



THAI BEVERAGE PUBLIC COMPANY LIMITED



**Always with you**

Annual Report 2014



THAI BEVERAGE PUBLIC COMPANY LIMITED

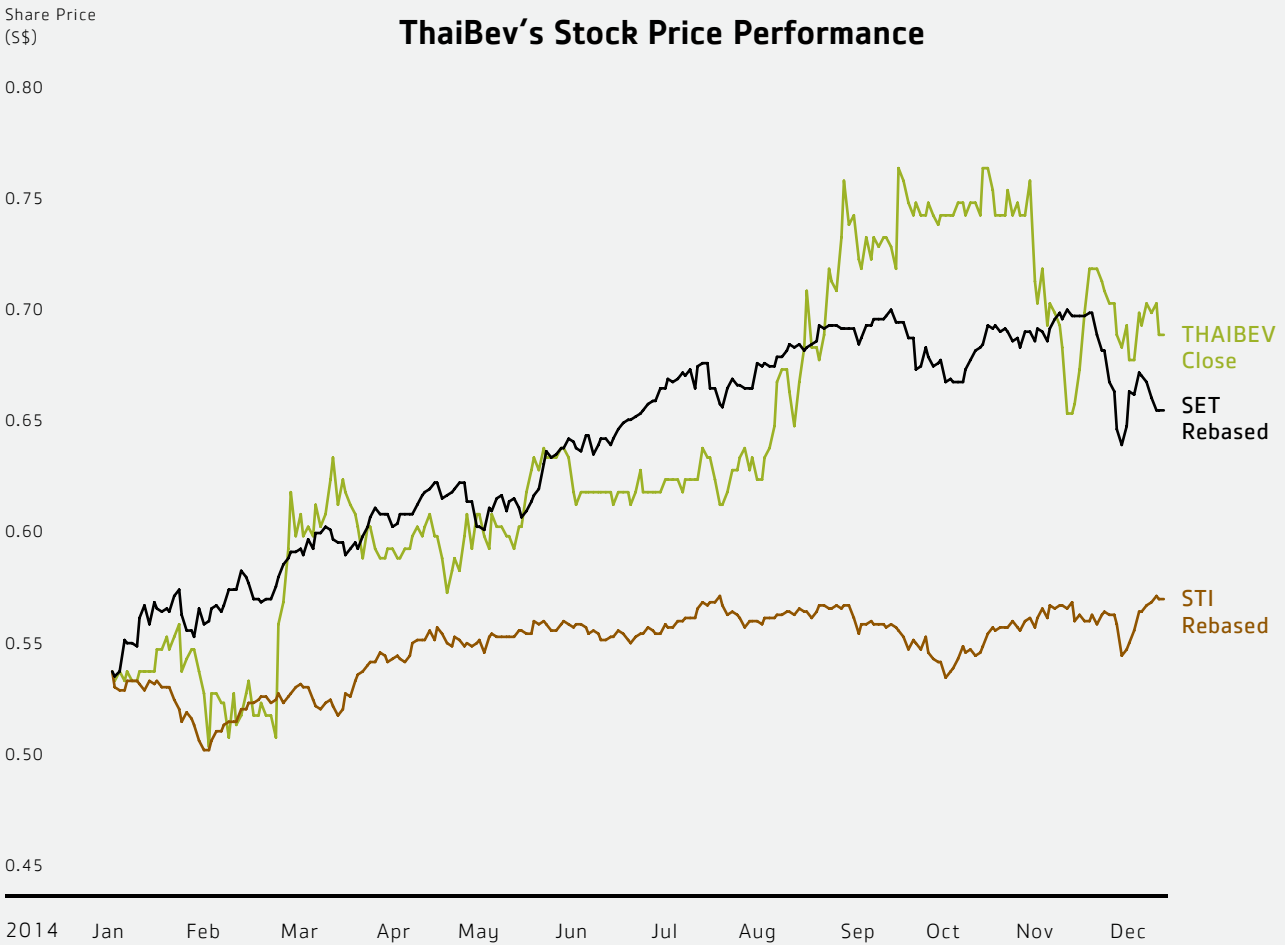


# Contents

<b>2</b>	Investor Information
<b>4</b>	Financial Highlights
<b>8</b>	Message from the Chairman
<b>10</b>	CEO Talk
<b>12</b>	Board of Directors
<b>14</b>	Executive Committee & Management Committee
<b>16</b>	Profile of Directors & Key Management
<b>28</b>	Organization Structure
<b>30</b>	Product Portfolio
<b>44</b>	2014 Awards
<b>54</b>	Shareholding Structure
<b>56</b>	Report of the Board of Directors
<b>69</b>	Operating and Financial Review
<b>94</b>	Our People Our Success
<b>96</b>	Credit Ratings
<b>97</b>	Corporate Governance Report
<b>115</b>	Audit Committee Report
<b>116</b>	Independent Auditor's Report
<b>117</b>	Financial Statements
<b>226</b>	Interested Persons Transactions Report
<b>240</b>	Announcements to SGX in 2014
<b>241</b>	General Corporate Information

# Investor Information

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



**SGX TICKER / Y92**  
**REUTERS / TBEV.SI**  
**BLOOMBERG / THBEV:SP**  
**GOOGLE FINANCE / Y92**

**IPO Date**

30 May 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 \***

2014 High S\$ 0.765

2014 Low S\$ 0.505

\* Data from January 2, 2014 to December 31, 2014

**Investor Relations Contact:**

Investor Relations Department  
 Thai Beverage Public Company Limited  
 14 Vibhavadi Rangsit Rd., Chomphon  
 Chatuchak, Bangkok 10900, THAILAND

**Corporate website:**

www.thaibev.com

**IR website:**

www.thaibev.com/ir.html

**E-mail:**

ir@thaibev.com

Tel: +662 785 5555

Fax: +662 272 3026

**Investor Relations Team:**

**Namfon Aungsutornrungsi**

Tel: +662 785 5037

E-mail: namfon.a@thaibev.com

**Tiranan Kittipong**

Tel: +662 785 5036

E-mail: tiranan.k@thaibev.com

**Kamolrat Lapumnuaypon**

Tel: +662 785 5294

E-mail: kamolrat.l@thaibev.com

**Najchar Lertprapan**

Tel: +662 785 5035

E-mail: najchar.l@thaibev.com

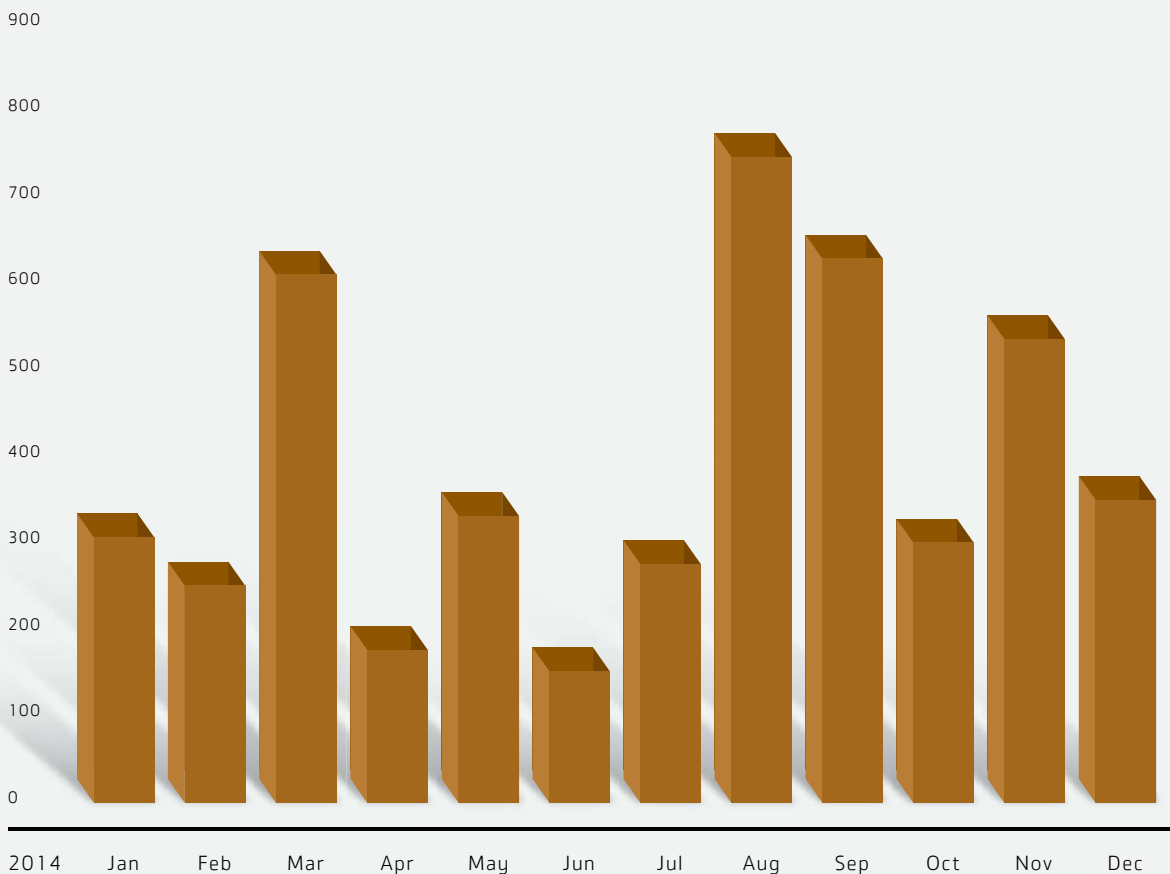
**Patraporn Vongsavanitkit**

Tel: +662 785 5281

E-mail: patraporn.v@thaibev.com

Vol.  
(M Shares)

