and trademarks is allocated to the cost of inventory and is recognised as cost of sales as inventory is sold; the amortisation of other intangible assets is included in cost of sales. The impairment loss is recognised in cost of sales in the statement of comprehensive income.

**Separate
financial statements**

Computer software
(in million Baht)

Cost	
At 1 January 2011	57
Additions	2
Disposals	(4)
At 31 December 2011 and 1 January 2012	55
Additions	8
Disposals	-
At 31 December 2012	63
Amortisation and impairment losses	
At 1 January 2011	33
Amortisation for the year	8
At 31 December 2011 and 1 January 2012	41
Amortisation for the year	6
At 31 December 2012	47
Net book value	
At 1 January 2011	24
At 31 December 2011 and 1 January 2012	14
At 31 December 2012	16

18. Leasehold rights

**Consolidated
financial statements**
(in million Baht)

Cost	
At 1 January 2011	262
Effect of movements in exchange rates	14
At 31 December 2011 and 1 January 2012	276
Effect of movements in exchange rates	(2)
At 31 December 2012	274
Amortisation and impairment losses	
At 1 January 2011	68
Amortisation for the year	12
Effect of movements in exchange rates	4
At 31 December 2011 and 1 January 2012	84
Amortisation for the year	14
Effect of movements in exchange rates	2
At 31 December 2012	100
Net book value	
At 1 January 2011	194
At 31 December 2011 and 1 January 2012	192
At 31 December 2012	174

19. Deferred tax

Deferred tax assets and liabilities as at 31 December were as follows:

	Consolidated financial statements			
	Assets		Liabilities	
	2012	2011	2012	2011
	(in million Baht)			
Total	1,101	1,002	(2,078)	(1,913)
Set off of tax	(704)	(661)	704	661
Net deferred tax assets (liabilities)	397	341	(1,374)	(1,252)

	Separate financial statements			
	Assets		Liabilities	
	2012	2011	2012	2011
	(in million Baht)			
Total	30	31	-	-
Set off of tax	-	-	-	-
Net deferred tax assets (liabilities)	30	31	-	-

Movements in total deferred tax assets and liabilities during the year were as follows:

	Consolidated financial statements				At 31 December 2012 (in million Baht)
	At 1 January 2012	(Charged) / credited to:			
		Profit or loss	Other comprehensive income	Acquired in business combinations	
Deferred tax assets					
Property, plant and equipment	163	28	-	-	191
Investment properties	15	6	-	-	21
Long-term investment	1	-	-	-	1
Inventories	301	22	-	-	323
Provisions	12	1	-	-	13
Employee benefit obligations	470	11	4	-	485
Loss carry forward	22	8	-	-	30
Others	18	19	-	-	37
Total	1,002	95	4	-	1,101
Set off of tax	(661)				(704)
	341				397
Deferred tax liabilities					
Property, plant and equipment	(1,845)	(13)	(174)	-	(2,032)
Others	(68)	30	(8)	-	(46)
Total	(1,913)	17	(182)	-	(2,078)
Set off of tax	661				704
	(1,252)				(1,374)
Net	(911)	112	(178)	-	(977)

Consolidated financial statements

(Charged) / credited to:

	At 1 January 2011	Profit or loss	Other comprehensive income	Acquired in business combinations	At 31 December 2011
					(in million Baht)
Deferred tax assets					
Property, plant and equipment	64	53	–	74	191
Investment properties	22	–	–	–	22
Long-term investment	1	–	–	–	1
Inventories	299	(20)	–	87	366
Provisions	12	1	–	3	16
Employee benefit obligations	313	10	13	250	586
Loss carry forward	89	(84)	–	21	26
Income tax reduction	–	(221)	(8)	–	(229)
Others	11	1	–	11	23
Total	811	(260)	5	446	1,002
Set off of tax					(661)
					341
Deferred tax liabilities					
Property, plant and equipment	(1,192)	(38)	(14)	(999)	(2,243)
Income tax reduction	–	12	354	–	366
Others	–	–	(1)	(35)	(36)
Total	(1,192)	(26)	339	(1,034)	(1,913)
Set off of tax					661
					(1,252)
Net	(381)	(286)	344	(588)	(911)

	Separate financial statements			At 31 December 2012
	At 1 January 2012	(Charged) / credited to:		
		Profit or loss	Other comprehensive income	(in million Baht)
Deferred tax assets				
Intangible asset	3	-	-	3
Employee benefit obligations	28	3	(4)	27
Total	31	3	(4)	30

	Separate financial statements			At 31 December 2011
	At 1 January 2011	(Charged) / credited to:		
		Profit or loss	Other comprehensive income	(in million Baht)
Deferred tax assets				
Intangible asset	4	1	-	5
Employee benefit obligations	50	2	(11)	41
Income tax reduction	-	(19)	4	(15)
Total	54	(16)	(7)	31

20. Other non-current assets

	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
(in million Baht)					
Advance payments to a specialist	39	1,579	1,629	296	305
Deposits		205	218	-	-
Others		106	118	-	1
Total		1,890	1,965	296	306

21. Interest-bearing liabilities

	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
(in million Baht)					
Current					
Bank overdrafts					
Secured		1,112	336	-	-
Letter of comfort		12	39	-	-
Unsecured		5	3	-	-
Short-term loans from financial institutions					
Promissory note					
Letter of comfort		-	268	-	-
Unsecured		2,243	4,581	600	3,500
Bills of exchange					
Unsecured		7,770	-	7,770	-
Trust Receipt					
Unsecured		193	-	-	-
Bank overdrafts and short-term loans from financial institutions		11,335	5,227	8,370	3,500
Current portion of long-term loans from financial institutions					
Unsecured		1,533	1,800	1,533	1,200
Unsecured with guarantee		3,139	-	-	-
Short-term loans from related parties					
Unsecured	6	-	-	9,144	8,636
		16,007	7,027	19,047	13,336
Non-current					
Long-term loans from financial institutions					
Unsecured		9,667	11,200	9,667	11,200
Unsecured with guarantee		78,479	-	-	-
Long-term loans from related parties					
Unsecured	6	-	-	13,875	10,528
		88,146	11,200	23,542	21,728
Total		104,153	18,227	42,589	35,064

The periods to maturity of interest-bearing liabilities as at 31 December were as follows:

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Within one year	16,007	7,027	19,047	13,336
After one year but within five years	88,146	11,200	23,542	21,728
Total	104,153	18,227	42,589	35,064

The principal features of the borrowings were as follows:

- (a) Bank overdrafts are repayable on demand. As at 31 December 2012, the Group had total overdraft facilities amounting to Baht 5,557 million (2011: Baht 4,612 million) which were partially supported by letters of comfort issued by the Company.
- (b) Short-term loans from financial institutions as at 31 December 2012, the Group had short-term loan facilities from several financial institutions totalling Baht 46,750 million (2011: Baht 41,335 million) of money market rates quoted by banks. The Group utilised short-term loans totalling Baht 2,243 million (2011: Baht 4,849 million), comprising of loans supported by promissory notes issued by the Group to several domestic financial institutions totalling Baht 2,243 million (2011: Baht 4,581 million), and an indirect subsidiary had trust receipts facility with a financial institution totalling Baht 800 million, with utilised trust receipts totalling Baht 193 million.

On 27 February 2009, the Board of Directors approved the issuance and offering of short-term bills of exchange in the amount not exceeding Baht 10,000 million. In September and October 2012, the Company issued and offered short term bills of exchange amounting to Baht 5,700 and 4,300 million, respectively, to two domestic financial institutions, the said bills represented short term bills of exchange offered to and exchanged among institutional investors and/or substantial high net worth investors as prescribed in accordance with Notifications of the Securities and Exchange Commission. As of 31 December 2012, the bills of exchange had an outstanding principal amount of Baht 7,800 million.

- (c) In November 2010, an indirect subsidiary entered into long term loans agreement with a financial institution amounting to Baht 600 million which was to be repaid monthly in 6 installments, Baht 100 million each, commencing from May 2012 to October 2012, interest was payable monthly at 2.92% per annum.

In August 2011, the Company entered into long term loans agreement with a financial institution amounting to Baht 2,400 million which is to be repaid monthly in 12 installments, of Baht 200 million each, commencing from July 2012 to June 2013, interest is payable monthly at 4.07% per annum.

In November 2011, the Company entered into long term loan agreements with three financial institutions in the amount of Baht 10,000 million which will be repaid commencing from November 2013 to November 2016 with fixed interest payable monthly, every six months, and every three months for the financial institution No. 1, 2 and 3, respectively, with interest ranging from 3 – 4.3 % per annum. Details are as follows:

Financial institution	Amount (in million Baht)	Number of installments	Repayment	Payment due
			Each installment (in million Baht)	
No. 1	2,000	12	166.60	30 Nov 13
			(last installment 167.40)	to 13 Nov 14
No. 2				
Tranche A	1,500	1	1,500	14 Nov 14
Tranche B	1,500	1	1,500	14 May 15
Tranche C	1,000	1	1,000	16 Nov 15
No. 3				
Tranche A	1,000	1	1,000	4 May 16
Tranche B	1,000	1	1,000	4 May 16
Tranche C	1,000	1	1,000	4 Aug 16
Tranche D	1,000	1	1,000	4 Nov 16
Total	10,000			

The aforementioned long term loans from financial institutions are unsecured.

- (d) At the annual general meeting of the shareholders of a direct subsidiary held on 25 April 2012, the shareholders approved to issue debentures totalling principal amount up to Baht 3,000 million for carrying on and expansion of the business of the subsidiary with the tenor not exceeding ten years. Upon redemption of the debentures issued within the stated amount, the subsidiary can re-issue on a revolving basis under certain conditions.
- (e) In August 2012, an overseas subsidiary entered into a bridging loan facility agreement with three branches of foreign financial institutions in Singapore, amounting to SGD 2,800 million, which was to be repaid within one year. In December 2012, the direct subsidiary fully repaid the aforesaid bridge loan, including all accrued interest to the financial institutions before maturity date without any penalty fees.
- (f) In December 2012, an overseas subsidiary entered into a long term loan facility agreement with seven branches of foreign financial institutions in Singapore, amounting to SGD 3,300 million. The loan is repayable in installments every six months over the next five years. The aforesaid subsidiary had utilised the whole amount of the loan in the same month. Proceeds received from the loan used to repay short term loans from financial institutions amounting to SGD 2,800 million as disclosed in (e). The aforementioned long term loans from financial institutions are unsecured, but guaranteed by the Company.

The currency denomination of interest-bearing liabilities as at 31 December was as follows:

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
Thai Baht (THB) and other functional currencies of foreign subsidiaries	22,535	18,227	42,589	35,064
Singapore Dollars (SGD)	81,618	-	-	-
Total	104,153	18,227	42,589	35,064

(in million Baht)

22. Trade accounts payable

	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
Related parties	6	1,459	1,438	-	-
Other parties		3,649	3,859	-	-
Total		5,108	5,297	-	-

(in million Baht)

The currency denomination of trade accounts payable as at 31 December was as follows:

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
Thai Baht (THB) and other functional currencies of foreign subsidiaries	4,745	4,971	-	-
Australia Dollars (AUD)	151	144	-	-
Euro (EUR)	137	159	-	-
Great Britain Pound (GBP)	63	10	-	-
Others	12	13	-	-
Total	5,108	5,297	-	-

(in million Baht)

23. Other payables

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Accrued expenses	1,990	1,520	120	78
Accrued promotion expense	1,171	1,007	-	-
Assets payable	519	473	1	6
Advanced payments from customers for purchase of goods	275	267	-	-
Others	258	419	45	70
Total	4,213	3,686	166	154

The currency denomination of other payables as at 31 December was as follows:

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Thai Baht (THB) and other functional currencies of foreign subsidiaries	3,896	3,467	166	154
United States Dollars (USD)	156	27	-	-
Singapore Dollars (SGD)	104	-	-	-
Euro (EUR)	53	30	-	-
Japanese (Yen)	2	161	-	-
Others	2	1	-	-
Total	4,213	3,686	166	154

24. Employee benefit obligations

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Statement of financial position				
Obligations for:				
Short-term employee benefit				
– accumulated annual leave	9	6	–	–
Long-term employee benefit				
– long service award	68	83	–	–
– provision for executive incentive plan	18	27	–	–
Post-employment benefit				
– provident fund	2	2	–	–
– compensation plan based on Thai Labour law	2,358	2,250	134	139
Total	2,455	2,368	134	139
Current				
Short-term provisions	18	27	–	–
Non-current				
Employee benefit obligations	2,437	2,341	134	139
Total	2,455	2,368	134	139
Year ended 31 December				
Statement of comprehensive income:				
Recognised in profit or loss:				
Compensation plan based on Thai Labour law	235	194	18	25
	235	194	18	25
Recognised in other comprehensive income:				
Actuarial (gains) losses recognised in the year	21	22	(21)	(35)
Cumulative actuarial (gains) losses recognised	43	22	(56)	(35)

The Group adopted TAS 19 – Employee Benefits with effect from 1 January 2011. The Group and the Company opted to record the transitional obligation as at 1 January 2011, totalling Baht 1,044 million for the Group and Baht 167 million for the Company, as an adjustment to retained earnings as at 1 January 2011.

Compensation plan based on Thai Labour law

The Group and the Company operate a defined benefit pension plan based on the requirement of Thai Labour Protection Act B.E. 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service.

The statement of financial position obligation was determined as follows:

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Present value of unfunded obligations	2,394	2,319	190	174
Unrecognised actuarial (gains) losses	43	22	(56)	(35)
Statement of financial position obligation	2,437	2,341	134	139

Movement in the present value of the defined benefit obligations:

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Defined benefit obligations at 1 January	2,341	1,044	139	167
Benefits paid by the plan	(156)	(103)	(2)	(18)
Current service costs and interest	235	194	18	25
Actuarial (gains) losses in other comprehensive income	21	22	(21)	(35)
Acquisition of subsidiary	-	1,184	-	-
Disposal of subsidiary	(4)	-	-	-
Defined benefit obligations at 31 December	2,437	2,341	134	139

Expense recognised in profit or loss (see note 31):

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Current service costs	153	137	13	17
Interest on obligation	82	57	5	8
Total	235	194	18	25

The expense is recognised in the following line items in the statement of comprehensive income:

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Cost of sales and cost of rendering of services	46	55	17	24
Selling expenses	107	33	-	-
Administrative expenses	82	106	1	1
Total	235	194	18	25

Actuarial (gains) and losses recognised in other comprehensive income:

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Included in retained earnings:				
At 1 January	22	-	(35)	-
Recognised during the year	21	22	(21)	(35)
At 31 December	43	22	(56)	(35)

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(% per annum)
Discount rate	3.5 – 3.6	3.5 – 3.6	3.6	3.6
Future salary increases	5.0 – 6.5	5.0 – 6.5	5.0	5.0

Assumptions regarding future mortality are based on published statistics and mortality tables.