**ThaiBev's Monthly Trading Volume**

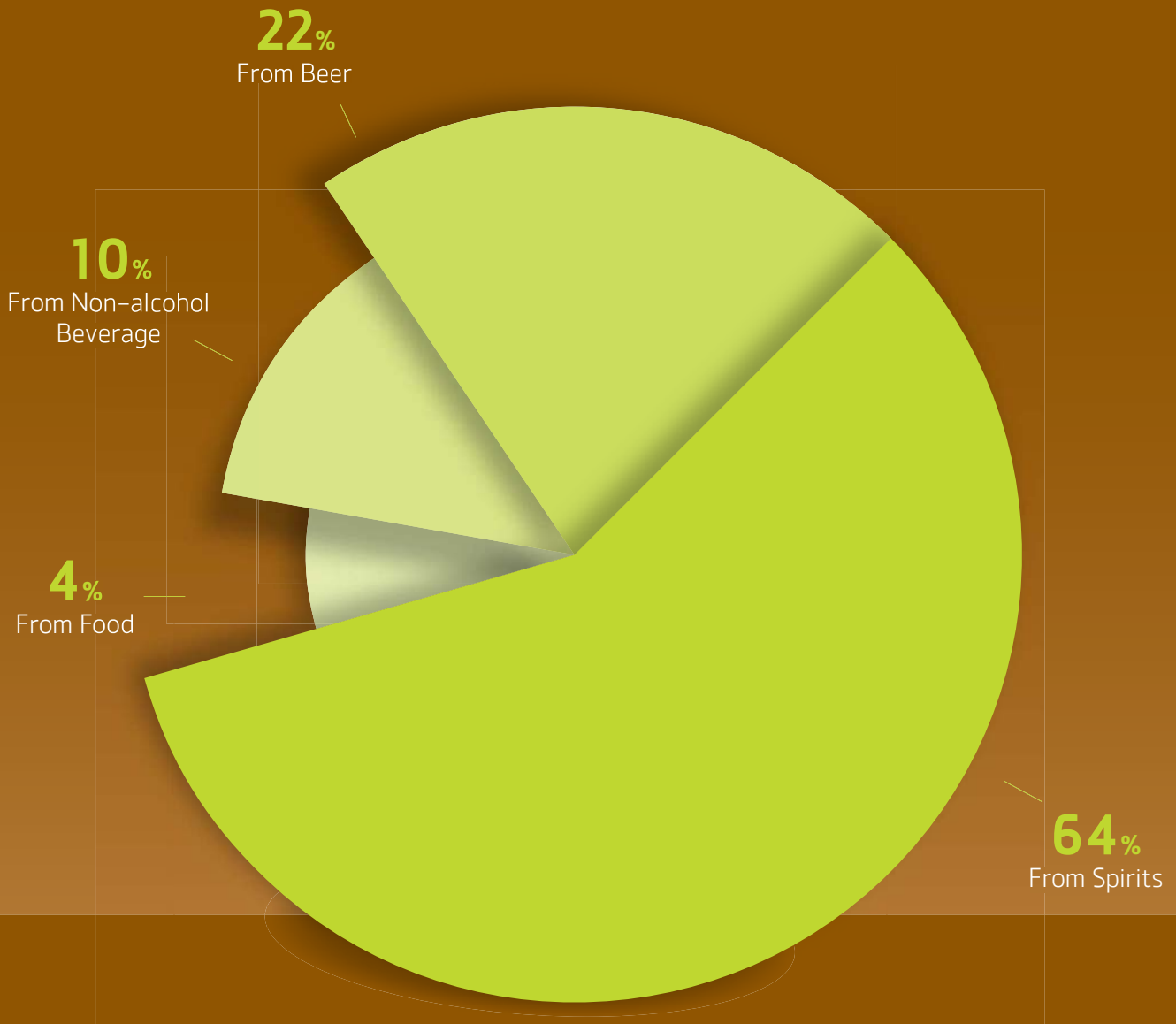


# Financial Highlights

	2014	2013
<b>Statements of Income (Mil.Baht)</b>		
Revenue from sales	162,040	155,771
Total revenues	166,201	160,327
Cost of sales	114,710	112,033
Gross profit	47,330	43,738
Operating profit	23,443	21,260
EBIT	27,538	25,557
Net profit	21,433	19,002
Depreciation and amortisation	3,986	3,933
EBITDA	31,524	29,490
<b>Statements of Financial Position (Mil.Baht)</b>		
Current assets	47,068	49,724
Non-current assets	124,919	133,606
Total assets	171,987	183,329
Current liabilities	36,036	26,230
Non-current liabilities	31,275	59,106
Total liabilities	67,311	85,336
Shareholders' equity	104,676	97,993
Total liabilities and shareholders' equity	171,987	183,329
<b>Liquidity Ratio</b>		
Current Ratio	times	1.31
Quick Ratio	times	0.33
Average Collection Period	days	8.51
Average Inventory Period	days	111.24
Average Payable Period	days	15.92
Cash Cycle	days	103.83

		2014	2013
<b>Profitability Ratio</b>			
Gross Profit Margin	%	<b>29.21</b>	28.08
EBITDA Margin	%	<b>19.45</b>	18.93
EBIT Margin	%	<b>16.99</b>	16.41
Operating Cash Flows to Operating Profit Ratio	%	<b>104.11</b>	85.07
Net Profit Margin	%	<b>13.23</b>	12.20
Return on Equity	%	<b>21.15</b>	20.77
<b>Efficiency Ratio</b>			
Return on Assets	%	<b>12.06</b>	9.72
Return on Fixed Assets	%	<b>46.05</b>	41.24
Total Assets Turnover	times	<b>0.91</b>	0.80
<b>Leverage Ratio</b>			
Liability to Equity Ratio	times	<b>0.64</b>	0.87
Interest Bearing Debt to Equity Ratio	times	<b>0.47</b>	0.69
Interest Bearing Debt to EBITDA Ratio	times	<b>1.57</b>	2.30
Interest Coverage Ratio	times	<b>20.30</b>	12.72
Dividend Payout Ratio	%	<b>70.93</b>	57.89

# Revenue from Sales



2013

**156**

Billion Baht

2014

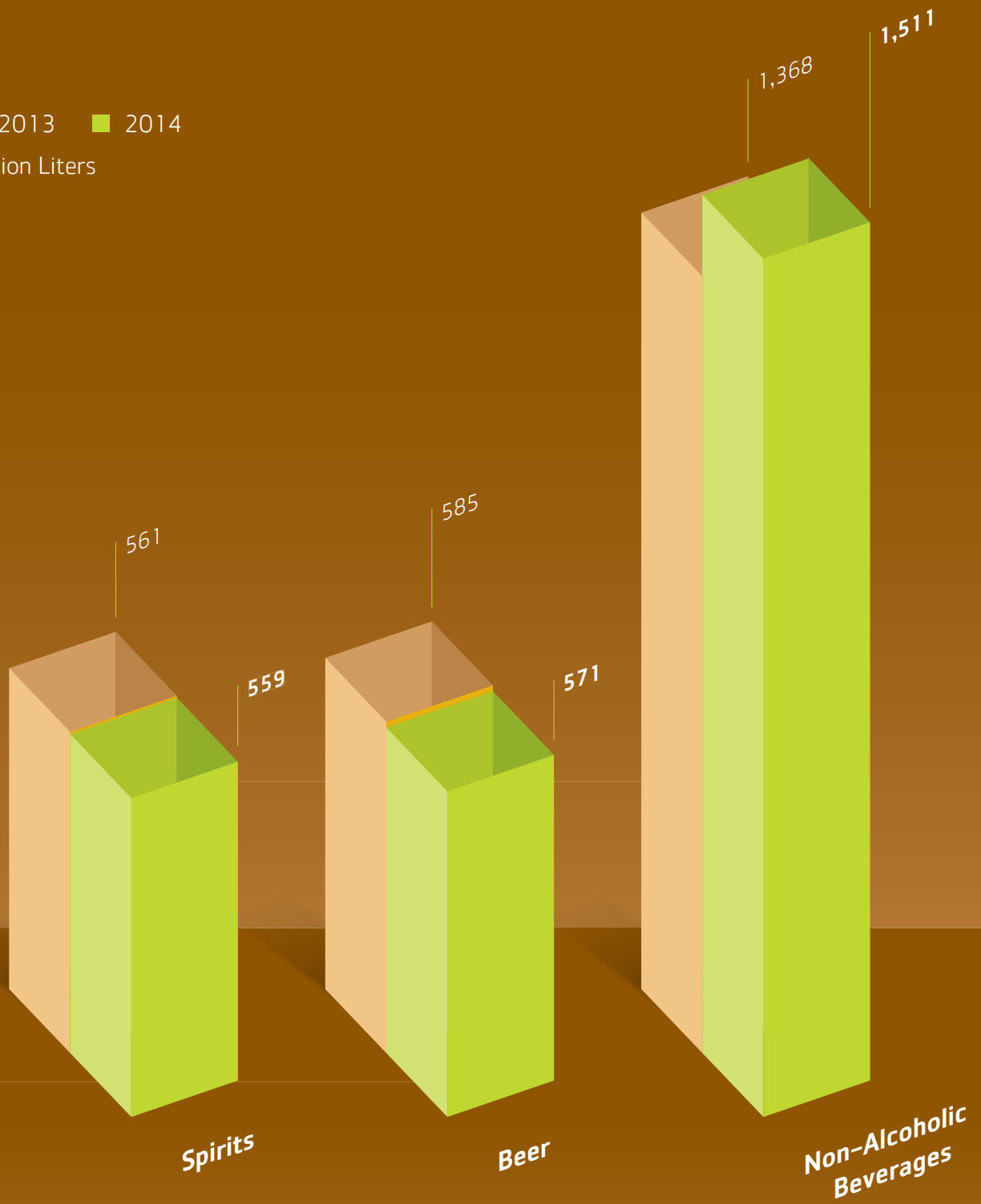
**162**

Billion Baht



# Sales Volume

■ 2013 ■ 2014  
Million Liters



# Message from the Chairman



**Dear shareholders,**

We enjoyed another good year in 2014 as Thai Beverage Public Company Limited (“**ThaiBev**”) made robust progress in its journey towards achieving our goal of becoming the leading sustainable beverage company in the region. Amid our initiatives to continually build on ThaiBev’s solid business platforms and further develop them, we restructured our core businesses into three product groups – spirits, beer, and non-alcoholic beverage. In doing so, we established management teams for each products group, paving the way for greater effectiveness and efficiency. One of the key developments was our unveiling of Vision 2020 around the end of 2014. Vision 2020 is our six-year strategic roadmap, and underlines our intent to create synergy between our companies in order to elevate ThaiBev from its position as the leading beverage producer in Thailand, Singapore, and Malaysia to the leading international beverage producer and distributor in Southeast Asia. Creating such synergy would also better enable us to offer consumers a portfolio of the best products; enhance career opportunities for our staff and maximise their potential; as well as deliver sustainable returns to our trade partners and shareholders.

Although the political situation in Thailand and other developments affected the country’s economy, dampened the consumer confidence index, and posed challenges to businesses, ThaiBev continued to grow in 2014, achieving a higher net profit and earnings compared to 2013. Total revenue increased 4 percent over the previous year, to Baht 162,040 million. On the back of an improved performance by ThaiBev’s alcoholic beverage businesses, we reported a net profit of Baht 21,433 million, representing a satisfactory year-on-year growth of 12.8 percent. Accordingly, I am delighted to inform you that the Board of Directors has approved a dividend payout amounting to Baht 15,317 million or Baht 0.61 per share, a record high since ThaiBev’s listing on the Main Board of the Singapore Exchange in 2006.

We are proud to announce that our alcoholic beverage businesses delivered stable revenue and profit growth, and remained the leader in the spirits market. In addition, our beer business started returning profits as we successfully done pricing and marketing management.

2014 also marked our second year of expansion into the carbonated soft drink market in Thailand. We accomplished satisfactory growth in terms of market share, and are determined to boost this further by innovating and refreshing the packaging of our products to ensure that they continually appeal to target consumers, and are modern as well as suitable for each distribution channel. Expanding ThaiBev’s non-alcoholic beverage business is one of our core growth strategies, and we will continue investing in and diversifying our non-alcoholic beverage products in both domestic and international markets so as to become the leading total beverage company in the region.

To this end, ThaiBev will remain focused on collaborating with Fraser and Neave, Limited (“**F&N**”) and on further leveraging the synergy between our beverage businesses. We plan to tap on our modern production technology and introduce more F&N products to the Thai market in 2015, as well as optimise product flows through our extensive distribution network in Thailand. In addition, we intend to expedite our expansion in the fast-growing ready-to-drink green tea market by boosting business activities and reaching out to a larger consumer base in Malaysia and Singapore, with Oishi – the most popular and best-selling green tea brand in Thailand – as a core brand.

I would like to express my thanks to the Board of Directors, the management team, and all employees for their tireless devotion towards enabling ThaiBev to achieve our goals; and my appreciation to our customers and business partners for their generous support throughout the year. Most importantly, I would like to convey my gratitude to all shareholders for your unwavering trust and confidence in our vision and aspiration to become the leading total beverage company in Asia with truly stable and sustainable businesses. I look forward to your continued support in the future.



**Charoen Sirivadhanabhakdi**  
Chairman of the Board

# CEO Talk



## Dear Shareholders,

2014 was a challenging year for businesses in Thailand. Over the course of the year, political events and other developments affected the country's economy and consumer confidence index. In addition, Thai Beverage Public Company Limited ("ThaiBev") was faced with an excise tax increase, levied on alcoholic beverages, that was introduced at the end of 2013, as well as intensified competition in the non-alcoholic beverage market, and a continued decline in on-premise consumption. Yet, despite these headwinds, ThaiBev delivered a respectable set of results, with total sales growth of 4 percent year-on-year to Baht 162,040 million in FY2014.

With a diversified alcoholic beverage portfolio comprising white spirits, brown spirits, and beers, ThaiBev was able to retain customers even as they switched from one product category to another. The strong brand equity and appeal of our wide variety of products continued to be validated through consumers' choices. Our spirits business remained the market leader, and registered a sales increase of 4.7 percent to Baht 104,592 million, while profit increased by Baht 1,215 million. To further strengthen our business in the premium segment, we established a new subsidiary, HORECA Management Co., Ltd, which is focused on growing our product sales and expanding our services to hotels and high-end restaurants.

It is also a delight to report that our beer business enjoyed a net profit on the back of our initiatives to adjust product prices and control expenditures in 2014. Moving forward, we will leverage on the momentum that has been built and drive the business towards greater profitability.

Our non-alcoholic beverage business, however, was affected by a decrease in on-premise consumption, especially during the first half of the year. Furthermore, competitors also deployed aggressive strategies to expand their market share, intensifying the already fierce competition. To defend our market share, we focused on raising awareness of our brands through continual marketing activities, and refreshed the packaging of some products to better meet the demands of various distribution channels and appeal to different target customers. We are committed to growing our non-alcoholic beverage business. Our expansion into the segment is among one of our key strategies to ensure customer satisfaction through a diversified portfolio while benefitting from the advantages of ThaiBev Group's extensive distribution network.

As for our food business, strengthening brand awareness and increasing customer engagement were our two areas of focus for the year. In line with market trends, we launched attractive campaigns to customers at our over 200 restaurants throughout the year. In the same year, we also opened a central kitchen for Oishi. The world-class production facility elevates our service standards and supports our drive to expand Oishi's Japanese food chains as well as frozen and chilled food business. We sought not only domestic growth, but also targeted overseas expansion. Two Shabushi restaurant outlets were launched in the Union of the Republic of Myanmar in 2014, and we plan to open more outlets and export more ready-to-eat meals to ASEAN countries.