25. Share capital

	Par value per share (in Baht)	2012		2011	
		Number	Baht	Number (million shares / million Baht)	Baht
Authorised					
At 1 January					
- ordinary shares	1	29,000	29,000	29,000	29,000
At 31 December					
- ordinary shares	1	29,000	29,000	29,000	29,000
Issued and paid-up					
At 1 January					
- ordinary shares	1	25,110	25,110	25,110	25,110
At 31 December					
- ordinary shares	1	25,110	25,110	25,110	25,110

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company. In respect of the Company's shares that are held by the Group, all rights are suspended until those shares are reissued.

Share premium

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

26. Reserves

Reserves comprise:

Appropriations of profit and/or retained earnings

Legal reserve

Section 116 of the Public Companies Act B.E. 2535 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, if any, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

Other components of equity

Currency translation differences

The currency translation differences account within equity comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

Fair value changes in available-for-sale investments

The fair value changes in available-for-sale investments account within equity comprise the cumulative net change in the fair value of available-for-sale investments until the investments are derecognised or impaired.

Valuation surplus

The valuation surplus account within equity comprises the cumulative net change in the valuation of property, plant and equipment included in the financial statements at valuation until such property, plant and equipment is sold or otherwise disposed of.

Movements in reserves

Movements in reserves are shown in the statements of changes in equity.

27. Segment information

Segment information is presented in respect of the Group's business and geographical segments. The primary format, business segments, is based on the Group's management and internal reporting structure.

Inter-segment pricing is determined on mutually agreed terms.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items mainly comprise net foreign exchange gain or loss, parts loans and related finance costs, and some items of investments.

In preparing segmental information, those liabilities and related interest expense that are not specifically attributable to a particular segment are allocated on a percentage of net assets basis. Management believes this to be a fair indication of the actual use of the liabilities.

Business segments

The Group comprises the following main business segments:

<i>Spirits</i>	Production and sales of branded spirits products (mostly outside the Group);
<i>Beer</i>	Production and sales of branded beer products (mostly outside the Group);
<i>Non-alcoholic beverages</i>	Production and sales of branded water, soda, ready-to-drink coffee, energy drink, green tea and fruit flavoured drinks (mostly outside the Group); and
<i>Food</i>	Japanese restaurants and distribution of foods and beverages (mostly outside the Group)

Geographical segments

Operating units of the Group are mainly located in Thailand. Portions of product produced from these units are exported directly or indirectly through foreign subsidiaries to external customers. Certain operating units of subsidiaries are located in foreign countries.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of the assets.

Business segment results

	Spirits		Beer		Non-alcoholic beverages		Food		Elimination		Total	
	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011
Revenue from sale of goods	93,122	84,764	34,153	32,855	28,997	10,862	5,319	4,126	(547)	(421)	161,044	132,186
Interest income	30	23	8	8	34	6	2	1	-	-	74	38
Other income	250	334	153	200	566	48	28	30	(60)	(52)	937	560
Total allocated income	93,402	85,121	34,314	33,063	29,597	10,916	5,349	4,157	(607)	(473)	162,055	132,784
Cost of sale of goods	60,489	57,488	30,349	29,472	21,882	8,392	3,273	2,512	(371)	(411)	115,622	97,453
Selling expenses	3,416	3,089	3,481	2,870	4,912	1,929	582	428	(159)	(39)	12,232	8,277
Administrative expenses	5,064	5,225	1,817	1,921	2,175	1,177	1,376	1,015	(77)	(23)	10,355	9,315
Finance costs	253	228	121	115	253	105	8	7	-	-	635	455
Total allocated expenses	69,222	66,030	35,768	34,378	29,222	11,603	5,239	3,962	(607)	(473)	138,844	115,500
Profit (loss) before												
income tax expense	24,180	19,091	(1,454)	(1,315)	375	(687)	110	195	-	-	23,211	17,284
Income tax expense (income)	5,436	5,736	(292)	(284)	(42)	(223)	44	88	-	-	5,146	5,317
Allocated profit (loss) for												
the year	18,744	13,355	(1,162)	(1,031)	417	(464)	66	107	-	-	18,065	11,967
<i>Unallocated items:</i>												
- Share of profit of associates											13,437	-
- Net foreign exchange loss											(1,976)	-
- Finance costs											(766)	-
Profit (loss) for the year											28,760	11,967

(in million Baht)

Business segment financial position

	Spirits		Beer		Non-alcoholic beverages		Food		Total	
	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011
Inventories	26,940	24,428	3,675	4,135	2,216	1,891	141	98	32,972	30,552
Property, plant and equipment	18,127	17,226	11,452	11,740	14,567	13,516	1,174	885	45,320	43,367
Other assets	9,380	9,935	3,506	3,493	11,381	10,997	1,132	1,018	25,399	25,443
Total allocated assets	54,447	51,589	18,633	19,368	28,164	26,404	2,447	2,001	103,691	99,362
<i>Unallocated items:</i>										
- Investment in associate									103,995	-
Total assets									207,686	99,362
Interest-bearing liabilities	9,468	9,080	3,052	3,751	9,730	5,109	285	287	22,535	18,227
Other liabilities	8,749	9,338	2,389	2,118	6,499	5,909	924	567	18,561	17,932
Total allocated liabilities	18,217	18,418	5,441	5,869	16,229	11,018	1,209	854	41,096	36,159
<i>Unallocated items:</i>										
- Loans from financial institutions									81,618	-
Total liabilities									122,714	36,159
Capital expenditure	1,935	1,063	196	166	2,166	15,050	609	352	4,906	16,631
Depreciation	1,454	1,427	791	1,051	1,332	694	280	204	3,857	3,376
Amortisation	17	20	6	7	36	10	13	13	72	50
(Reversal of) impairment losses	36	(1)	-	-	(225)	589	-	-	(189)	588
Gain (loss) on disposal of assets	30	20	39	10	8	115	(4)	-	73	145

(in million Baht)

Geographical segments

The segment financial information of the Group based on geographical segments in the consolidated financial statements for the years ended 31 December was as follows:

	Consolidated financial statements			
	Income		Property, plant and equipment	
	2012	2011	2012	2011
	(in million Baht)			
Thailand	155,642	127,905	43,963	41,909
Overseas	6,413	4,879	1,357	1,458
Total	162,055	132,784	45,320	43,367

28. Other income

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
	(in million Baht)			
Gain on disposal of assets	65	292	-	2
Gain on sale of investment	43	-	33	-
Revenue from sales of scraps	304	45	-	-
Others	345	335	29	5
Total	757	672	62	7

29. Selling expenses

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
	(in million Baht)			
Personnel	3,383	2,125	-	-
Marketing and advertising	4,277	3,022	-	-
Travelling	1,526	1,303	-	-
Transportation	1,037	753	-	-
Commission	249	206	-	-
Others	1,760	868	-	-
Total	12,232	8,277	-	-

30. Administrative expenses

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Management personnel compensation	371	358	399	367
Personnel	4,262	3,334	13	8
Idle capacity	997	1,328	-	-
Travelling	414	212	1	1
Rental	433	445	1	1
Depreciation and amortisation	847	613	1	-
Donation	515	604	3	3
Hire and services	709	695	-	-
Others	1,838	1,566	20	11
Total	10,386	9,155	438	391

31. Employee benefit expenses

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Management				
Salaries and wages	223	219	223	219
Bonus	150	122	150	122
Pension costs – defined contribution plans	3	3	3	3
Others	80	88	23	23
	456	432	399	367
Other employees				
Salaries and wages	6,862	5,275	260	237
Bonus	1,465	767	92	52
Overtime and per diem allowance	707	492	12	11
Pension costs – defined contribution plans	106	96	5	5
Others	1,396	1,145	94	90
	10,536	7,775	463	395
Total employee benefit expenses	10,992	8,207	862	762

Defined benefit plans

Details of the defined benefit plans are given in note 24.

Defined contribution plans

The defined contribution plans comprise provident funds established by the Group for its employees. Membership to the funds is on a voluntary basis. Contributions are made monthly by the employees at rates ranging from 2% to 3% of their basic salaries and by the Group at rates ranging from 2% to 3% of the employees' basic salaries. The provident funds are registered with the Ministry of Finance as juristic entities and are managed by a licensed Fund Manager.

32. Expenses by nature

The statements of income include an analysis of expenses by function. Expenses by nature disclosed in accordance with the requirements of various TFRS were as follows:

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
<i>Included in cost of sales of goods</i>				
<i>and cost of rendering of services:</i>				
Changes in inventories of finished				
goods and work in progress	(2,979)	(971)	-	-
Raw materials, consumables and				
excise tax used	106,265	90,074	-	-
Employee benefit expenses	3,034	2,468	437	387
Depreciation and amortisation	2,215	2,177	23	24
<i>Included in selling expenses:</i>				
Marketing and sales promotion expenses	1,694	839	-	-
Advertising and public relations	2,582	2,183	-	-
<i>Included in administrative expenses:</i>				
Employee benefit expenses	4,262	3,334	412	375
Depreciation and amortisation	847	613	1	-
Rental	433	445	1	1

33. Finance costs

	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
(in million Baht)					
Interest expense:					
Related parties	6	-	-	1,032	830
Financial institutions		1,035	413	671	312
Others		3	8	-	-
Total interest expense		1,038	421	1,703	1,142
Other finance costs		363	49	-	49
		1,401	470	1,703	1,191
Less amounts included in the cost of property, plant and equipment under construction		-	(15)	-	-
Net		1,401	455	1,703	1,191

34. Income tax expense

Income tax recognised in profit or loss

	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
(in million Baht)					
Current tax expense					
Current year		5,249	5,027	259	247
Adjustment for prior years		9	4	(2)	8
		5,258	5,031	257	255
Deferred tax expense	19				
Movements in temporary differences		(104)	(7)	(3)	(3)
Income tax reduction		-	209	-	19
Recognition of previously unrecognised tax losses		(8)	84	-	-
		(112)	286	(3)	16
Total income tax expense		5,146	5,317	254	271

Income tax recognised in other comprehensive income

	Consolidated financial statements					
	2012			2011		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
(in million Baht)						
Foreign currency translation differences for foreign operations	155	-	155	292	-	292
Revaluation of property, plant and equipment	903	(174)	729	46	340	386
Available-for-sale financial assets	41	(8)	33	2	-	2
Defined benefit plan						
actuarial gains (losses)	(21)	4	(17)	(22)	4	(18)
Share of other comprehensive income of associates	1,264	-	1,264	-	-	-
Total	2,342	(178)	2,164	318	344	662

	Separate financial statements					
	2012			2011		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
(in million Baht)						
Defined benefit plan						
actuarial gains (losses)	21	(4)	17	35	(7)	28
Total	21	(4)	17	35	(7)	28

Reconciliation of effective tax rate

	Consolidated financial statements			
	2012		2011	
	Rate (%)	(in million Baht)	Rate (%)	(in million Baht)
Profit (loss) for the year		28,759		11,967
Total income tax expense		5,146		5,317
Profit before total income tax expense		33,905		17,284
Income tax using the Thai corporation tax rate	23.00	7,798	30.00	5,185
Income tax reduction – deferred		-		209
Effect of different tax rates in foreign jurisdictions		(746)		31
Income not subject to tax		(2,710)		(179)
Expenses not deductible for tax purposes		745		98
Recognition of previously unrecognised tax losses		48		(5)
Current year losses for which no deferred tax asset was recognised		2		(26)
Under (over) provided in prior years		9		4
Total	15.18	5,146	30.76	5,317

	Separate financial statements			
	2012		2011	
	Rate (%)	(in million Baht)	Rate (%)	(in million Baht)
Profit (loss) for the year		12,692		8,559
Total income tax expense		254		271
Profit before total income tax expense		12,946		8,830
Income tax using the Thai corporation tax rate	23.00	2,978	30.00	2,649
Income tax reduction – deferred		-		19
Income not subject to tax		(2,748)		(2,435)
Expenses not deductible for tax purposes		26		30
Under (over) provided in prior years		(2)		8
Total	1.96	254	3.07	271

Income tax reduction

Royal Decree No. 530 B.E. 2554 dated 21 December 2011 grants a reduction in the corporate income tax rate for the three accounting periods 2012, 2013 and 2014; from 30% to 23% for the accounting period 2012 which begins on or after 1 January 2012 and to 20% for the following two accounting periods 2013 and 2014 which begin on or after 1 January 2013 and 2014, respectively.

It is understood that the Government will proceed to amend the law in order to maintain the corporate income tax rate at not higher than 20% for the accounting period 2015 which begins on or after 1 January 2015 and onwards in order to give full effect to the Cabinet resolution dated 11 October 2011 to increase Thailand's tax competitiveness.

35. Promotional privileges

By virtue of the provisions of the Industrial Investment Promotion Act of B.E. 2520, two subsidiaries have been granted privileges by the Board of Investment relating to the production of bio-gas and the production of beverage. The privileges granted include:

The production of bio-gas

- (a) exemption from payment of import duty on machinery approved by the Board;
- (b) exemption from payment of income tax for certain operations for a period of eight years from the date on which the income is first derived from such operations;
- (c) a 50% reduction in the normal tax rate on the net profit derived from certain operations for a period of five years, commencing from the expiry date in (b) above; and
- (d) exemption from income tax on dividend income derived from certain promoted operations of its subsidiaries for a period of eight years.

The production of beverage

- (a) exemption from payment of import duty on machinery approved by the Board;
- (b) exemption from payment of income tax for certain operations for a period of eight years from the date on which the income is first derived from such operations; and
- (c) exemption from income tax on dividend income derived from certain promoted operations of its subsidiaries for a period of eight years.