We are determined to develop ThaiBev into Asia's leading total beverage company, with businesses that are genuinely stable and sustainable. Our six-year strategic roadmap, Vision 2020, sets out the goals we need to achieve in order to rise above the competition and be successful regardless of any changes in market conditions or demands in the years to come. Vision 2020 consists of five key imperatives – growth, diversity, brand, reach and professionalism.

Steered by Vision 2020, we will embark on more business and operational collaboration initiatives with our strategic partner Fraser and Neave, Limited ("F&N"), leveraging our combined distribution network and market expertise to increase sales, and making co-purchases to increase cost savings. This will help strengthen and solidify our market-leading position in Southeast Asia. ThaiBev and F&N have already begun working closely together, taking steps to pave the way for the launch of F&N products in Thailand in 2015.

In line with our aspiration to be the epitome of a professional organisation, we launched a Management Development Program for supervisor-level employees in 2014. The program will help ThaiBev groom employees with high potential for management by enhancing the breadth and depth of their capabilities. In addition, we rolled out initiatives to facilitate the internalisation of our Core Values with our staff from across the organisation, in order to foster solidarity, inspire teamwork, as well as motivate better performance and efficiency.

2014 was indeed a good year for ThaiBev despite the external challenges we were faced with. I would like to thank everyone who contributed to our success and made it possible. I would like to express my gratitude to you – our shareholders – for your faith in us, and to our trade partners and our customers for their trust and support. I am also grateful for all of our directors, executives, and staff for their steadfast devotion and dedication over the years. As ThaiBev moves further towards securing an even more stable and sustainable leadership position in the region, we look to continue delivering healthy growth and upholding excellent corporate governance standards, creating the greatest value for all our stakeholders.



**Thapana Sirivadhanabhakdi**  
President and CEO

# Board of Directors



**Mr. Charoen Sirivadhanabhakdi**  
Chairman



**Khunying Wanna Sirivadhanabhakdi**  
Vice Chairman



**Mr. Narong Srisa-an**  
Vice Chairman



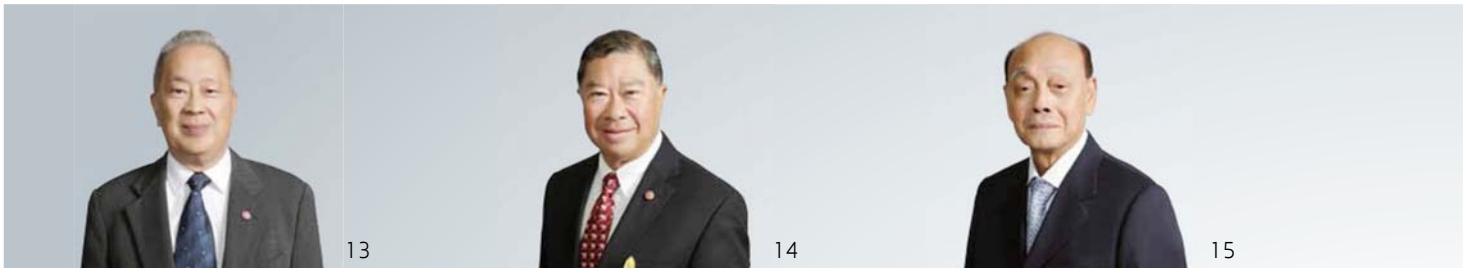
**Mr. Prasit Kovilaiikool**  
Independent Director and  
Audit Committee Chairman



**Prof. Kanung Luchai**  
Independent Director and  
Audit Committee Member



**Mr. Manu Leopaibote**  
Independent Director and  
Audit Committee Member



**Dr. Sakthip Krairiksh**  
Independent Director



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



**Mr. Vivat Tejapaibul**  
Director



**Mr. Sithichai Chaikriangkrai**  
Director and Executive Vice President



**Dr. Pisanu Vichiensanth**  
Director and Executive Vice President



4

**Mr. Komen Tantiwiwatthanaphan**  
Vice Chairman



5

**Mr. Puchchong Chandhanakij**  
Director



6

**Ms. Kanoknart Rangsitienchai**  
Director



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



16

**Mr. Panote Sirivadhanabhakdi**  
Director



17

**Mr. Thapana Sirivadhanabhakdi**  
President and CEO



18

**Mr. Ueychai Tantha-Obhas**  
Director and Executive Vice President

\* **Ms. Vaewmanee Soponpinij**  
Company Secretary / Secretary to the Board

**Ms. Nantika Ninvoraskul**  
Assistant Secretary to the Board

# Executive Committee



**Mr. Charoen Sirivadhanabhakdi**  
Executive Chairman

**Khunying Wanna Sirivadhanabhakdi**  
1<sup>st</sup> Executive Vice Chairman

**Mr. Narong Srisa-an**  
2<sup>nd</sup> Executive Vice Chairman



**Mr. Thapana Sirivadhanabhakdi**  
President and CEO

**Mr. Ueychai Tantha-Obhas**  
Director and Executive Vice President

**Mr. Sithichai Chaikriangkrai**  
Director and Executive Vice President



**Mr. Jean Lebreton**  
Senior Vice President

**Mr. Kosit Suksingha**  
Senior Vice President

**Mr. Vichate Tantiwanich**  
Senior Vice President

# Management Committee

- 1. Mr. Thapana Sirivadhanabhakdi**  
President and CEO
- 2. Mr. Ueychai Tantha-Obhas**  
Director and Executive Vice President  
Spirit Product Group
- 3. Mr. Sithichai Chaikriangkrai**  
Director and Executive Vice President  
Finance
- 4. Dr. Pisanu Vichiensanth**  
Director and Executive Vice President  
Technology and Engineering
- 5. Mr. Prapakon Thongtheppairot**  
Senior Vice President  
Beer Product Group
- 6. Mr. Marut Buranasetkul**  
Senior Vice President  
Non-Alcoholic Beverage Product Group





4

**Mr. Komen Tantiwatthanaphan**  
3<sup>rd</sup> Executive Vice Chairman



5

**Mr. Puchchong Chandhanakij**  
4<sup>th</sup> Executive Vice Chairman



6

**Ms. Kanoknart Rangsitienchai**  
5<sup>th</sup> Executive Vice Chairman



10

**Dr. Pisanu Vichiensanth**  
Director and Executive Vice President



11

**Mr. Prapakon Thongtheppairot**  
Senior Vice President



12

**Mr. Marut Buranasetkul**  
Senior Vice President



16

**Ms. Vaewmanee Soponpinij**  
Senior Vice President



17

**Dr. Agapol Na Songkhla**  
Senior Vice President

7. **Mr. Jean Lebreton**  
Senior Vice President  
Strategy

8. **Mr. Kosit Suksingha**  
Senior Vice President  
Supply Chain Management

9. **Mr. Vichate Tantiwanich**  
Senior Vice President  
Corporate Affairs

10. **Ms. Vaewmanee Soponpinij**  
Senior Vice President  
Corporate Services

11. **Dr. Agapol Na Songkhla**  
Senior Vice President  
Human Resources

# 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 Southeast Group Co., Ltd. since 1997. In addition, he has been the Chairman of TCC Holding Co., Ltd. since 1987. He was appointed Chairman of the Board of Directors of Fraser and Neave, Limited in February 2013, and as Chairman of the Board of Directors of Frasers Centrepoint Limited in October 2013.

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 Doctor of Philosophy in Business Administration from Mae Fah Luang University, an Honorary Doctoral Degree in Management from Rajamangala University of Technology Suvarnabhumi, an Honorary Doctoral Degree in International Business Administration from University of the Thai Chamber of Commerce, an Honorary Doctoral Degree in Sciences and Food Technology from Rajamangala University of Technology Lanna, and an Honorary Doctoral Degree in Hospitality Industry and Tourism from Christian University of Thailand.

Mr. Charoen has received following Royal decorations, the Knight Grand Cordon (Special Class) of the Most Exalted Order of the White Elephant, the 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 Direkgunabhorn and the Knight Commander (Second Class, lower 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 / 1<sup>st</sup> Executive Vice Chairman

Khunying Wanna Sirivadhanabhakdi was appointed Vice Chairman of the Board of Directors in 2003. She has been the Chairman of Beer Thip Brewery (1991) Co., Ltd. and the Sangsom Group of Companies since 2004, the Vice Chairman of Berli Jucker Public Company Limited since 2001, and the Vice Chairman of the Executive Board of TCC Holding Co., Ltd. since 1972. She was appointed Vice Chairman of the Board of Directors of Fraser and Neave, Limited in February 2013, and as Vice Chairman of the Board of Directors of Frasers Centrepoint Limited in January 2014.