As promoted companies, the aforementioned subsidiaries must comply with certain terms and conditions prescribed in the promotional certificates.

Summary of revenue from promoted and non-promoted businesses:

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Promoted businesses	4,252	4,796	-	-
Non-promoted businesses	156,792	127,390	-	-
Total income	161,044	132,186	-	-

Privileges granted to business operator in Free Zone

Also in 2004 another subsidiary was granted approval from the Customs Department to operate in a "Free Zone", whereby the subsidiary obtains privileges related to the payment of import and export taxes, valued added tax and excise tax. Various other privileges are also granted.

36. Basic earnings per share

The calculations of basic earnings per share for the years ended 31 December 2012 and 2011 were based on the profit for the years attributable to ordinary shareholders of the Company and the number of ordinary shares outstanding during the years as follows:

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
	(in million Baht / million shares)			
Profit attributable to ordinary shareholders of the Company (basic)	28,493	12,031	12,692	8,559
Number of ordinary shares outstanding	25,110	25,110	25,110	25,110
Basic earnings per share (in Baht)	1.13	0.48	0.51	0.34

37. Dividends

At the meeting of the Board of Directors held on 14 August 2012, the directors adopted a resolution to approve the interim dividend payment for the year 2012 of 25,110 million ordinary shares at Baht 0.14 per share, totalling Baht 3,515 million. The interim dividend was paid to shareholders on 11 September 2012.

At the annual general meeting of the shareholders of the Company held on 27 April 2012, the shareholders approved the appropriation of dividend of Baht 0.37 per share, amounting to Baht 9,290 million. On 8 September 2011, the interim dividend of Baht 0.15 per share was paid, totalling Baht 3,766 million. The remaining dividend of Baht 0.22 per share, totalling Baht 5,524 million was paid on 24 May 2012.

At the meeting of the Board of Directors held on 28 February 2012, the directors agreed to propose a dividend payment for the year of Baht 0.37 per share, totalling Baht 9,290 million. The interim dividend paid was Baht 0.15 per share, totalling Baht 3,766 million. The remaining dividend payment is Baht 0.22 per share, totalling Baht 5,524 million was paid on 24 May 2012.

At the meeting of the Board of Directors held on 11 August 2011, the directors adopted a resolution to approve the interim dividend payment for the year 2011 of 25,110 million ordinary shares at Baht 0.15 per share, totalling Baht 3,766 million. The interim dividend was paid to shareholders on 8 September 2011.

At the annual general meeting of the shareholders of the Company held on 29 April 2011, the shareholders approved the appropriation of dividend of Baht 0.35 per share, amounting to Baht 8,788 million. On 8 September 2010, the interim dividend of Baht 0.15 per share was paid, totalling Baht 3,766 million. The remaining dividend of Baht 0.20 per share, totalling Baht 5,022 million, was paid on 26 May 2011.

38. Financial instruments

Financial risk management policies

The Group is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The Group does not hold or issue derivative financial instruments for speculative or trading purposes.

Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved.

Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital, which the Group defines as result from operating activities divided by total shareholders' equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows because loan interest rates are mainly fixed. The Group is primarily exposed to interest rate risk from its borrowings (see note 21). The Group mitigates this risk by ensuring that the majority of its borrowings are at fixed interest rates.

The effective interest rates of loans receivable as at 31 December and the periods in which the loans receivable mature or re-price were as follows:

	Effective interest rate (% per annum)	Separate financial statements		
		Within 1 year	After 1 year but within 5 years	Total (in million Baht)
2012				
Current				
Loans receivable – related parties	5.00	24,254	–	24,254
Non-current				
Loans receivable – related parties	5.00	–	2,304	2,304
Total		24,254	2,304	26,558
2011				
Current				
Loans receivable – related parties	5.00	14,753	–	14,753
Non-current				
Loans receivable – related parties	5.00	–	635	635
Total		14,753	635	15,388

The effective interest rates of interest-bearing financial liabilities as at 31 December and the periods in which those liabilities mature or re-price were as follows:

	Effective interest rate (% per annum)	Consolidated financial statements		
		Within 1 year	After 1 year but within 5 years	Total (in million Baht)
2012				
Current				
Bank overdrafts	2.02	1,129	-	1,129
Loans payable - financial institutions	3.06	2,436	-	2,436
Bills of exchange	3.23	7,770	-	7,770
Current portion of long-term loans	2.67	4,672	-	4,672
Non-current				
Loans payable - financial institutions	2.04	-	88,146	88,146
Total		16,007	88,146	104,153
2011				
Current				
Bank overdrafts	2.46	378	-	378
Loans payable - financial institutions	3.41	4,849	-	4,849
Current portion of long-term loans	3.69	1,800	-	1,800
Non-current				
Loans payable - financial institutions	3.49	-	11,200	11,200
Total		7,027	11,200	18,227

	Effective interest rate (% per annum)	Separate financial statements		
		Within 1 year	After 1 year but within 5 years	Total (in million Baht)
2012				
Current				
Loans payable - financial institutions	3.21	600	-	600
Current portion of long-term loans	4.12	1,533	-	1,533
Loans payable - related parties	5.00	9,144	-	9,144
Bills of exchange	3.23	7,770	-	7,770
Non-current				
Loans payable - financial institutions	3.39	-	9,667	9,667
Loans payable - related parties	5.00	-	13,875	13,875
Total		19,047	23,542	42,589

	Effective interest rate (% per annum)	Separate financial statements		
		Within 1 year	After 1 year but within 5 years	Total (in million Baht)
2011				
Current				
Loans payable – financial institutions	3.45	3,500	–	3,500
Current portion of long-term loans	4.07	1,200	–	1,200
Loans payable – related parties	5.00	8,636	–	8,636
Non-current				
Loans payable – financial institutions	3.49	–	11,200	11,200
Loans payable – related parties	5.00	–	10,528	10,528
Total		13,336	21,728	35,064

Foreign currency risk

The Group is exposed to foreign currency risk relating to purchases and sales of goods which are denominated in foreign currencies. The Group primarily utilises forward exchange contracts to hedge such financial assets and liabilities denominated in foreign currencies. The forward exchange contracts entered into at the reporting date also relate to anticipated purchases and sales, denominated in foreign currencies, for the subsequent period.

At 31 December, the Group and the Company were exposed to foreign currency risk in respect of financial assets and liabilities denominated in the following currencies:

	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
(in million Baht)					
Singapore Dollars					
Current portion of long-term loans					
from financial institutions		(3,139)	–	–	–
Long-term loans from financial institutions		(78,479)	–	–	–
Other payables	23	(104)	–	–	–
Gross statement of financial position exposure		(81,772)	–	–	–
United States Dollars					
Cash and cash equivalents	7	28	7	–	–
Trade accounts receivable	9	13	12	–	–
Other receivables		2	2	–	–
Trade accounts payable		(10)	(12)	–	–
Other payables	23	(156)	(27)	–	(1)
Gross statement of financial position exposure		(123)	(18)	–	(1)

	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
(in million Baht)					
United States Dollars (continued)					
Estimated forecast purchase of assets		-	(95)	-	-
Estimated forecast purchase of goods		(661)	(707)	-	-
Estimated forecast other liabilities		(25)	(2)	-	-
Gross exposure		(809)	(822)	-	(1)
Forwards to buy foreign currency		221	499	-	-
Net exposure		(588)	(323)	-	(1)
Euro					
Cash and cash equivalents		1	-	-	-
Trade accounts receivable	9	33	3	-	-
Trade accounts payable	22	(137)	(159)	-	-
Other payables	23	(53)	(30)	-	-
Gross statement of financial position exposure		(156)	(186)	-	-
Estimated forecast purchase of goods		(372)	(691)	-	-
Estimated forecast purchase of assets		(76)	(645)	-	-
Other provisions		(172)	-	-	-
Gross exposure		(776)	(1,522)	-	-
Forwards to buy foreign currency		437	633	-	-
Net exposure		(339)	(889)	-	-
Great Britain Pound					
Cash and cash equivalents		81	3	-	-
Short-term loans from financial institutions		-	(221)	-	-
Trade accounts payable		(63)	(10)	-	-
Other payables		(1)	(1)	-	-
Gross statement of financial position exposure		17	(229)	-	-
Estimated forecast purchase of goods		(15)	-	-	-
Estimated forecast payment for advertising		(119)	(59)	-	-
Gross exposure		(117)	(288)	-	-
Forwards to buy foreign currency		64	59	-	-
Net exposure		(53)	(229)	-	-

	Note	Consolidated financial statements		Separate financial statements	
		2012	2011	2012	2011
(in million Baht)					
Australia Dollars					
Trade accounts payable	22	(151)	(144)	-	-
Other payables		(1)	-	-	-
Gross statement of financial position exposure					
		(152)	(144)	-	-
Estimated forecast purchase of goods		(288)	(868)	-	-
Gross exposure					
		(440)	(1,012)	-	-
Forwards to buy foreign currency		420	782	-	-
Net exposure					
		(20)	(230)	-	-
Hong Kong Dollars					
Cash and cash equivalents	7	34	215	-	-
Gross statement of financial position exposure					
		34	215	-	-
Japanese Yen					
Other payables	23	(2)	(161)	-	-
Gross statement of financial position exposure					
		(2)	(161)	-	-
Estimated forecast purchase of machinery		(284)	(8)	-	-
Other provisions		(2)	-	-	-
Gross exposure					
		(288)	(169)	-	-
Forwards to buy foreign currency		282	160	-	-
Net exposure					
		(6)	(9)	-	-
Other foreign currencies					
Trade accounts receivable		11	-	-	-
Trade accounts payable		(2)	-	-	-
Gross statement of financial position exposure					
		9	-	-	-
Other provisions		(1)	-	-	-
Gross exposure					
		8	-	-	-
Net exposure					
		8	-	-	-

Credit risk

Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the Group as and when they fall due.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. At the reporting date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. However, due to the large number of parties comprising the Group's customer base, management does not anticipate material losses from its debt collection.

Liquidity risk

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

Determination of fair values

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. The fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The fair value of trade and other short-term receivables and loans to and other receivables from related parties is taken to approximate the carrying value.

The fair value of other long-term investments is taken to approximate the carrying value. Interest rates of investment in government bonds are fixed.

The fair value of trade accounts payable, loans from related parties and other parties, other payables from related parties, and other current liabilities is taken to approximate the carrying value.

The fair value of loans is taken to approximate the carrying value. The loans are bearing interest at rates closed to current market rate.

The fair value of forward exchange contracts is based on their listed market price, if available. If a listed market price is not available, then fair value is estimated by discounting the difference between the contractual forward price and the current forward price at the reporting date for the residual maturity of the contract using a risk-free interest rate (based on government bonds).

Fair values of forward exchange contracts at 31 December were as follows:

	Currency denomination		Consolidated financial statements	
	2012	2011 (in million)	2012	2011 (in million Baht)
Currency forwards				
Assets				
Singapore Dollars (SGD)	399.10	0.70	10,058	17
Great Britain Pound (GBP)	-	0.04	-	2
Total			10,058	19
Liabilities				
Euro (EUR)	11	15	436	636
Great Britain Pound (GBP)	4	4	188	183
Australia Dollars (AUD)	13	24	415	769
United States Dollars (USD)	7	16	223	504
Japanese Yen (Yen)	789	387	281	159
Total			1,543	2,251

39. Commitments with non-related parties

	Consolidated financial statements		Separate financial statements	
	2012	2011	2012	2011
				(in million Baht)
Capital commitments				
<i>Contracted but not provided for:</i>				
Land	52	86	-	-
Buildings and other constructions	641	131	-	-
Machinery and equipment	1,028	251	-	-
Computer software	7	14	-	-
Total	1,728	482	-	-
Non-cancellable operating lease commitments				
Within one year	455	365	8	6
After one year but within five years	379	342	17	10
After five years	91	113	-	-
Total	925	820	25	16
Other commitments				
Forward contracts to buy foreign currencies	2,224	2,226	-	-
Forward contracts to sell foreign currencies	(11)	(19)	-	-
Goods and raw materials purchase agreements	1,376	2,365	-	-
Specialist agreements	1,242	1,316	210	222
Unused letters of credit for goods and supplies	366	219	-	-
Service agreements	747	525	1	8
Advertising services and sponsorship agreements	509	270	-	-
Molasses purchase agreements	959	195	-	-
Bank guarantees	368	296	40	34
Other agreements	31	4	-	-
Total	7,811	7,397	251	264

Significant capital commitments

An indirect subsidiary has entered into factory building construction and machinery installation agreements with several companies due to in 2009, the said indirect subsidiary has invested in Cold-Aseptic-Filling beverage and PET bottle production project in the amount not exceeding Baht 1,430 million. Subsequently in 2010, the said indirect subsidiary has also invested in UHT packaging machine project in the amount not exceeding Baht 980 million. The aforementioned project has already operated in 2011.

Significant other commitments

Specialist agreements

In 2004, the Company and four subsidiaries entered into production and blending control agreements with a specialist for a period of 40 years from 1 August 2004 to 1 August 2044. Under the agreements, the Company and its subsidiaries are obliged to pay monthly service fees of Baht 4.3 million which are to be annually increased by 5% for the first 20 years from 1 August 2004 to 1 August 2024. Afterwards, the Company and its subsidiaries have to pay monthly service fees of Baht 0.25 million until the expiration of the agreements. Service fee under the agreements totalled Baht 1,766.2 million. Subsequently, the addendums were made on 5 January 2006, under which the Company and its subsidiaries have to pay additional amount to this specialist amounting to Baht 2,000 million. Therefore, the total service fees under the agreements both outstanding and already paid by the Company and its subsidiaries amounted to Baht 3,766.2 million.

As at 31 December 2012 the remaining commitments to be paid, relating to these agreements, amounted to Baht 1,241.7 million.

Sponsorship agreement

On 10 February 2012, a subsidiary has entered into a sponsorship agreement with two football clubs in Spain, for a period of three years from 27 February 2012 to 30 June 2015 and from 1 January 2012 to 31 December 2014 respectively in order to promote the Company's products as specified in the agreement, whereby the Company is granted a license to utilise the trade names, trademarks, images and logos of the owner parties. The subsidiary is obliged to pay total amounts of Euro 6.55 million during three years at the condition specified in the agreements.

In 2010, a subsidiary renewed a sponsorship agreement with Everton Football Club, in the United Kingdom, for a period of three years from 1 June 2011 to 31 May 2014 in order to promote the Group's businesses globally. Under the agreement, the subsidiary is obliged to pay a minimum amount of GBP 0.6 million and a maximum amount of GBP 2.6 million per year, dependent on the performance of Everton football team in each year.

Distributor agreement

In 2008, an indirect subsidiary renewed a distributor agreement with a local company to act as a distributor for green tea products for a period of three years from 4 November 2008 to 3 November 2011. Subsequently, the said subsidiary renewed the aforementioned agreement for another three years from 4 November 2011 to 3 November 2014.

Hot-fill PET bottle trading agreement

In 2005, an indirect subsidiary entered into a hot-fill PET bottle trading agreement with a local bottle manufacturing company according to the quantity required from the indirect subsidiary on a monthly basis at the price specified in the agreement. The agreement is for a 15-year period, commencing 150 days after the agreement date.

Material and package trading agreement

In 2007, a subsidiary and an indirect subsidiary entered into a material and package trading agreement with a local company for distribution of products to the Group's shops and for materials and packaging management. The two subsidiaries committed to pay the service charge at the rate specified in the agreement for a period of three years from 1 April 2007 to 31 March 2010 with the renewal option for another three years. Subsequently in April 2010, the said subsidiaries entered into new agreements for a period of two years and eight months from 1 May 2010 to 31 December 2012.

Transportation agreement

In 2007, a subsidiary and an indirect subsidiary entered into a transportation agreement with a local company to transport products from factory to the destination. Transportation cost is calculated for each trip at the rate stated in the agreement. The term of the agreement is three years from 1 November 2007 to 31 October 2010. Subsequently, on 1 February 2010, the said subsidiaries entered into a new agreement due to the transportation fee rate adjustment. The term of the agreement is three years from 1 January 2010 to 31 December 2012 and may be extended for successive terms of one year each or terminated if any party does not comply with the terms and conditions stated in the agreement or if not less than 30 days prior written notice is given by any one party to the other.

License agreement

A subsidiary entered into a license agreement with an overseas company for operating Japanese restaurants in the Kingdom of Thailand as the master license for a period of 10 years from 20 May 2008. Unless there is a notification to terminate the agreement within 180 days before the expiration, this agreement continues to be in effect for the successive 10 years term. The subsidiary committed to pay Initial License Fee, License Fee and Royalty Fee as stated in the agreement. Subsequently at the Executive Board of Directors' meeting held on 10 August 2011, the directors agreed to terminate the aforementioned agreement. The subsidiary was not subject to pay for any compensation for termination before the expiration.

On 29 June 2009, the said subsidiary entered into a license agreement with another overseas company for operating Japanese restaurants in the Kingdom of Thailand as the master license for a period of 10 years from 29 June 2009. Unless there is a notification to terminate the agreement within 180 days before the expiration, this agreement continues to be in effect for the successive 10 years term. The subsidiary committed to pay Initial License Fee, License Fee and Royalty Fee as stated in the agreement.

Natural gas trading agreement

On 30 September 2009, an indirect subsidiary entered into a natural gas trading agreement with a local company at the condition specified in the agreement for a period of 7 years from 21 December 2009 to 30 November 2016 with the renewal option by written notice not less than 90 days before the expiration.

40. Events after the reporting period

- (a) At the Board of Directors' meeting held on 27 February 2013, the directors agreed to propose a dividend payment for the year of Baht 0.42 per share, totalling Baht 10,546 million. The interim dividend paid was Baht 0.14 per share, totalling Baht 3,515 million. The remaining dividend payment is Baht 0.28 per share, totalling Baht 7,031 million.
- (b) At the annual general meeting of the shareholders of an associate of the Group held on 29 January 2013, the shareholders approved the appropriation of dividend of SGD 0.12 per share for the year ended 30 September 2012. This dividend was paid on 21 February 2013.

41. Thai Financial Reporting Standards (TFRS) not yet adopted

The Group has not adopted the following new and revised TFRS that have been issued as of the reporting date but are not yet effective. The new and revised TFRS are expected to become effective for annual financial periods beginning on or after 1 January in the year indicated in the following table.

TFRS	Topic	Year effective
TAS 21 (revised 2009)	The Effects of Changes in Foreign Exchange Rates	2013
TFRS 8	Operating Segments	2013

The Group has not adopted TAS 21 (revised 2009) *The Effects of Changes in Foreign Exchange Rates*, which is expected to become effective for annual financial periods beginning on or after 1 January 2013.

Management expects to adopt and apply the revised TFRS in accordance with the FAP's announcement and has made a preliminary assessment of the potential initial impact on the consolidated and separate financial statements of the new standard assessed to have the greatest potential impact on the financial statements in the period of initial application. These standards are as follows:

TAS 21 (revised 2009) – The effects of changes in foreign exchange rates

The principal change introduced by TAS 21 is the introduction of the concept of functional currency, which is defined as the currency of the primary economic environment in which the entity operates. TAS 21 requires the entity to determine its functional currency and translate foreign currency items into its functional currency, reporting the effects of such translation in accordance with the provisions of TAS 21. Foreign currencies are defined by TAS 21 as all currencies other than the entity's functional currency.

Management has determined that the functional currency of the Company is Thai Baht. Accordingly, the adoption of TAS 21 from 1 January 2013 is not expected to have a significant impact on the Group's reported assets, liabilities or retained earnings.

TFRS 8 – Operating segments

The principal change introduced by TFRS 8 is the introduction of the concept of presenting operating segments based on the information that internally is provided to the Group/Company's chief operating decision maker. Since the change in accounting policy only impacts disclosure aspects, there is no impact on the Group/Company's financial statements.

42. Reclassification of accounts

Certain accounts in the 2011 financial statements have been reclassified to conform to the presentation in the 2012 financial statements. Significant reclassifications were as follows:

	2011			
	Consolidated financial statements			
	Before reclass.	Restated from purchase price allocation*	Reclass.	After reclass.
	(in million Baht)			
Statement of financial position				
Available-for-sale investments	73	-	(73)	-
Other long-term investments	67	94	73	234
Other intangible assets	271	(2)	(98)	171
Other non-current liabilities	225	-	(98)	127
		92	-	
Statement of comprehensive income				
Dividends	-	-	1	1
Net gain on foreign exchange	-	-	84	84
Other income	761	(4)	(85)	672
		(4)	-	

The reclassifications have been made because, in the opinion of management, the new classification is more appropriate to the Group's business.

* These items are not reclassifications. They represent the restatement of financial statements to reflect the result of independent appraisers and purchase price allocation of business acquired in 2011. (See note 5 for additional information)

Interested Persons Transactions

Thai Beverage Public Company Limited and its Subsidiaries
For the years ended 31 December 2012

	Aggregate value of all interested persons transactions during the year ended 31 December 2012 under review (excluding transactions less than S\$100,000* and transactions conducted under Shareholders' Mandate) Baht '000	Aggregate value of all interested persons transactions conducted under the mandate (excluding transactions less than S\$100,000*) Baht '000
A Revenue from sales and service income		
1 Terragro Fertilizer Co., Ltd.	8,446.50	-
2 Pisetkij Co., Ltd.	-	42,023.74
3 PS Recycle Co., Ltd.	-	94,443.05
4 Berli Jucker PCL	-	126,852.43
5 Thip Sugar Sukhothai Co., Ltd.	-	9,675.87
6 TCC Holding Co., Ltd.	-	6,014.72
7 TCC Hotel Collection Co., Ltd.	-	3,312.03
8 Terragro Bio-Tech Co., Ltd.	29,488.89	-
9 Thai Alcohol PCL	-	442,273.33
10 Eastern Chemical Co., Ltd.	142,621.30	-
B Other income		
1 Pisetkij Co., Ltd.	-	16,623.94
2 PS Recycle Co., Ltd.	-	3,394.80
3 Berli Jucker PCL	-	2,733.58
4 The Southeast Insurance PCL ***	-	53,957.58
5 Gaew Grung Thai Co., Ltd.	-	42,482.05
C Cost of sales		
1 PS Recycle Co., Ltd.	-	224,139.49
2 Thip Sugar Kamphaengphet Co., Ltd. **	-	31,907.07
3 The Suphanburi Sugar Industry Co., Ltd.	-	49,665.51
4 Southeast Capital Co., Ltd.	-	9,722.65
5 T.C.C. Technology Co., Ltd.	-	7,074.05
6 Thai Beverage Can Co., Ltd.	-	1,808,600.85
7 Berli Jucker PCL	-	1,486,124.52
8 The Southeast Insurance PCL ***	-	113,568.88
9 The Southeast Life Insurance PCL ***	-	6,893.71
10 Thip Sugar Sukhothai Co., Ltd.	-	98,724.70
11 Berli Jucker Foods Co., Ltd.	-	101,522.45
12 New Noble Property and Loan Fund	-	16,606.80
13 TCC Hotel Collection Co., Ltd.	-	3,027.69
14 Plantheon Trading Co., Ltd.	-	1,426,639.36
15 Thai Malaya Glass Co., Ltd.	138,143.51	3,012,208.77
16 Dhanasindhi Co., Ltd.	-	12,191.43

	Aggregate value of all interested persons transactions during the year ended 31 December 2012 under review (excluding transactions less than S\$100,000* and transactions conducted under Shareholders' Mandate)	Aggregate value of all interested persons transactions conducted under the mandate (excluding transactions less than S\$100,000*)
D Selling expenses		
1 Southeast Capital Co., Ltd.	-	11,357.90
2 Berli Jucker PCL	-	57,475.17
3 Plastic Agachon Co., Ltd.	3,168.00	-
4 The Southeast Insurance PCL ***	-	22,295.26
5 N.C.C. Management and Development Co., Ltd.	-	4,941.09
6 F&B International Co., Ltd.	-	3,361.98
7 Thippatana Arcade Co., Ltd.	-	3,605.91
8 AT Mediafront Co., Ltd.	-	6,346.15
E Administrative expenses		
1 Bang-Na Glass Co., Ltd.	-	4,868.80
2 Southeast Capital Co., Ltd.	-	139,439.44
3 T.C.C. Technology Co., Ltd.	-	55,492.60
4 Berli Jucker PCL	-	4,946.04
5 The Southeast Insurance PCL ***	-	60,092.31
6 The Southeast Life Insurance PCL ***	-	9,620.70
7 Plaza Athenee Hotel (Thailand) Co., Ltd.	-	48,352.77
8 North Park Golf And Sports Club Co., Ltd.	-	13,316.25
9 TCC Hotel Collection Co., Ltd.	8,668.89	8,880.33
10 Dynamic Assets Property and Loan Fund	5,510.33	-
11 Best Wishes Co., Ltd	5,795.73	-
12 Best Fortune Property and Loan Fund	37,494.35	-
13 Thippatana Arcade Co., Ltd.	2,753.71	3,294.98
14 InterContinental Singapore	2,994.38	-
15 Excellent Energy International Co., Ltd.	2,584.00	-
16 Eastern Chemical Co., Ltd.	6,885.00	-
17 Business Process Outsourcing Co., Ltd.	-	7,634.40
18 Lertrattakarn Co., Ltd.	2,724.56	-
F Sale of assets		
1 The Southeast Insurance PCL ***	3,096.83	-
2 Terragro Bio-Tech Co., Ltd.	14,493.58	-
G Purchase of assets		
1 T.C.C. Technology Co., Ltd.	3,335.24	-
2 Berli Jucker PCL	13,364.28	-
3 The Southeast Life Insurance PCL ***	4,200.00	-
4 Siam Food Products PCL	530,436.69	-
5 Dhanasindhi Co.,Ltd.	214,253.81	-
H Sale of investment		
1 TCC Land Co., Ltd.	39,915.61	-

* Exchange rate Baht 25.28 per 1 SGD.

** Formerly : The Maewang Sugar Industry Co., Ltd.

*** Changed from company limited to public company limited

Remark : 1 Previously Dhanasindhi Co., Ltd. was considered a direct subsidiary of Thai Beverage PLC.

Since we sold Dhanasindhi Co., Ltd on April 30, 2012, this company is no longer Thai Beverage PLC's direct subsidiary.

This Appendix of the Proposed Amendment to and Renewal of the Shareholders' Mandate for Interested Person Transactions (the "Shareholders' Mandate") will be proposed to the 2013 Annual General Meeting of Shareholders for consideration and approval.

Appendix

Proposed Amendment to and Renewal of Shareholders' Mandate
for Interested Person Transactions

1. Background

The Board of Directors of Thai Beverage Public Company Limited (the "**Company**") refers to (a) the Notice of Annual General Meeting of the Company dated April 9, 2013 (the "**Notice**"), accompanying the 2012 annual report (the "**Annual Report**"), convening the Annual General Meeting ("**AGM**") of the Company to be held on April 25, 2013, and (b) Resolution No. 9 set out in the Notice.