Khunying Wanna holds an Honorary Doctoral Degree in Bio-technology from Ramkhamhaeng University, an Honorary Doctoral Degree in Agricultural Business Administration from Maejo Institute of Agricultural Technology, an Honorary Doctoral Degree in Business Administration from Chiang Mai University, an Honorary Doctor of Philosophy in Social Sciences from Mae Fah Luang University, and an Honorary Doctoral Degree from the Faculty of Business Administration and Information Technology of 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 of the White Elephant, the 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 Direkgunabhorn, and the Knight Commander (Second Class, lower grade) of the Most Illustrious Order of Chula Chom Klao.



**Mr. Narong Srisa-an**

Vice Chairman / 2<sup>nd</sup> 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 Thai Farmers Bank Public Company Limited now called KBank from 1954 to 1998 as its Executive Vice Chairman, was an Independent Director of True Corporation Public Company Limited from 1998 to 2011 and was Chairman of Oishi Group Public Company Limited from 2006 to 2014. He also holds directorships in several public companies in Thailand, including Chairmen 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 Tantiwattananaphan**

Vice Chairman / 3<sup>rd</sup> Executive Vice Chairman

Mr. Komen Tantiwattananaphan 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 / 4<sup>th</sup> 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 Rangsihienchai**

Director / 5<sup>th</sup> Executive Vice Chairman

Ms. Kanoknart Rangsihienchai 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 Kovilaiikool**

Independent Director and Audit Committee Chairman

Mr. Prasit Kovilaiikool 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 Chairman of the Board and 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 Chulalongkorn University Council of Chulalongkorn University, Lecturer of Legal Education Institute of Thai Bar Association since 1992, and Member of Council of State from 1989 to 1992, and 1998 to present.

Mr. Prasit holds LL.B (2<sup>nd</sup> 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, at Strabourg University, Strabourg, France, a Certificate of Property Valuation Assessment, Land Reform Institute, 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 and was an Independent Director and an Audit Committee Member of Bangkok Bank Public Company Limited since 1990 to 2014. 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.

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 Leopaïrote**

Independent Director and Audit Committee Member

Mr. Manu Leopaïrote 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 (1991-1992), 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) degree from the National University of Singapore and the Chartered Financial Analyst (CFA) Charter from the CFA Institute.



**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 that, Dean of Sciences from 1991 to 1999 and has been a professor since 1979 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 in 1974 and a Visiting Professor at Osaka University from 1989 to 1990 and the University of Saigon in 1975. He was awarded honorary doctorates from Osaka and Mahidol Universities. In October 2012, he received the Life Time Contribution Award from the Society of Biotechnology of Japan on the occasion of the 90<sup>th</sup> Anniversary's celebration 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.



**Dr. Sakthip Krairiksh**  
Independent Director

Dr. 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, Doctorate degree of Public Administration from Bangkok Thonburi University in 2013 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, and member of the National Legislative Assembly.



**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. Thapana Sirivadhanabhakdi**  
President and CEO

Mr. Thapana Sirivadhanabhakdi was appointed President and CEO of Thai Beverage Public Company Limited in January 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. In October 2011, he was appointed Vice Chairman of the Sermsook Public Company Limited. Also, he was appointed Director of Fraser and Neave, Limited in February 2013, and as Director of Times Publishing Limited in March 2013.

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, Univentures Public Company Limited, and Golden Land Property Development 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. 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 as Director of Frasers Centrepoint Limited in March 2013. He also held a position as Director of Oishi Group Public Company Limited from February 2011 to June 2013 and as Director of Fraser and Neave, Limited from April 2013 to January 2014.

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 a Diploma in Industrial Engineering and Economics from Massachusetts University, USA.





**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 and prior to this appointment, he was the Director and Senior Vice President of the Company since July 2005, and as Director of Oishi Group Public Company Limited since January 2006. 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, Director of Oishi Group Public Company Limited since January 2006, and as Director of the Sermasuk Public Company Limited since September 2011. 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. Also, he was appointed Director of Fraser and Neave, Limited in February 2013, and as Director of Frasers Centrepoint Limited in August 2013.

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. In 2014, he won the Alpha Southeast Asia's Annual Corporate Awards 2014, Thailand: Best CFO from Alpha Southeast Asia Magazine.



**Dr. Pisanu Vichiensanth**  
Director and Executive Vice President

Dr. Pisanu Vichiensanth was appointed a Director and Executive Vice President in November 2014. Prior to the appointment, he assumed the position of Director and Senior Vice President of the Company 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., and as Director of Oishi Group Public Company Limited since January 2006. 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. Prapakon Thongthepairot**  
Senior Vice President

Mr. Prapakon Thongthepairot was appointed as Senior Vice President – Beer Product Group of Thai Beverage Public Company Limited in February 2014. From July 2012 to January 2014, he was Senior Vice President – Finance. In March 2013, he was appointed Alternate Director to Mr. Sithichai Chaikriangkrai at Fraser and Neave, Limited. Also, he was appointed Director of Times Publishing Limited in March 2014. 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 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., a Master of Science in Finance from Georgia State University, Georgia, U.S.A. and Listed Company Director Programme from Singapore Institute of Directors. He is a member of Singapore Institute of Directors.



**Mr. Marut Buranasetkul**  
Senior Vice President

Mr. Marut Buranasetkul was appointed as a Senior Vice President – Non-Alcoholic Beverage Product Group in February 2014. Prior to the appointment, he was a Senior Vice President – Non-Alcohol Production in August 2013. In addition, he has served as a Director of Thai Beverage Marketing Co., Ltd., Dhospaak Co., Ltd., Thai Drinks Co., Ltd. and Vice Chairman of Modern Trade Management Co., Ltd. He was a Senior Vice President – Marketing, from September 2012 to July 2013 and he was the Senior Vice President – Corporate Services from May 2010 to August 2012 and the Vice President – Office of the President of Thai Beverage Public Company Limited from 2009 to 2012, including 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 a position as the director of CAT Buzz TV Ltd., and from 2007 to 2008, as the director of Hutchison CAT Wireless Multimedia Ltd.

In August 2013, he was appointed as Director and President of Oishi Group Public Company Limited including, Director in Oishi Group of Companies and as Director of Sermsuk Public Company Limited.

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



**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. Kosit Suksingha**  
Senior Vice President

Mr. Kosit Suksingha was appointed as a Senior Vice President – Related Business in November 2013. Prior to this appointment, he has held the position of Vice President – Centre of Excellence since February 2013. Also, he is currently Managing Director of Thai Beverage Logistics Co., Ltd., and Director of Modern Trade Management Co., Ltd. and C A C Co., Ltd. In March 2014, he was appointed Director of Times Publishing Limited. Before joining the Company, he served as Senior Vice President – Technical Supply Chain of Berli Jucker Public Company Limited from 2011 to 2012, and Managing Director of T.C.C. Technology Co., Ltd. from 2007 to 2013.

Mr. Kosit holds a Bachelor of Veterinary Science from Chulalongkorn University and a Master of Business Administration (Honors) from Oklahoma City University, USA. He has completed the Director Certification Program from the Thai Institute of Directors (IOD), and the CEDI – Babson Entrepreneurial Leadership Program from Babson College, Massachusetts, USA.



**Mr. Vichate Tantiwanich**  
Senior Vice President

Mr. Vichate Tantiwanich was appointed as a Senior Vice President – Corporate Affairs in May 2012. In April 2013, he was appointed as a President of C A C Co., Ltd. He has strong experiences in Capital Market for over 27 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 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, Top Executive Program in Commerce and Trade (TEPCoT) CEDI – BABSON Entrepreneurial Leadership Program from BABSON College, Massachusetts, USA and the National Defense College of Thailand (NDC) Class 56.



**Ms. Vaewmanee Soponpinij**  
Senior Vice President

Ms. Vaewmanee Soponpinij was appointed as a Senior Vice President – Corporate Services and as a Vice President – Office of the President in March 2013. From June 2011 to February 2013, she was the Vice President – Office of Human Resources and from May 2006 to May 2011, she was the Vice President – Office of Corporate Secretariat. She was appointed as a Company Secretary by the Board of Directors from August 2006 and continues to the present. Before joining the Company, she was an Associate of The Legists Ltd. from 2004 to 2006. From 1999 to 2004, she was a Partner of Efficiency Law Office. In 1999, she was the Associate of White & Case (Thailand) Ltd. In 1992 to 1998, she has held various positions with Finance One Public Company Limited with the last position as the Vice President – Legal Affairs. From 1991 to 1992, she was the Vice President – Legal and Administrative of Pairoj & Associates Limited, and from 1983 to 1991 she was the Senior Associate and Office Manager of Dr. Suvarn Valaisathien Law Office.