2. Definitions

The following definitions, or such other definitions as the SGX-ST may from time to time determine, shall apply throughout this Appendix (including the Schedules attached hereto), unless the context otherwise requires:

"approved exchange"	A stock exchange that has rules which safeguard the interests of shareholders against Interested Person Transactions according to similar principles to Chapter 9 of the Listing Manual
"associate"	(a) In relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual): <ul style="list-style-type: none"> (i) his immediate family member (that is, the person's spouse, child, adopted child, step-child, sibling and parent); (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and (b) in relation to a substantial shareholder or controlling shareholder (being a company), any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
"associated company"	A company in which at least 20% but not more than 50% of its shares are held by the Company or the Group
"Baht"	Thai Baht, the lawful currency of Thailand
"CDP"	The Central Depository (Pte) Limited
"control"	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company
"controlling shareholder"	A person who: <ul style="list-style-type: none"> (a) holds directly or indirectly 15% or more of the total number of issued shares (excluding treasury shares) in the company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or (b) in fact exercises control over the company
"Director"	A director of the Company
"entity at risk"	The Company, a subsidiary of the Company that is not listed on the SGX-ST or an approved exchange, or an associated company of the Company that is not listed on the SGX-ST or an approved exchange and that is controlled by the Group, or the Group and its interested person(s)

“Group”	The Company, its subsidiaries and associated companies
“Independent Directors”	Shall bear the meaning set out in paragraph 10.1 of this Appendix
“Interested Person Transaction”	A transaction between an entity at risk and an interested person
“interested person”	A director, chief executive officer or controlling shareholder of the Company or an associate of any such director, chief executive officer or controlling shareholder
“Listing Manual”	The listing manual of the SGX-ST
“Shareholders”	The registered holders of shares in the capital of the Company
“Shareholders’ Mandate”	The general mandate previously approved by Shareholders, and for which renewal is now being sought, to permit the Company and its subsidiaries to enter into certain types of recurrent transactions of a revenue or trading nature or those necessary for day-to-day operations with specified classes of the Company’s interested persons
“SGX-ST”	Singapore Exchange Securities Trading Limited
“subsidiary”	Shall bear the meaning ascribed to it under Section 5 of the Companies Act (Chapter 50 of Singapore)

3. Shareholders’ Mandate

Pursuant to the prospectus issued by the Company dated May 19, 2006 (the “**Prospectus**”), approval of the Shareholders was deemed obtained for a shareholders’ mandate to enable the Company and its subsidiaries which are considered to be “entities at risk” within the meaning of Rule 904(2) of the Listing Manual, in their ordinary course of businesses, to enter into categories of Interested Person Transactions with specified classes of the Company’s interested persons, provided that such transactions are entered into on an arm’s length basis and on normal commercial terms. The details of the Interested Person Transactions and the shareholders’ mandate were disclosed in pages 124 to 148 of the Prospectus. The said shareholders’ mandate was renewed at the AGMs held on April 20, 2007, April 28, 2008, April 29, 2009, April 29, 2010, April 29, 2011 and April 27, 2012 in the manner set out on pages 180 to 188, pages 201 to 212, pages 209 to 220, pages 199 to 213, pages 203 to 213 and pages 216 to 229 of the Company’s annual reports for the financial years ended December 31, 2006, 2007, 2008, 2009, 2010 and 2011, respectively.

4. Proposed Amendment to and Renewal of the Shareholders’ Mandate

- 4.1 It is proposed that the Shareholders’ Mandate be amended to apply to our Group’s Interested Person Transactions with associates of our controlling shareholders, Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi (such controlling shareholders’ associates collectively referred to as the “**Mandated Interested Persons**” and each a “**Mandated Interested Person**”).
- 4.2 As Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi have interests in numerous entities operating in a diverse range of industries, it is conceivable that the Group may from time to time find it beneficial or necessary to enter into transactions with such entities, including the Mandated Interested Persons. As transactions with the Mandated Interested Persons may be Interested Person Transactions, the Company may be required under Rule 906 of the Listing Manual to seek Shareholders’ approval for such transactions depending on the value of the transactions. The purpose of seeking the renewal of the Shareholders’ Mandate (incorporating the amended definition of “Mandated Interested Person”) is to eliminate the need to convene separate general meetings to seek Shareholders’ approval when there is a potential Interested Person Transaction that is a Mandated Transaction (as defined in Schedule 1 to this Appendix (“**Mandated Transaction**”)) with an interested person that is a Mandated Interested Person, provided that all such transactions are carried out on normal commercial terms and are not prejudicial to the interests of our Company and our minority Shareholders.

- 4.3 The existing definition of "Mandated Interested Person" in the Shareholders' Mandate which was last approved by the Shareholders at the AGM held on April 27, 2012, incorporated a fixed list of named interested persons. This approach however does not allow for updates to the list of interested persons during the period in which the Shareholders' Mandate is in force, which may be necessary as some entities in the list cease to be interested persons subsequently and new entities are also incorporated or acquired that would be beneficial for the Group to be included in the list. The Company is of the view that simplifying the definition of "Mandated Interested Person" to a class of interested persons which incorporates the definitions in the Listing Manual, rather than relying on a fixed list of named entities, is beneficial for the Group for purposes of clarity and flexibility.
- 4.4 For the information of the Shareholders, the Mandated Interested Persons as at the date of this Appendix include but are not limited to the corporations and entities set out in Schedule 2 to this Appendix. For the avoidance of doubt, Schedule 2 to this Appendix does not contain an exhaustive list of the Mandated Interested Persons.
- 4.5 Transactions with Mandated Interested Persons which do not fall within the ambit of the Shareholders' Mandate will be subject to the relevant provisions of Chapter 9 of the Listing Manual.
- 4.6 The proposed amendments to the existing Shareholders' Mandate are set out in Schedule 1 to this Appendix; proposed insertions have been underlined and proposed deletions have been struck-through for Shareholders' ease of reference.

5. Details of the Shareholders' Mandate

- 5.1 Details of the Shareholders' Mandate, as proposed to be amended, including the rationale for it and the ensuing benefits to the Company, the review procedures for determining transaction prices with interested persons and other general information relating to Chapter 9 of the Listing Manual, are set out in Schedule 1 to this Appendix.
- 5.2 Other than the abovementioned proposed amendments to the classes of Mandated Interested Persons as set out in paragraph 4 above, the other sections of the Shareholders' Mandate, including the types of Mandated Transactions and the review procedures for Interested Person Transactions, in respect of which the Shareholders' Mandate is sought to be renewed, remain unchanged and are set out in Schedule 1 to this Appendix. The scope of the Shareholders' Mandate should be read subject to the abovementioned proposed amendments.
- 5.3 The resolution passed by the Shareholders on April 27, 2012 to amend and renew the Shareholders' Mandate was expressed to take effect (unless earlier revoked or varied) until the conclusion of the next AGM. Accordingly, the Directors propose that the Shareholders' Mandate, as proposed to be amended, be proposed for renewal at the forthcoming AGM on April 25, 2013, to take effect until the conclusion of the next AGM of the Company.

6. Independent Financial Adviser's Opinion

- 6.1 SAC Capital Private Limited ("SAC Capital") has been appointed as the independent financial adviser in relation to the Shareholders' Mandate.
- 6.2 Having considered, *inter alia*, the rationale for the Shareholders' Mandate, as proposed to be amended, the review procedures of the Company in relation to the Shareholders' Mandate and the role of the Audit Committee in enforcing the Shareholders' Mandate, SAC Capital is of the opinion that the review procedures established by the Company for determining the transaction prices of the Interested Person Transactions as set out under the Shareholders' Mandate in Schedule 1 to this Appendix, if adhered to, are sufficient to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.
- 6.3 The letter from SAC Capital to the Independent Directors dated April 9, 2013 is reproduced and attached in Schedule 3 to this Appendix.

7. Audit Committee Statement

- 7.1 The Audit Committee has reviewed the terms of the Shareholders' Mandate, as proposed to be amended, and confirms that the review procedures established by the Company for determining the transaction prices of the Interested Person Transactions as set out under the Shareholders' Mandate in Schedule 1 to this Appendix, if adhered to, are sufficient to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.
- 7.2 If, during the periodic reviews by the Audit Committee, it is of the view that the established internal controls and review procedures referred to in Schedule 1 to this Appendix are no longer appropriate or sufficient to ensure that the Interested Person Transactions will be transacted on normal commercial terms and will not be prejudicial to the interests of the Company and minority Shareholders, the Company will seek a fresh mandate from Shareholders based on new internal controls and review procedures.

8. Directors' and Substantial Shareholders' Interests

The interests of the Directors and substantial shareholders of the Company in the issued shares in the capital of the Company as at January 21, 2013 and March 11, 2013 respectively can be found in the Annual Report in respect of the financial year ended December 31, 2012 to be or which has been, distributed to the Shareholders.

9. Abstention from Voting

Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi, who are Directors and controlling shareholders of the Company, and Mr. Thapana Sirivadhanabhakdi and Mr. Panote Sirivadhanabhakdi, who are Directors of the Company, will abstain, and have undertaken to ensure that their respective associates will abstain, from voting on Resolution No. 9, being the Ordinary Resolution relating to the proposed amendment to and renewal of the Shareholders' Mandate, in respect of their shareholdings in the Company, if any, at the 2013 AGM. Such persons will also not accept appointment as proxies for any Shareholder to vote on the said resolution unless specific voting instructions have been given by the Shareholder as to how he wants his votes to be cast in respect of the said resolution.

10. Independent Directors' Recommendation

- 10.1 The Directors who are considered independent for the purposes of the proposed amendment to and renewal of the Shareholders' Mandate are Mr. Komen Tantiwiwatthanaphan, Mr. Narong Srisa-an, Ms. Kanoknart Rangsithienchai, Mr. Sawat Sopa, Mr. Ueychai Tantha-Obhas, Mr. Sithichai Chaikriangkrai, Dr. Pisanu Vichiensanth, Mr. Vivat Tejapaibul, Mr. Puchchong Chandhanakij, Gen. Dr. Choo-Chat Kambhu Na Ayudhya, Prof. Pornchai Matangkasombut, Mr. Michael Lau Hwai Keong, Mr. Sakthip Krairiksh, Prof. Kanung Luchai, Mr. Manu Leopairote, Mr. Prasit Kovilaikool and Mr. Ng Tat Pun (the "**Independent Directors**"). The Independent Directors are of the opinion that the entry into the Mandated Transactions described in Schedule 1 to this Appendix and with the Mandated Interested Persons is in the ordinary course of its business will enhance the efficiency of the Group and are in the best interests of the Company.
- 10.2 For the reasons set out in Schedule 1 to this Appendix, the Independent Directors recommend that Shareholders vote in favour of Resolution No. 9, being the Ordinary Resolution relating to the proposed amendment to and renewal of the Shareholders' Mandate at the 2013 AGM.

11. Directors' Responsibility Statement

The Directors collectively and individually accept responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed amendment to and renewal of the Shareholders' Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

12. Independent Financial Adviser's Consent

SAC Capital has given and has not withdrawn its written consent to the issue of this Appendix with the inclusion of its name, and its opinion as set out at paragraph 6.2 of this Appendix, its letter to the Independent Directors dated April 9, 2013 and all references thereto, in the form and context in which they appear in this Appendix.

13. Action to Be Taken By Shareholders

- 13.1 Shareholders, other than those who hold their shares in the Company through the CDP, who are unable to attend the 2013 AGM and wish to appoint a proxy to attend and vote at the 2013 AGM on their behalf, will find attached to the Invitation to the 2013 AGM a Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and, in any event, (a) so as to arrive at the Office of Corporate Secretariat of Thai Beverage Public Company Limited, at Sangsom Building, 6th floor, 14 Vibhavadi Rangsit Road, Chomphon Sub-district, Chatuchak District, Bangkok 10900, Thailand, no later than 24 hours before the time fixed for the 2013 AGM; or (b) at the venue of the 2013 AGM before the meeting commences and for the attention of the Company Secretary. The sending of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the AGM if he finds that he is able to do so.
- 13.2 Persons who hold Shares in Securities Accounts with CDP may instruct CDP to exercise the voting rights for their deposited Shares; such persons will find, attached to the Invitation to the 2013 AGM, a Voting Instructions Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and, in any event so as to arrive at CDP at the address stated in the Voting Instructions Form no later than 5.00 p.m. (Singapore time) on April 18, 2013. However, it should be noted that as a matter of Thai law, and as disclosed in the Company's prospectus dated May 19, 2006, CDP shall be the only holder of record of such Shares and, accordingly, the only person recognised as a Shareholder and legally entitled to attend and vote at the 2013 AGM.
- 13.3 Persons who hold Shares in Securities Accounts with CDP who wish to personally attend and vote in their own names at the 2013 AGM must take such steps as are necessary to transfer their Shares out of the CDP system and to have the relevant Shares registered with the Company in their own names by April 8, 2013, being the date on which the register of the Shareholders of the Company will be closed for the purpose of determining the rights of the Shareholders to attend and to vote at the 2013 AGM. It should be further noted that such Shares which have been transferred out of the CDP system cannot be traded on the SGX-ST unless they are transferred back into the CDP system. In this regard, such transfers shall be subject to applicable taxes and fees. Please contact CDP at (65) 6535 7511 (or via email at cdp@sgx.com) should you require any guidance on the process of such transfer and registration.

14. Documents Available for Inspection

The following documents are available for inspection at the registered office of the Company at Sangsom Building, 14 Vibhavadi Rangsit Road, Chomphon Sub-district, Chatuchak District, Bangkok 10900, for the attention of the Company Secretary, during normal business hours for a period of three months from the date of this Appendix:

- (a) the letter from SAC Capital to the Independent Directors dated April 9, 2013; and
- (b) the letter of consent from SAC Capital.

15. Others

- 15.1 The SGX-ST takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Appendix.
- 15.2 If you are in any doubt as to the contents herein or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser immediately.
- 15.3 If you have sold all your ordinary shares in the Company, please forward this document to the purchaser or bank or stockbroker or agent through whom the sale was effected for onward transmission to the purchaser.

SCHEDULE 1 TO THE APPENDIX

General Mandate for Interested Person Transactions

We anticipate that we would, in the ordinary course of business, continue to enter into certain transactions with our interested persons, including but not limited to those categories of transactions described below. In view of the time-sensitive nature of commercial transactions, it would be advantageous for us to obtain a shareholders' mandate to enter into certain interested person transactions in our ordinary course of business, provided that all such transactions are carried out on normal commercial terms and are not prejudicial to the interests of our Company and our minority Shareholders.

Chapter 9 of the Listing Manual allows a listed company to obtain a mandate from its shareholders for recurrent interested person transactions which are of a revenue or trading nature or for those necessary for its day-to-day operations. These transactions may not include the purchase or sale of assets, undertakings or businesses which are not part of our day-to-day operations.

Pursuant to Rule 920(1) of the Listing Manual, a general mandate is subject to annual renewal. The information required by Rule 920(1)(b) is as follows:

- (a) the class of interested persons with which the entity at risk (as defined in Rule 904(2) of the Listing Manual) will be transacting;
- (b) the nature of the transactions contemplated under the mandate;
- (c) the rationale and benefit to the entity at risk;
- (d) the methods or procedures for determining transaction prices;
- (e) the independent financial adviser's opinion on whether the methods or procedures in (d) above are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of our Company and our minority Shareholders (where applicable);
- (f) an opinion from our Audit Committee if it takes a different view to the independent financial adviser (where applicable);
- (g) a statement from us that we will obtain a new mandate from our Shareholders if the methods or procedures in (d) above become inappropriate; and
- (h) a statement that the interested person will abstain, and has undertaken to ensure that its associates will abstain, from voting on the resolution approving the transaction.