She holds a Bachelor Degree in Law from Chulalongkorn University, and also has a Certificate of the Language and American Culture from California State University of Los Angeles, U.S.A., the Certificate of the Business Lawyer from Faculty of Laws, Chulalongkorn University, the Certificate of the Operation System of the Stock Exchange of Thailand, Certificate of the Mini MBA from Thammasat University, the Certificate of the International Financial Law from Euro Money Institution, the Certificate of the Company Secretary from Faculty of Laws, Chulalongkorn University, the Certificate of the Problem Solving and Decision Management from Kepner-Tregoe International and the Certificate of the Capital Market Academy Leader Program (CMA) from Capital Market Academy.

In November 2013, she was awarded Asian Company Secretary Recognition Award from the Corporate Governance Asia Magazine.

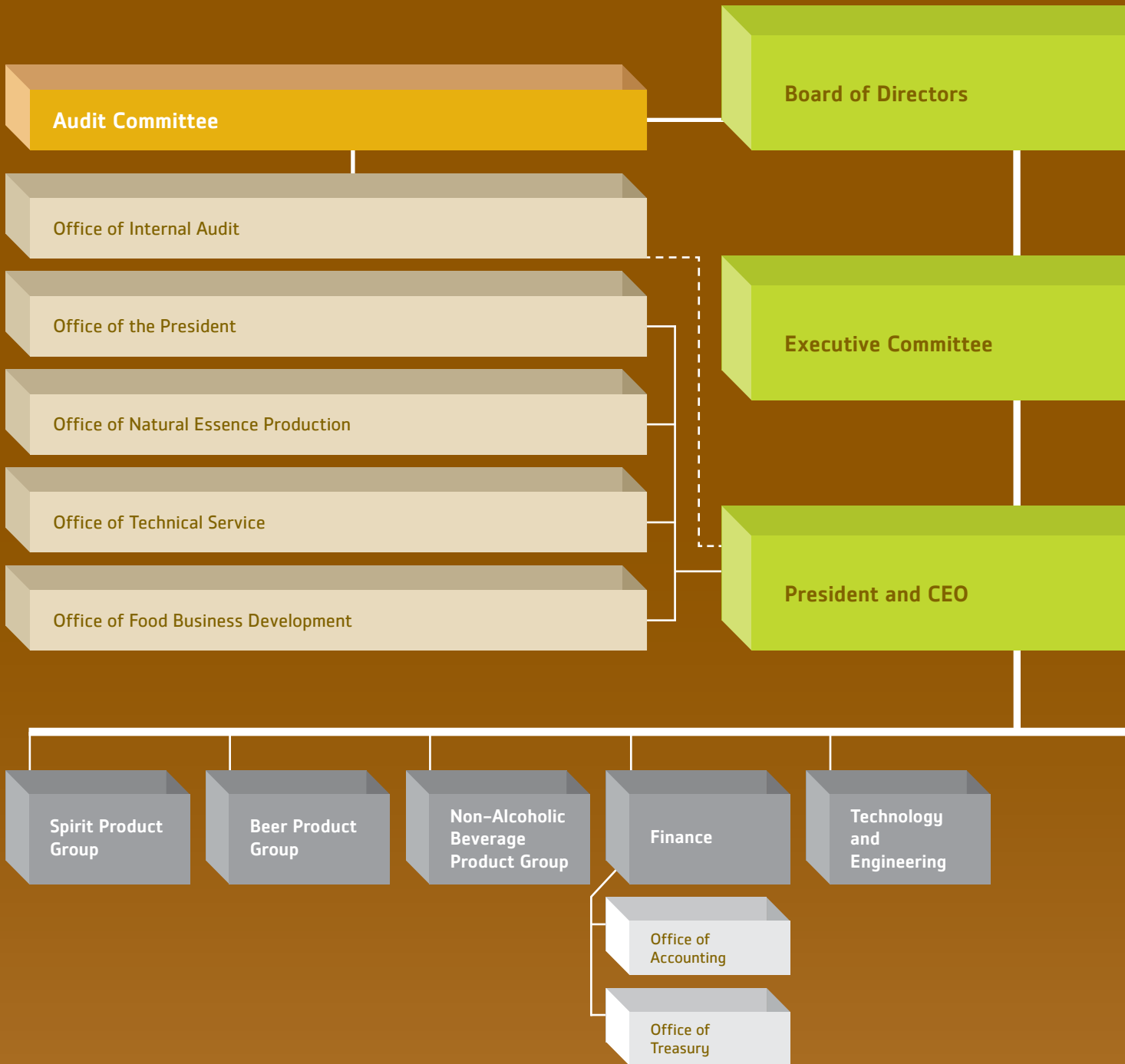


**Dr. Agapol Na Songkhla**  
Senior Vice President

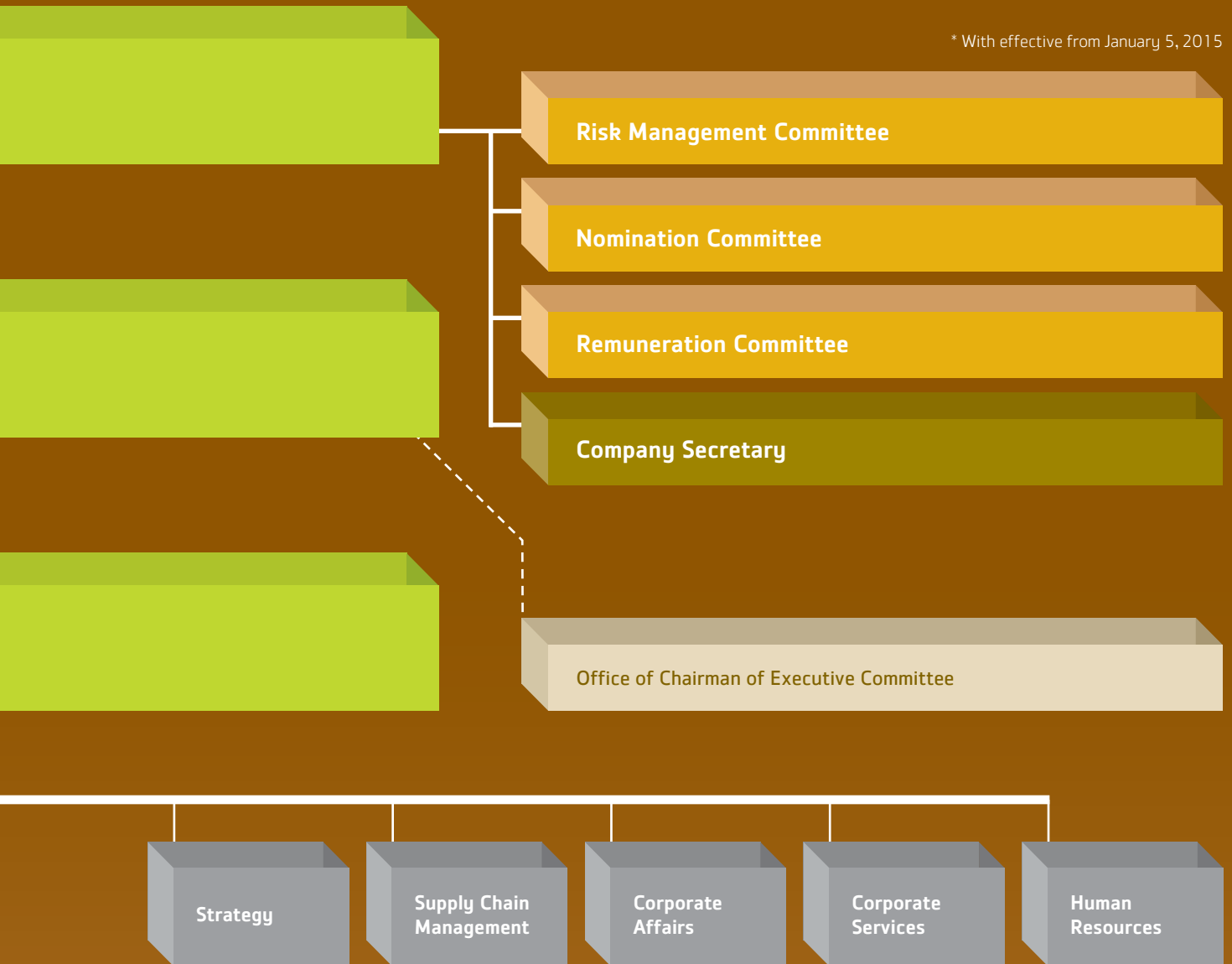
Dr. Agapol Na Songkhla was appointed a Senior Vice President – Human Resources in January 2015. Prior to this appointment, he joined TMB Bank Public Company Limited in 2006 as the Executive Vice President, Head of Corporate Strategy Group. From 2011 to 2012, he was the Executive Vice President, Head of Strategy & Transformation and Head of Human Resources. From 2012 to December 2014, he was the Executive Vice President, Head of Strategy & Transformation and Head of Corporate Governance and from January 2013 to December 2014, he was appointed the Company Secretary. Before joining TMB Bank Public Company Limited, he worked for the Boston Consulting Group (BCG) for approximately 8 years.