The Shareholders' Mandate, if renewed, will be effective until the next annual general meeting.

For the purposes of the Shareholders' Mandate, the definitions of words and expressions in the Appendix to which this Shareholders' Mandate is a Schedule shall apply, save as otherwise set out below:

- "Group" means our Company, its subsidiaries and associated companies which are considered "entities at risk" within the meaning of Rule 904(2) of the Listing Manual; and
- "THBEV Group" means our Company and its subsidiaries.

Classes of Mandated Interested Persons

The Shareholders' Mandate will apply to our Group's transactions with:

- (a) ~~the list of interested persons as set out in the Schedule 2 to the Appendix — List of Our Mandated Interested Persons; and~~
- (b) ~~(i) direct and indirect subsidiaries of, and (ii) companies and/or juristic persons under the control of, interested persons set out in Schedule 2 to the Appendix,~~

associates of our controlling shareholders Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi (such controlling shareholders' associates collectively referred to as the "Mandated Interested Persons" and each a "Mandated Interested Person").

Transactions with Mandated Interested Persons which do not fall within the ambit of the Shareholders' Mandate shall be subject to the relevant provisions of Chapter 9 of the Listing Manual.

Mandated Transactions

The transactions with ~~interested persons~~ Mandated Interested Persons which will be covered by the Shareholders' Mandate ("**Mandated Transactions**") relating to the provision to, or obtaining from, ~~interested persons~~ Mandated Interested Persons of products and services in the ordinary course of business of our Group or which are necessary for the day-to-day operations of our Group (but not in respect of the purchase or sale of assets, undertakings or businesses which are not part of our day-to-day operations) are as follows:

- (a) ~~purchases from interested persons~~ Mandated Interested Persons of raw materials and packaging materials including new and used glass bottles, aluminium cans, molasses, herbs for the production of beer concentrate, cartons and caps;
- (b) ~~obtaining from interested persons~~ Mandated Interested Persons of insurance and insurance-related services;
- (c) ~~purchases from interested persons~~ Mandated Interested Persons of all kinds of consumer products, office and storage supplies including tissue paper and sugar for office use, scrap steel, malt bags and wooden pallets;
- (d) ~~obtaining from interested persons~~ Mandated Interested Persons of services, including procurement services, services relating to provision of accommodation, vehicles and facilities for the directors of the Company and/or subsidiaries, staff training, telecommunications and software licensing, marketing and advertising and management services and services for the manufacturing and distributorship of products;
- (e) ~~obtaining from interested persons~~ Mandated Interested Persons of leases or subleases of office space, warehouses, passenger cars and land;
- (f) ~~provision to interested persons~~ Mandated Interested Persons of services including procurement services, property improvement services, advertising and sales services and manufacturing services;
- (g) ~~lease or sub-lease to interested persons~~ Mandated Interested Persons of office space, warehouses, passenger cars and land;
- (h) ~~sale to interested persons~~ Mandated Interested Persons of molasses and by-products including fertilizer, used bottles, and factory remnants such as aluminium and glass remnants and scrap paper;
- (i) ~~sale to interested persons~~ Mandated Interested Persons of our beer, spirits, water, soda and other products; and
- (j) ~~provision or the obtaining of such other products and/or services which are incidental to or in connection with the provision or obtaining of products and/or services in sub-paragraphs (a) to (i) above.~~

Rationale for and the Benefits of the Shareholders' Mandate

The transactions with the Mandated Interested Persons are entered into or to be entered into by our Group in its ordinary course of business. They are recurring transactions that are likely to occur with some degree of frequency and arise at any time and from time to time. Our Directors are of the view that it will be beneficial to our Group to transact or continue to transact with the Mandated Interested Persons.

Our Directors believe that our Group will be able to benefit from its transactions with the Mandated Interested Persons. The Shareholders' Mandate and the renewal of the Shareholders' Mandate on an annual basis will eliminate the need to convene separate general meetings from time to time to seek Shareholders' approval as and when potential Interested Persons Transactions with the Mandated Interested Persons arise, thereby reducing substantially the administrative time and expenses in convening general meetings, without compromising the corporate objectives or adversely affecting the business opportunities available to us.

The Shareholders' Mandate is intended to facilitate transactions in our ordinary course of business which are transacted from time to time with the Mandated Interested Persons, provided that they are carried out on normal commercial terms and are not prejudicial to the interests of our Company and our minority Shareholders.

Disclosure will be made in the format required by the Listing Manual, and to the extent required by the SGX-ST, of the aggregate value of Interested Person Transactions conducted pursuant to the Shareholders' Mandate during the current financial year in the annual report for the current financial year.

Review Procedures for Interested Person Transactions

Our Audit Committee has oversight of all Interested Person Transactions undertaken by our Group including, the review and where required, approval of such transactions. For this purpose, our Board of Directors has appointed Mr. Ng Tat Pun, an independent non-executive Director and member of the Audit Committee, to lead the Audit Committee in its role in respect of Interested Person Transactions undertaken by our Group (the "Lead Independent Director for IPTs"). We have also established the following procedures to ensure that the Interested Person Transactions are undertaken on an arm's length basis and on normal commercial terms.

Review Procedures and Threshold Limits

In general, there are procedures established by our Group to ensure that Interested Person Transactions, including the Mandated Transactions with the Mandated Interested Persons, are undertaken on an arm's length basis and on normal commercial terms consistent with our Group's usual business practices and policies, and on terms which are generally no more favorable to the interested persons than those extended to or obtained from unrelated third parties.

In particular, the following review procedures have been implemented:

(1) Procurement and purchase of goods and obtaining services

- (a) All procurement and purchases made by our Group of a recurring nature which are in the ordinary course of business of our Group or which are necessary for the day-to-day operations of our Group, including procurement and purchases which are Mandated Transactions with Mandated Interested Persons (such as the transactions referred to in paragraphs (a), (b), (c), (d) and (j) above under "General Mandate for Interested Person Transactions – Mandated Transactions") will be governed by internal control procedures, which detail matters such as the constitution of internal approving authorities, their approval limits, the number of vendors (minimum of two) who provide us quotes, and the review procedures. The guiding principle is to objectively obtain the best goods and/or services on the best terms through competitive quotations, if appropriate. In determining whether the price and terms offered by interested persons are fair and reasonable, factors such as, but not limited to, delivery schedules, specification compliance, track record, experience and expertise, preferential rates, discounts or rebates offered for bulk purchases, will be taken into consideration. In addition, each Interested Person Transaction

entered into by our Group will be monitored as an individual transaction and based on the value of the transaction, will require the prior approval of the corresponding approving authority who is a Director or management employee of the Group (not being an interested person or his associate) and who does not have any interests, whether direct or indirect, in relation to the transactions (the “**Relevant Approving Authority**”) as follows:

Approval Limits	Relevant Approving Authority
Interested person Transaction not exceeding Baht 500,000 in value	A deputy managing director or officer of equivalent rank
Interested person Transaction above Baht 500,000 but not exceeding Baht 5 million in value	A managing director or officer of equivalent rank
Interested person Transaction above Baht 5 million but not exceeding Baht 10 million in value	A vice-chairman or officer of equivalent rank
Interested person Transaction above Baht 10 million but not exceeding Baht 20 million in value	A chairman
Interested person Transaction above Baht 20 million but not exceeding 3% of the latest audited net tangible assets of the THBEV Group in value	Any two vice-chairmen and/or chairmen or officers of equivalent rank
Interested person Transaction above 3% of the latest audited net tangible assets of the THBEV Group in value	Any two Audit Committee members, one of whom must be the Lead Independent Director for IPTs

In relation to paragraph (j) above under “General Mandate for Interested Person Transactions – Mandated Transactions”, the Relevant Approving Authority (as determined by the value of the transaction) will also assess and approve that the proposed transaction is one which is incidental to or in connection with the provision or obtaining of products and/or services in sub-paragraphs (a), (b), (c) and (d) above under “General Mandate for Interested Person Transactions – Mandated Transactions.”

- (b) In the event that we cannot obtain competitive quotations (for instance, if there are no unrelated third party vendors of similar products and services (taking into account quantum, specifications and delivery schedules among others), or if the product is proprietary in nature), based on the value of the proposed interested person Transaction, the corresponding Relevant Approving Authority as set out above (not being an interested person or his associate) and who does not have any interests, direct or indirect, in relation to the transaction, will determine whether the price and terms offered by the interested person are fair and reasonable.
- (c) Purchases under the prevailing terms of the Glass Bottle Purchase Agreement dated ~~December 23, 2009~~ December 27, 2012 entered into between Thai Beverage Recycle Co., Ltd. (formerly known as Bang-Na Logistic Co., Ltd.) and Berli Jucker Public Company Limited and the memorandum thereto entered into on September 26, 2011 between Thai Beverage Recycle Co., Ltd. and Thai Malaya Glass Co., Ltd. (the “**Glass Bottle Purchase Agreement**”) will be covered under the Shareholders’ Mandate, provided that any amendment to the material provisions of the Glass Bottle Purchase Agreement, including any adjustment authorized by the agreement to the purchase price for glass bottles pursuant to and any renewal or extension of tenure of the Glass Bottle Purchase Agreement, requires the approval of our Board of Directors and the Audit Committee.

(2) Other Interested Person Transactions of a recurring nature

- (a) We intend to conduct other interested person transactions not covered by paragraph (1) above which are of a recurring nature and that occur in the ordinary course of business of our Group. These transactions are necessary for the day-to-day operations of our Group and include the sale of products and provisions of services to interested persons and lease or sub-lease of property to or from interested persons and the Mandated Transactions with Mandated Interested Persons referred to in paragraphs (e), (f), (g), (h), (i) and (j) under "General Mandate for Interested Person Transactions – Mandated Transactions" above. We intend to conduct these transactions at the prevailing market rates or prices of the product or service to be provided, and at prevailing market rentals for leases and sub-leases of property, on terms no more favorable to the interested person than the usual commercial terms extended to or, where applicable, by unrelated third parties (including, where applicable, preferential rates, discounts to favored customers or for bulk purchases) or otherwise in accordance with applicable industry norms, provided that:
- (i) in relation to the sale of products and provision of services which are not contemporaneously in time as the proposed interested person transaction being sold or provided to an unrelated third party, quotes from at least two other suppliers who are unrelated third parties not being the relevant interested person or his associates of similar products or services will be obtained; and
- (ii) in relation to the lease or sub-lease of property, we are required to obtain enquiries with at least two landlords and/or tenants who are unrelated third parties not being the relevant interested person or his associates of similarly sized and located properties put to similar use.

In addition, each Interested Person Transaction entered into by our Group will be monitored as an individual transaction and based on the value of the transaction, will require the prior approval of the corresponding Relevant Approving Authority who is a Director or management employee of the Group (not being an interested person or his associate) and who does not have any interests, whether direct or indirect, in relation to the transactions as follows:

Approval Limits	Relevant Approving Authority
Interested person transaction not exceeding Baht 200,000 in value	A deputy managing director or officer of equivalent rank
Interested person transaction above Baht 200,000 but not exceeding Baht 500,000 in value	A managing director or officer of equivalent rank
Interested person transaction above Baht 500,000 but not exceeding Baht 5 million in value	A vice chairman or officer of equivalent rank
Interested person transaction above Baht 5 million but not exceeding 3% of the latest audited net tangible assets of the THBEV Group in value	A chairman
Interested person transaction above 3% of the latest audited net tangible assets of the THBEV Group in value	Any two Audit Committee members, one of whom must be the Lead Independent Director for IPTs

In relation to paragraph (j) above under "General Mandate for Interested Person Transactions — Mandated Transactions", the Relevant Approving Authority (as determined by the value of the transaction) will also assess and approve that the proposed transaction is one which is incidental to or in connection with the provision or obtaining of products and/or services in sub-paragraphs (e), (f), (g), (h) and (i) above under "General Mandate for Interested Person Transactions — Mandated Transactions."

- (b) Where the prevailing market rates or prices are not available, whether due to the nature of products to be sold or services to be provided, the unavailability or impracticality of obtaining quotes from third party sources or otherwise, our Group's pricing for these products and services will be determined in accordance with the Group's usual business practices and pricing policies, consistent with the usual margin our Group will obtain for the same or substantially similar type of transaction with unrelated third parties. In determining the transaction price payable by Mandated Interested Persons for these products or services, factors such as, but not limited to, quantity, volume, consumption, customer requirements, specifications, duration of contract and strategic purposes of the transaction will be taken into account. In relation to leases and sub-leases of property, where prevailing market rentals are not available, whether due to the unavailability or impracticality of obtaining rental comparisons or otherwise, rental will be determined according to the Group's usual business practices and policies. In addition, based on the value of the proposed Interested Person Transaction, the corresponding Relevant Approving Authority as set out in paragraph (a) above (not being an interested person or his associate) and who does not have any interests, direct or indirect, in relation to the transaction, will determine whether the price and terms offered by the interested person are fair and reasonable.

(3) *Non-recurring Interested Person Transactions*

We may from time to time also conduct Interested Person Transactions not covered by paragraphs (1) and (2) above and which do not form part of the Shareholders' Mandate. These transactions are not of a recurring nature or occur outside the ordinary course of business of our Group or which may not be necessary for the day-to-day operations of our Group and include the purchase or sale of assets, undertakings or businesses which are not part of our day-to-day operations. We intend to conduct such transactions in accordance with the SGX-ST Listing Manual, including the threshold, approval and other requirements under paragraphs Rules 905 and 906 of the SGX-ST Listing Manual. In addition, we will monitor each transaction on an individual basis, and each transaction will require the prior approval of the corresponding Relevant Approving Authority below who is a Director or management employee of the Group (not being an interested person or his associate) and who does not have any interests, whether direct or indirect, in relation to the transaction. The Relevant Approving Authority will also review the transaction to ensure that they are it is carried out on normal commercial terms and not prejudicial to the interests of our Company and minority Shareholders:

Approval Limits	Relevant Approving Authority
Interested Person Transaction not exceeding Baht 200,000 in value	A deputy managing director or officer of equivalent rank
Interested Person Transaction above Baht 200,000 but not exceeding Baht 500,000 in value	A managing director or officer of equivalent rank
Interested Person Transaction above Baht 500,000 but not exceeding Baht 5 million in value	A vice chairman or officer of equivalent rank
Interested Person Transaction above Baht 5 million but not exceeding 3% of the latest audited net tangible assets of the THBEV Group in value	A chairman
Interested Person Transaction above 3% of the latest audited net tangible assets of the THBEV Group in value	Any two Audit Committee members, one of whom must be the Lead Independent Director for IPTs

In the event that these Interested Person Transactions require the approval of our Shareholders, additional information may

be required to be presented to Shareholders and an independent financial adviser may be appointed for an opinion.

Other Review Procedures

Our Audit Committee led by the Lead Independent Director for IPTs will also review all interested person transactions, including Mandated Transactions to ensure that the prevailing rules and regulations of the SGX-ST (in particular, Chapter 9 of the Listing Manual) are complied with.

Our Group has also implemented the following procedures for the identification of interested person transactions (including Mandated Transactions) and interested persons (including Mandated Interested Persons) and the recording of all our interested person transactions:

- (a) our Group Chief Financial Officer will maintain a register of all transactions carried out with interested persons, including the Mandated Interested Persons (and the basis, including the quotations obtained to support such basis, on which these transactions are entered into), whether mandated or non-mandated; and
- (b) on a quarterly basis, our Group Chief Financial Officer will submit a report to our Audit Committee of all recorded interested person transactions, and the basis of all recorded interested person transactions, entered into by our Group. Our Company's annual internal audit plan will incorporate a review of all interested person transactions, including the established review procedures for the monitoring of the interested person transactions including Mandated Transactions, entered into or existing interested person transactions that are renewed or revised during the current financial year, pursuant to the Shareholders' Mandate.

In addition, our Audit Committee led by the Lead Independent Director for IPTs will review, on a quarterly basis, internal controls and review procedures for interested person transactions to determine if they are adequate and/or commercially practicable in ensuring that the transactions between our Group and interested persons are conducted on normal commercial terms and are not prejudicial to the interests of our Company and our minority Shareholders. In conjunction with this review, our Audit Committee will also ascertain whether we have complied with the established review procedures. Further, if during these periodic reviews by our Audit Committee, our Audit Committee is of the view that the internal controls and review procedures for interested person transactions are inappropriate or not sufficient to ensure that the interested person transactions will be on normal commercial terms and not prejudicial to the interests of our Company and our minority Shareholders, our Audit Committee will (pursuant to Rule 920(1)(b)(iv) and (vii) of the Listing Manual) revert to our Shareholders for a new Shareholders' Mandate based on new internal controls and review procedures for transactions with the Mandated Interested Persons. During the period prior to obtaining a new mandate from Shareholders, all transactions with interested persons will be subject to prior review and approval by the Audit Committee.

For the purposes of the above review of the internal controls and review procedures, any member of our Audit Committee who is not considered independent will abstain from participating in the Audit Committee's review of the internal controls and review procedures.

Our Audit Committee will have overall responsibility for determining the review procedures with the authority to delegate to individuals or committees within our Group as they deem appropriate.

SCHEDULE 2 TO THE APPENDIX**Examples of Mandated Interested Persons as at the date of the Appendix**

The Mandated Interested Persons as at the date of this Appendix include but are not limited to the corporations and entities set out below. For the avoidance of doubt, the list of corporations and entities below is not an exhaustive list of the Mandated Interested Persons:

1. TCC Holding Co., Ltd.	25. Queen's Park Hotel Co., Ltd.
2. Bang-Na Glass Co., Ltd.	26. Regent Gold Property Fund
3. Berli Jucker Cellox Co., Ltd.	27. Siam Realty Co., Ltd.
4. BJC Industrial and Trading Company Limited ⁽¹⁾	28. Southeast Capital Co., Ltd.
5. Berli Jucker Foods Co., Ltd.	29. The Southeast Insurance Public Company Limited ⁽⁵⁾
6. Berli Jucker Logistics Co., Ltd.	30. The Southeast Life Insurance Public Company Limited ⁽⁶⁾
7. Berli Jucker Public Company Limited	31. The Suphanburi Sugar Industry Co., Ltd.
8. Berli Jucker Specialties Co., Ltd.	32. T.C.C. Service Apartment Co., Ltd. ⁽⁷⁾
9. BJC Marketing Co., Ltd.	33. Terragro Co., Ltd. ⁽⁸⁾
10. BJC Healthcare Co., Ltd. ⁽²⁾	34. Southeast Group Co., Ltd. ⁽⁹⁾
11. Chalitlarp Co., Ltd.	35. T.C.C. Commercial Property Management Co., Ltd.
12. Permkha Commercial Co., Ltd. ⁽³⁾	36. T.C.C. Technology Co., Ltd.
13. Golden Wealth Co., Ltd.	37. Thai Beverage Can Co., Ltd.
14. Indara Insurance Public Company Limited	38. The Chonburi Sugar Corporation Limited
15. Lake View Golf and Yacht Club Co., Ltd.	39. Thai Glass Industries Public Company Limited
16. Lake View Land Co., Ltd.	40. Thip Sugar Kamphaengphet Co., Ltd. ⁽¹⁰⁾
17. TCC Value Hotels Co., Ltd. ⁽⁴⁾	41. The New Imperial Hotel Public Company Limited
18. N.C.C. Management and Development Co., Ltd.	42. Thip Sugar Sukhothai Co., Ltd. ⁽¹¹⁾
19. New Noble Property and Loan Fund	43. Plantheon Trading Co., Ltd.
20. Nongkhai Country Golf Club Co., Ltd.	44. Thai Alcohol Public Company Limited
21. North Park Golf and Sports Club Co., Ltd.	45. Thai Malaya Glass Co., Ltd.
22. PS Recycle Co., Ltd.	46. Fraser and Neave, Limited
23. Pisetrkij Co., Ltd.	47. Univentures Public Company Limited
24. Plaza Athenee Hotel (Thailand) Co., Ltd.	

Notes:

- (1) Its former name was BJC Engineering Co., Ltd.
(2) Its former name was BJC Trading Co., Ltd.
(3) Its former name was Dhipaya Sugar (1999) Co., Ltd.
(4) Its former name was Mae Ping Hotel (1988) Co., Ltd.
(5) Its former name was The Southeast Insurance (2000) Co., Ltd. and transforming the private company to public limited company
(6) Transforming the private company to public limited company
(7) Its former name was Tara Hotel Co., Ltd.
(8) Its former name was T.C.C. Agro Co., Ltd.
(9) Its former name was T.C.C. Capital Co., Ltd.
(10) Its former name was The Maewang Sugar Industry Co., Ltd
(11) Its former name was The Uttaradit Sugar Industry Co., Ltd

Announcements to SGX in 2012

Compliance with Singapore Exchange Regulations and Best Practices

The Company recognizes the importance of the transparency of information disclosure. In 2012, the Company made **93 announcements** via SGX-NET categorized as follows:

1. **4 announcements** of quarterly and full year financial statements.
2. **36 notices** of substantial shareholders' and directors' interests and changes in interest. When the Company Secretary was informed of the changes in interest of any director(s), the Company Secretary also reported such information to other directors.
3. **5 announcements/reports** involving with occupying the positions of Directors and Executives of Thai Beverage Public Company Limited:
 - 3.1 Cessation of Mr. Staporn Kavitanon from Independent Director and Audit Committee Chairman in February 2012;
 - 3.2 Appointment of Mr. Prasit Kovilaiikool as Independent Director and Audit Committee Chairman in April 2012;
 - 3.3 Cessation of Mr. Polapatr Suvarnazorn from Senior Vice President in May 2012;
 - 3.4 Appointment of Mr. Vichate Tantiwanich as Senior Vice President in May 2012; and
 - 3.5 Appointment of Mr. Prapakon Thongtheppairot as Senior Vice President in July 2012.
4. **10 announcements** of acquisitions and realizations of assets and related matters of other companies resulting from the acquisitions of shares in Fraser and Neave, Limited of International Beverage Holdings Limited, the Company's direct subsidiary and thereafter transferred to InterBev Investment Limited, the Company's indirect subsidiary, and from the incorporation of indirect wholly owned subsidiaries which are (1) Oishi International Holdings Limited; (2) Sermsuk Training Co., Ltd.; (3) Great Brands Limited, and (4) InterBev Investment Limited, as well as from the divestment of 99.99% interest of the Company in Wrangyer Beverage (2008) Co., Ltd., a direct subsidiary of Company to Sermsuk Holdings Co., Ltd., the Company's indirect subsidiary.
5. **38 miscellaneous announcements** to either conform with the regulations of the SGX or to give information to investors, involving the details of the notice of book closure date for determination of rights of shareholders, the acceptance of long term loan facilities, a summary of business performance results for each quarter for investors, and report about the Company and its subsidiaries.

General Corporate Information

Based on the Organization Structure

• Company Name	• Address	• Business Contact		• Remark
		• Telephone	• Fax	
Thai Beverage Public Company Limited	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 785 5882	
Brewery Group				
1. Beer Thai (1991) Public Company Limited	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 785 5885	
	349 Moo 2, Tambon Mae Lad Amphoe Klong Klung Kamphaeng Phet 62120	(055) 728 400-15	(055) 728 416	Factory
2. Beer Thip Brewery (1991) Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 785 5885	
	68 Moo 2, Tambon Namtoa Amphoe Bangban Phra Nakhon Si Ayutthaya 13250	(035) 289 333-45	(035) 289 371	Factory
3. Cosmos Brewery (Thailand) Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 785 5885	
	77 Moo 1, Phaholyothin Road KM. 54 Tambon Lamsai, Amphoe Wangnoi Phra Nakhon Si Ayutthaya 13170	(035) 362 175-8	(035) 362 179	Factory
4. Vidhayathan Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 785 5885	
Distillery Group				
1. Sangsom Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	
	49 Moo 4, Tambon Hormkret Amphoe Sampran, Nakhon Pathom 73110	(034) 321 778-9	(034) 321 777	Factory 1
	37/3 Moo 7, Tambon Wangkhanai Amphoe Thamuang, Kanchanaburi 71110	(034) 611 053	(034) 611 778	Factory 2
2. Fuengfuanant Co., Ltd.	333 Moo 1, Tambon Tha Toom Amphoe Si Maha Phot, Prachin Buri 25140	(037) 285 016-20	(037) 285 237	Factory
3. Mongkolsamai Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	
	149 Moo 5, Wangseesoob-Ngew-Ngam Road Tambon Phajuk, Amphoe Muang Uttaradit Uttaradit 53000	(055) 449 126-30	(055) 449 131	Factory
4. Thanapakdi Co., Ltd.	315 Moo 4, Tambon Mae Faek Amphoe San Sai, Chiang Mai 50290	(053) 849 550-4	(053) 849 555	Factory
5. Kanchanasingkorn Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	
	50 Moo 7, Tambon Wangkhanai Amphoe Thamuang, Kanchanaburi 71110	(034) 611 783-5	(034) 611 786	Factory

• Company Name	• Address	• Business Contact		• Remark
		• Telephone	• Fax	
6. Sura Piset Thipharat Co., Ltd.	14 Sangsom Building, Soi Yasoob 1 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	Factory
	488 Moo 1, Tambon Wangdong Amphoe Muang Kanchanaburi Kanchanaburi 71190	(034) 527 100	(034) 527 111	
7. Sura Bangyikhan Co., Ltd.	82 Moo 3, Tambon Bang Ku Wat Amphoe Muang Pathum Thani Pathum Thani 12000	(02) 598 2850-6	(02) 598 2858	Factory
	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	
8. Mekhong Distillery Limited	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	
9. Athimart Co., Ltd.	170 Moo 11, Tambon Nikhom Amphoe Satuek, Buri Rum 31150	(044) 681 010-2 (044) 681 223-4 (044) 627 200-1	(044) 627 202	Factory
10. S.S. Karnsura Co., Ltd.	101 Moo 8, Tambon Kaeng Dom Amphoe Sawang Wirawong Ubon Ratchathani 34190	(045) 426 532-5	(045) 426 536	Factory
11. Kankwan Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	Factory
	309 Moo 6, Nampong-Kranuan Road Tambon Nampong, Amphoe Nampong Khon Kaen 40310	(043) 441 013-5 (043) 441 479 (043) 441 439	(043) 441 017 (043) 441 438	
12. Theparunothai Co., Ltd.	99 Moo 4, Tambon Hat Kham Amphoe Muang Nong Khai Nong Khai 43000	(042) 449 711-13 (042) 449 715 (042) 462 658-9	(042) 449 714	Factory
13. Red Bull Distillery (1988) Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	Factory
	8 Moo 5, Setthakit 1 Road, Tambon Nadee Amphoe Muang Samut Sakhon Samut Sakhon 74000	(034) 830 213-6	(034) 830 213-6	
14. United Winery and Distillery Co., Ltd.	14 Sangsom Building, Soi Yasoob 1 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	Factory
	54 Moo 2, Sukhaphibal Road Tambon Nakhon Chai Si Amphoe Nakhon Chai Si Nakhon Pathom 73120	(034) 331 954 (034) 227 754-7	(034) 331 955	
15. Simathurakij Co., Ltd.	1 Moo 6, Tambon Ban Daen Amphoe Banphot Phisai Nakhon Sawan 60180	(056) 279 088-9	(056) 350 660	Factory
16. Nateechai Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	Factory
	1 Moo 2, Highway No. 41 Road Tambon Tharongchang, Amphoe Punpin Surat Thani 84130	(077) 357 170-3	(077) 357 174	