He holds a Bachelor of Engineering in Electrical Engineering from Chulalongkorn University, a Master of Engineering in Systems Science and a Ph.D. in Systems Science from Tokyo Institute of Technology, Japan.

# Organization Structure



\* With effective from January 5, 2015



# Product Portfolio

## Brown Spirits



Mungkorn Thong



Hong Thong



Sangsom Special Rum

## Brandy



Mekhong



Meridian



Blend 285



Blend 285  
(1 Litre)



Blend 285 Signature



Crown 99



Drummer



Phraya



BlackMask



## 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



Chaia   Chao Praya   Mae Wang   Phayanak   Phaya Seur

## Chinese Herb Spirits



Bangyikhan



Sua Dum



Chiang Chun



Choo Sip Niw

## Beer



Chang Classic



Chang Export



Archa



Chang Draught



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 Clear  
(Lemon Lime)



est Play  
(Lychee Pear)



est Free  
(Sugar Free)



Crystal Drinking Water



Crystal Soda Water



Power Plus  
(Electrolyte Beverage)



Ranger

## Non Alcohol Beverage – Oishi



Oishi Green Tea  
(500 ml.)



Oishi Green Tea  
(380 ml.)



Oishi Green Tea UHT  
(250 ml.)



Oishi Green Tea  
(1,000 ml.)



Oishi Black Tea  
(500 ml.)



Oishi Black Tea  
(380 ml.)



Oishi Black Tea UHT  
(250 ml.)



Oishi Black Tea  
(1,000 ml.)



Oishi Green Tea  
Returnable Glass Bottle  
(400 ml.)



Oishi Milk Tea  
(270 ml.)



Oishi Kabusecha  
(500 ml.)



Oishi O Herb  
(380 ml.)



Oishi O Herb UHT  
(250 ml.)



Oishi Fruito  
(350 ml.)



Oishi Chakulza  
(320 ml.)



Amino OK Plus  
(360 ml.)



Oishi Fruitza  
(320 ml.)

## Chilled & Frozen Product – Oishi



Oishi Gyoza Chilled

Oishi Gyoza Frozen

Oishi Kani



Oishi Sandwich Break & Fast

Oishi Trendy Sandwich

## Japanese Restaurants/kiosks



# International Product Portfolio – INTERBEV

## Thai Brands



Chang Beer



Chang Beer  
6 pack



Mekhong



Phraya

## Single Malt Scotch Whisky



Old Pulteney  
12 year old



Old Pulteney  
Navigator



Old Pulteney  
17 year old



Old Pulteney  
21 year old



Old Pulteney  
1990



Old Pulteney  
35 year old



Old Pulteney  
Stroma liqueur



Balblair  
2003



Balblair  
1999 2<sup>nd</sup> release



Balblair  
1990



Balblair  
1983



Balblair  
1969

## Single Malt Scotch Whisky



anCnoc  
12 year old

anCnoc  
18 year old

anCnoc  
24 year old

anCnoc  
1975 Vintage

anCnoc  
Cutter

Speyburn  
Bradan Orach

Speyburn  
10 year old

Speyburn  
25 year old

## Blended Scotch Whisky



Hankey Bannister  
Original

Hankey Bannister  
Heritage Blend

Hankey Bannister  
12 year old  
Regency

Hankey Bannister  
21 year old Partner's  
Reserve

Hankey Bannister  
25 year old

Hankey Bannister  
40 year old

## Rum

## Vodka

## Gin



Catto's  
Rare Old  
Scottish

Catto's  
12 year old

Catto's  
25 year old

MacArthur's

BlackMask Spiced Pacific Rum

Kulov

Caorunn

Coldstream

## Chinese Spirits

## Chinese Wines



Yuanjiang  
6 year

Yuanjiang  
9 year

Yu Lin Quan Grand Classic  
9 year

Longevity

Ningbo Pagoda

# F&N Product Portfolio

## Isotonic



100PLUS

100PLUS EDGE

## Soya



F&N NUTRISOY

F&N SEASONS NutriSoy

## Asian Drinks



F&N NUTRITEA

F&N SEASONS Nutriwell

## Tea



F&N SEASONS  
Black Tea

F&N SEASONS  
Green Tea



## Sparkling Drinks



F&N



F&N



MY COLA

## Water



F&N ICE MOUNTAIN

## Cordials



F&N



F&N SUN VALLEY

## Pasteurised Milk



F&N MAGNOLIA  
Fresh Milk



F&N MAGNOLIA  
Lo-Fat Hi-Cal Fresh Milk



F&N MAGNOLIA  
Barista Fresh Milk



F&N MAGNOLIA  
Lo-Fat Hi-Cal Omega-3 DHA Fresh Milk



FARMHOUSE  
Fresh Milk



F&N DAISY  
Fresh Milk



F&N MAGNOLIA  
Pasteurised Milk (Thailand)



F&N MAGNOLIA  
Choc Malt



F&N MAGNOLIA  
Whipping Cream and Half Cream

## UHT Milk



F&N MAGNOLIA  
UHT Milk



F&N MAGNOLIA  
Smoo UHT Milk



F&N MAGNOLIA  
Low Fat UHT Milk



FARMHOUSE  
Full Cream UHT Milk

## Sterilised Milk



F&N MAGNOLIA



F&N MAGNOLIA  
Smoo

## Yoghurt



F&N MAGNOLIA  
Yoghurt Smoothie



F&N aLIVE  
Low Fat Yoghurt

## Sweetened Condensed Milk & Evaporated Milk



F&N



GOLD COIN



BLUE COW



F&N TEA POT

## Juices



F&N FRUIT TREE FRESH  
100% Juice



F&N FRUIT TREE FRESH  
Juice Drink

F&N FRUIT TREE FRESH  
Juice Drink (Thailand)



F&N FRUIT TREE  
Ready-To-Drink



No.1 JUICE

## Cereal Bars



F&N aLIVE

## Coffee



F&N CREATIONS  
3-in-1 Coffee Mix

## Ice Cream – Novelties



JWEL



F&N MAGNOLIA GOTCHA



F&N MAGNOLIA CRAVIO



F&N MAGNOLIA MAG-A-CONE



F&N MAGNOLIA TROPICAL SLING



KING'S POTONG

## Ice Cream – Tubs



F&N MAGNOLIA



KING'S



KING'S GRAND



MEADOW GOLD

## Beer



MYANMAR BEER



MYANMAR DOUBLE STRONG



ANDAMAN GOLD

# 2014 Awards

## Corporate Awards



**Most Transparent Company Award  
for the Foreign Listings**

From : SIAS 15<sup>th</sup> Investors' Choice Awards  
By : Securities Investors Association  
(Singapore)



**Asia's Best CEO  
(Investor Relations)**

Mr. Thapana Sirivadhanabhakdi  
*President and CEO – Thai Beverage PLC*  
From : 4<sup>th</sup> Asian Excellence Recognition  
Awards 2014  
By : Corporate Governance Asia



**Best Environmental Responsibility**

From : 4<sup>th</sup> Asian Excellence Recognition  
Awards 2014  
By : Corporate Governance Asia



**Best Investor Relations Company**

From : 4<sup>th</sup> Asian Excellence Recognition  
Awards 2014  
By : Corporate Governance Asia



**Best Investor Relations Professional**

From : 4<sup>th</sup> Asian Excellence Recognition  
Awards 2014  
By : Corporate Governance Asia



**Best CFO**

Mr. Sithichai Chaikriangkrai  
*Director and Executive Vice President –  
Thai Beverage PLC*  
From : 4<sup>th</sup> Annual Southeast Asia Institutional  
Investor Corporate Awards  
By : Alpha Southeast Asia



**Most Organised Investor Relations  
Best Senior Management IR Support  
Strongest Adherence to Corporate Governance  
and Best Strategic Corporate Social Responsibility**