• Company Name	• Address	• Business Contact		• Remark
		• Telephone	• Fax	
17. Luckchai Liquor Trading Co., Ltd.	46 Moo 1, Tambon Nong Klang Na Amphoe Muang Ratchaburi Ratchaburi 70000	(032) 741 761-2	(032) 741 763	Factory
18. Sura Piset Pattharalanna Co., Ltd.	14 Sangsom Building, Soi Yasoob 1 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	
19. United Products Company Limited	56 Sukhaphibal Road Tambon Nakhon Chai Si Amphoe Nakhon Chai Si Nakhon Pathom 73120	(034) 331 157	(034) 331 787	Factory
Sales Group				
Beer Group				
1. Pomthip (2012) Co., Ltd.*	40/53 Moo 3, Talad Bangkhen Sub-District Laksi District, Bangkok 10210	(02) 785 7441	(02) 973 4658	
2. Pomkit Co., Ltd.	523/1 Moo 3, Tambon Joho Amphoe Muang Nakhon Ratchasima Nakhon Ratchasima 30310	(044) 955 101-3	(044) 955 104-5	
3. Pomklung Co., Ltd.	22/1 Soi 2 (Paprao), Paprao Road Tambon Padad, Amphoe Muang Chiang Mai Chiang Mai 50100	(053) 275 211	(053) 275 211 Ext. 212	
4. Pomchok Co., Ltd.	16/1 Moo 1, U Thong Road Tambon Tha Wasukri Amphoe Phra Nakhon Si Ayutthaya Phra Nakhon Si Ayutthaya 13000	(035) 241 032	(035) 241 032 Ext. 211	
5. Pomcharoen Co., Ltd.	135/3 Moo 4, Kanchanavithi Road Tambon Bang Kung Amphoe Muang Surat Thani Surat Thani 84000	(077) 914 242	(077) 914 248	
6. Pomburapa Co., Ltd.	51/42 Moo 3, Sukhumvit Road Tambon Ban Suan Amphoe Muang Chon Buri, Chon Buri 20000	(038) 287 268	(038) 272 205	
7. Pompalang Co., Ltd.	439 Moo 11, Tambon Muang Kao Amphoe Muang Khon Kaen Khon Kaen 40000	(043) 224 222-4	(043) 340 438	
8. Pomnakorn Co., Ltd.	85/35, 85/36 Petchakasem Road Tambon Na-Muang Amphoe Muang Ratchaburi Ratchaburi 70000	(032) 312 772-4	(032) 312 770-1	
* Incorporated on November 21, 2012.				
Liquor Marketing Group				
1. Num Yuk Co., Ltd.	40/53 Moo 3, Talad Bangkhen Sub-District Laksi District, Bangkok 10210	(02) 785 7441	(02) 973 4658	
2. Num Kijjakarn Co., Ltd.	523/1 Moo 3, Tambon Joho Amphoe Muang Nakhon Ratchasima Nakhon Ratchasima 30310	(044) 955 100-3 Ext. 2050	(044) 955 107	
3. Num Palang Co., Ltd.	22/1 Soi 2 (Paprao), Paprao Road Tambon Padad, Amphoe Muang Chiangmai Chiangmai 50100	(053) 275 211	(053) 275 211 Ext. 212	
4. Num Muang Co., Ltd.	16/2 Moo 1, U Thong Road Tambon Tha Wasukri Amphoe Phra Nakhon Si Ayutthaya Phra Nakhon Si Ayutthaya 13000	(035) 242 691	(035) 241 032	
5. Num Nakorn Co., Ltd.	149/3 Chulachomkiao Road Tambon Tha Kham, Amphoe Phun Phin Surat Thani 84130	(077) 914 242	(077) 914 248	

• Company Name	• Address	• Business Contact		• Remark
		• Telephone	• Fax	
6. Num Thurakij Co., Ltd.	51/40-41 Moo 3, Sukhumvit Road Tambon Ban Suan, Amphoe Muang Chon Buri Chon Buri 20000	(038) 287 268-9	(038) 272 525	
7. Numrunrod Co., Ltd.	439 Moo 11, Tambon Muang Kao Amphoe Muang Khon Kaen Khon Kaen 40000	(043) 224 222-4	(043) 220 222	
8. Numthip Co., Ltd.	85/33, 85/34 Petchakasem Road Tambon Na-Muang Amphoe Muang Ratchaburi Ratchaburi 70000	(032) 312 772-4	(032) 312 770-1	
Modern Trade Sale Group				
1. Modern Trade Management Co., Ltd.*	15 Sangsom Building, 8 th Floor, Moo 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 7441	(02) 973 4658	
* Registered the change of Company's name and address on December 21, 2012.				
Sole Agent Group				
1. Thipchalothorn Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 617 9688	
2. Krittayabun Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 617 9688	
3. Surathip Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 617 9688	
4. Sunthornpirom Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 617 9688	
5. Piromsurang Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 617 9688	
Marketing Group				
1. Thai Beverage Marketing Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 785 5929	
2. Chang International Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 785 5929	
3. Chang Corp Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District, Chatuchak District Bangkok 10900	(02) 785 5555	(02) 785 5929	
4. Dhospaak Co., Ltd.	1 East Water Building, 20 th Floor Soi Vibhavadi-Rangsit 5 Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 785 5980	
Related Business Group				
1. Thai Beverage Energy Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 7000	(02) 785 7125	
2. Thai Molasses Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 7000	(02) 785 7148	

• Company Name	• Address	• Business Contact		• Remark
		• Telephone	• Fax	
3. Feed Addition Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 7000	(02) 785 7165	
4. Pan International (Thailand) Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 7000	(02) 785 7320-2	
5. Charun Business 52 Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 7131-4	(02) 785 7125	
6. Thai Cooperage Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 785 5885	
7. Thai Beverage Recycle Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 7032	(02) 785 7085	
8. Thai Beverage Logistics Co., Ltd.	1 East Water Building, Soi Vibhavadi-Rangsit 5 Vibhavadi Rangsit Road, Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 785 5975	
Non-Alcohol Beverage Business Group				
1. Thai Drinks Co., Ltd.	14 Sangsom Building, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 7000	(02) 785 7025	
2. SPM Foods and Beverages Company Limited	79 Moo 3, Tambon Lamlookbua Amphoe Dontoom, Nakhon Pathom 73150	(034) 993 355	(034) 993 354	Factory
Group of Listed Companies on the Stock Exchange in Thailand				
Oishi Group				
1. Oishi Group Public Company Limited*	19 th -20 th Floors, Park Ventures Ecoplex 57 Wireless Road, Lumpini Pathumwan, Bangkok 10330	(02) 785 8888	(02) 717 3920	
2. Oishi Trading Co., Ltd.*	19 th -20 th Floors, Park Ventures Ecoplex 57 Wireless Road, Lumpini Pathumwan, Bangkok 10330	(02) 785 8888	(02) 785 8889	
3. Oishi Ramen Co., Ltd.*	19 th -20 th Floors, Park Ventures Ecoplex 57 Wireless Road, Lumpini Pathumwan, Bangkok 10330	(02) 785 8888	(02) 785 8889	
4. Oishi International Holdings Limited**	Room 901-1, Silvercord Tower 1 30 conton RD TST KLN, Hong Kong			
* Registered the change of Company's address on December 19, 2012.				
** Incorporated in Hong Kong on May 21, 2012.				
Sersuk Group				
1. Sersuk Public Company Limited	Muang Thai-Phatra Complex, 27-28 th Floor 252/35-36 Rachadaphisek Road Huay Kwang, Bangkok 10310	(02) 693 2255-65	(02) 693 2266	
2. Sersuk Holdings Co., Ltd.	Muang Thai-Phatra Complex, Tower 1 27-28 th Floor, 252/35-36 Rachadaphisek Road Huay Kwang Bangkok 10310	(02) 693 2255-65	(02) 693 2266	
3. Sersuk Beverage Co., Ltd.	Muang Thai-Phatra Complex, Tower 1 27-28 th Floor, 252/35-36 Rachadaphisek Road Huay Kwang, Bangkok 10310	(02) 693 2255-65	(02) 693 2266	

• Company Name	• Address	• Business Contact		• Remark
		• Telephone	• Fax	
4. Petform (Thailand) Co., Ltd.	85 Moo 11, Bang Nga-Tha Khlong Road Tambon Khaosamorkhon Amphoe Tha Wung, Lop Buri 15180	(036) 489 116-7	(036) 489 115	
5. Sermsuk Training Co., Ltd.*	Muang Thai-Phatra Complex, Tower 1 27-28 th Floor, 252/35-36 Rachadaphisek Road Huay Kwang, Bangkok 10310	(02) 693 2255-65	(02) 693 2266	
6. Great Brands Limited**	Room 901-2, Silvercord, Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong			
7. Wrangyer Beverage (2008) Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 7000	(02) 785 7025	Factory

* Incorporated on June 5, 2012.

** Incorporated in Hong Kong on June 1, 2012.

Others				
1. Thai Beverage Training Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 7341	02 785 7345	
2. Thai Thum Distillery Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	Non-Trading
3. Sura Piset Sahasan Co., Ltd.	14 Sangsom Building, Soi Yasooob 1 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	Non-Trading
4. Sura Piset Samphan Co., Ltd.	14 Sangsom Building, Soi Yasooob 1 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	Non-Trading
Trademark Group				
1. Thai Beverage Brands Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 617 9688	
2. Archa Beer Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 617 9688	
3. Beer Chang Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 617 9688	
4. Chang Beer International Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 617 9688	Dormant
International Business Group				
1. International Beverage Holdings Limited	Room 901-2, Silvercord Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong	(852) 2375 6648	(852) 2375 6188	
2. InterBev (Singapore) Limited	No. 138 Cecil Street # 05-02 Cecil Court Singapore 069538	(65) 6435 2880	(65) 6536 9930	
	24 Penjuru Road, #07-01 CWT Commodity Hub Singapore 609128	(65) 6509 3410	(65) 6265 1819	

• Company Name	• Address	• Business Contact		• Remark
		• Telephone	• Fax	
3. InterBev (Cambodia) Co., Ltd.	No. 35, Street 322 Sangkat Boeung Keng Kang 1 Khan Chamkamon, Phnom Penh, Cambodia	(855) (23) 727 424	(855) (23) 727 424	
4. InterBev Malaysia Sdn. Bhd.	Unit C-25-02, First Floor 3 Two Square Commercial Centre No. 2 Jalan 19/1, 46300 Petaling Jaya Selangor, Malaysia	(603) 7960 1839	(603) 7960 3361	
	Suite 6.01, 6 th Floor, Plaza See Hoy Chan Jalan Raja Chulan, 50200 Kuala Lumpur Malaysia	(603) 2050-1888	(603) 2031-8618	
5. Best Spirits Company Limited	Room 901-2, Silvercord Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong	(852) 2375 6648	(852) 2375 6188	
6. International Beverage Holdings (UK) Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 779001	
7. International Beverage Holdings (China) Limited	Room 901-2, Silvercord Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong	(852) 2375 6648	(852) 2375 6188	
8. Super Brands Company Pte. Ltd.	No. 138 Cecil Street # 05-02 Cecil Court Singapore 069538	(65) 6435 2880	(65) 6536 9930	
9. Beer Chang International Limited	No. 138 Cecil Street # 05-02 Cecil Court Singapore 069538	(65) 6435 2880	(65) 6536 9930	
10. International Beverage Trading Limited	XL House, One Bermudiana Road Hamilton HM 11, Bermuda	(1) 441 292 7337	(1) 441 295 5655	
11. International Beverage Holdings Limited USA, Inc.	275 Madison Avenue, Suite 701 New York, NY 10016	(1) 646 896 3800	(1) 646 896 3801	
12. Blairhoh Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 769781	Non-Trading
13. Inver House Distillers Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 769781	
14. InterBev Trading (China) Limited	Room 01-03, Level 1, No. 63 Kunlun Road Shuangjiang Town, Eshan County, Yuxi City Yunnan, China 653200	(89) 8774 010319	(86) 8774 010319	
15. Yunnan Yulinquan Liquor Co., Ltd.	Yulin Village, Shuangjiang Town Eshan County, Yuxi City, Yunnan China 653200	(86) 8774 022068	(86) 8774 022199	
16. Blairhoh Distillers Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 769781	Dormant
17. Wee Beastie Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 769781	Dormant
18. Moffat & Towers Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 769781	Dormant
19. Glen Calder Blenders Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 769781	Dormant
20. Hankey Bannister & Company Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 769781	Dormant
21. R Carmichael & Sons Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 769781	Dormant
22. J MacArthur Jr & Company Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 769781	Dormant
23. Mason & Summers Limited	10 Foster Lane, London, EC2V 6HH, England	(44) 1236 769377	(44) 1236 769781	Dormant
24. James Catto & Company Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 769781	Dormant
25. The Knockdhu Distillery Company Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 769781	Dormant
26. Speyburn-Glenlivet Distillery Company Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 769781	Dormant

• Company Name	• Address	• Business Contact		• Remark
		• Telephone	• Fax	
27. The Pulteney Distillery Company Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 769781	Dormant
28. The Balblair Distillery Company Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 769781	Dormant
29. Liquorland Limited	8 Westbank Road, Belfast, BT3 9JL Northern Ireland	(44) 289 077 3990	(44) 289 037 0566	
30. Inver House Distribution SA	Avenue des Tilleuls, 62140 Marconne, France	(33) 2 181 6170	(33) 2 181 1321	Dormant
31. InterBev Investment Limited*	Room 901-2, Silvercord Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong	(852) 2375 6648	(852) 2375 6188	
32. Fraser and Neave, Limited**	#21-00 Alexandra Point 438 Alexandra Road, Singapore 119958	(65) 6318 9393	(65) 6271 7936	

* Incorporated in Hong Kong on November 16, 2012.

** International Beverage Holdings Limited ("IBHL") acquired shares of this company since July 2012. Thereafter, the investment in this company was disposed by IBHL to InterBev Investment Limited on December 28, 2012.

Legal Advisor

Weerawong, Chinnavat & Peangpanor Ltd.
22nd Floor, Mercury Tower
540 Ploenchit Road
Lumpini, Pathumwan
Bangkok 10330

Compliance Advisor

Allen & Overy LLP
50 Collyer Quay
#09-01 OUE Bayfront
Singapore 049321

Certified Public Accountant

Ms. Nittaya Chetchotiros (CPA No. 4439)
or Mr. Nirand Lilamethwat (CPA No. 2316)
or Ms. Orawan Sirirattanawong (CPA No. 3757)
of KPMG Phoomchai Audit Ltd.
has been appointed as Company Auditor
on April 27, 2012.

N 13° 48' E 100° 33'



Thai Beverage Public Company Limited

14 Vibhavadi Rangsit Road, Chomphon Sub-District, Chatuchak District, Bangkok 10900, THAILAND

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