From : 4<sup>th</sup> Annual Southeast Asia Institutional  
Investor Corporate Awards  
By : Alpha Southeast Asia



**The Best Innovation Project:  
for the Business Alert System**

From : Thailand ICT Excellence Awards 2013  
By : Thailand Management Association  
(TMA)

## Product Awards



Balblair  
Balblair  
Distillery



Balblair  
1983 1<sup>st</sup>  
release

- New York International Spirits Competition – Highland Distillery of the Year

- IWSC – Gold, outstanding
- International Spirits Challenge – Gold



Old Pulteney  
17 year old



anCnoc  
12 year old



anCnoc  
The Peaty  
Collection

- IWSC – Gold

- San Francisco World Spirits Competition – Gold

- The Spirit Business – Grand Master 2014, The Spiritual Award For Innovation 2014



Speyburn  
10 year old



Caorunn

- IWSC – Gold, outstanding
- San Francisco World Spirits Competition – Gold

- The Fifty Best – Best Gin Gold
- The Travel Retail Masters – Gold



Hankey  
Bannister  
Original

- IWSC – Gold, outstanding
- International Spirits Challenge – Gold



Hankey  
Bannister  
Heritage Blend



Hankey  
Bannister  
12 year old

- IWSC – Gold

- IWSC – Gold



Hankey  
Bannister  
40 year old  
2<sup>nd</sup> release

- International Spirits Challenge – Gold
- WWA – Gold

# Milestones

## November 2014

Oishi established a new central kitchen in the Ban Bueng district of Chonburi province that serves as a production and distribution center – the facility is the largest central kitchen in Thailand, and is equipped with world-class, modern technology, enhancing Oishi's competitive advantage in the food industry

## 2012



## August 2012

Fraser and Neave, Limited ("F&N"), a leading Singapore company in the beverage, property, and publishing & printing industries, became an associate company following ThaiBev's acquisition of F&N shares

## 2013

## February 2013

ThaiBev successfully acquired a 28.6% stake in F&N, paving the way for further international expansion as a leading beverage producer and distributor in the region

## 2011



## October 2011

ThaiBev acquired a 64.66% stake in Sermasuk Public Company Limited ("Sermasuk"), a leading beverage manufacturer and distributor in Thailand

## 2003



## October 2003

Thai Beverage Public Company Limited ("ThaiBev") was established as a holding company for several alcoholic beverage businesses



**November 2014**

ThaiBev unveiled "Vision 2020", a six-year strategic roadmap for the Group's companies, comprising five key imperatives – Growth, Diversity, Brands, Reach, and Professionalism

**October 2014**

"est" marked its second year in the carbonated beverage market with the introduction of a new logo and packaging, in preparation for entering the international market

**2014**

**September 2013**

ThaiBev was bestowed a royal warrant by King Bhumibol Adulyadej



**July 2014**

Oishi opened its first overseas "Shabushi By OISHI" Japanese restaurant in Yangon, Myanmar; followed by a second in Mandalay, Myanmar in October 2014

**2010**

**May 2010**

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

**2009**

**November 2009**

ThaiBev acquired Yunnan Yulinquan Liquor Co., Ltd., a Chinese white spirit distillery in China

**2006**



**May 2006**

ThaiBev was successfully listed on the Singapore Exchange mainboard

**October 2006**

ThaiBev acquired Pacific Spirits (UK) Limited, owner of Inver House Distillers in Scotland, and Best Spirits Company Limited

**2008**



**OISHI**  
**GROUP**  
PUBLIC COMPANY LIMITED

**September 2008**

ThaiBev acquired a 43.9% stake in Oishi Group Public Company Limited ("Oishi") and disposed of its 100% stake in Thai Alcohol Public Company Limited; and then acquired additional Oishi shares via a tender offer in November, which resulted in ThaiBev holding more than 50% of the total shares in Oishi

# Vision 2020



Vision 2020 is ThaiBev's strategic roadmap for the next six years. It underpins our endeavours to further the success that we have progressively achieved over the years, and sets ThaiBev up for an accelerated growth story. Driven by the five strategic imperatives outlined below, we seek to provide customers with even better products, create greater value and deliver more sustainable returns to shareholders, and enlarge opportunities for our employees.

#### **Growth**

We aim to solidify ThaiBev's position as the largest and most profitable beverage company in Southeast Asia.

#### **Diversity**

To support and sustain ThaiBev's growth, we plan to diversify our revenue streams, increasing revenue contribution from non-alcoholic beverages and the sale of products outside of Thailand.

#### **Brands**

By streamlining ThaiBev's businesses into three product groups (spirits, beer, and non-alcoholic beverage) and identifying core brands within each, as well as focusing on primary and secondary markets with the greatest growth potential, we look to expand the business via a consumer- and market-driven approach.

#### **Reach**

To realise the potential of ThaiBev's core brands, robust and efficient routes to all markets are required. Accordingly, we seek to build on our market leading business processes and supply chains to strengthen existing distribution networks, establish new ones, and also enter into partnerships with third-party distributors when appropriate.

#### **Professionalism**

We strive to ensure that we have a diverse and high performance workforce, and that the teams behind all three product groups work together seamlessly, leveraging cross-product group synergies where applicable, further strengthening our long term potentials.

Always with you

# ThaiBev... Always with you

Believing that every moment of your life is precious,  
we aim to create products that you can enjoy at all times.

Always with you





ThaiBev has an international presence and engages in overseas distillery operations with 5 distilleries in Scotland and 1 distillery in China.



225

At the end of 2014, the restaurants of Oishi Group totaled 225 outlets.



ThaiBev owns and operates 18 well-equipped and modernized distilleries in Thailand with the total annual production capacity of 819 million liters.



7,000

ThaiBev owns a fleet of over 7,000 transports.

Covers 400,000 points of sales in Thailand.

1,100 direct sales teams in Thailand.

110,000 units of coolers & freezers in Thailand.



“The Most Transparent Company Award” in the Foreign Listings Category from Securities Investors Association (SIAS) in 2009 and 2014 and received Runner-Up awards in 2010, 2012 and 2013.



17.3

SGD 17.3 billion by market capitalization, ranked top 10 largest companies by market cap on SGX. (as of 31 Dec 2014)



# Shareholding Structure

as at December 31, 2014

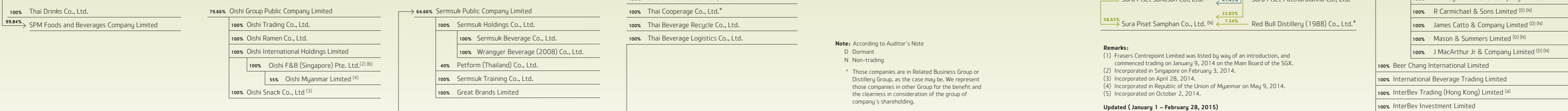


## Non-Alcohol Beverage Business Group

### Group of Company Limited

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

### Group of Listed Companies on the Stock Exchange of Thailand



## 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.

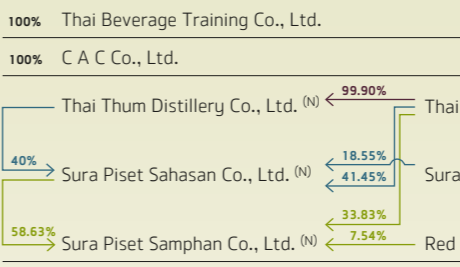
## Trademark Group

- 100% Thai Beverage Brands Co., Ltd.
- 100% Archa Beer Co., Ltd.
- 100% Beer Chang Co., Ltd.
  - 100% Chang Beer International Co., Ltd. <sup>(D) (N)</sup>

**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.

## Others <sup>(d)</sup>



**Remarks:**  
(1) Frasers Centrepoint Limited was listed by way of an introduction, and commenced trading on January 9, 2014 on the Main Board of the SGX.  
(2) Incorporated in Singapore on February 3, 2014.  
(3) Incorporated on April 28, 2014.  
(4) Incorporated in Republic of the Union of Myanmar on May 9, 2014.  
(5) Incorporated on October 2, 2014.

**Updated (January 1 – February 28, 2015)**  
(a) InterBev Timor, Unipessoal, Lda. incorporated in Timor-Leste on January 19, 2015.  
(b) Oishi Group Limited Liability Company incorporated in Socialist Republic of Vietnam on February 14, 2015.  
(c) Cash Van Management Co., Ltd. incorporated on February 27, 2015.  
(d) Food of Asia Co., Ltd. incorporated on February 27, 2015.

# Report of the Board of Directors

## Breakdown in Shares and Types of Share

As at December 31, 2014

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. <b>Beer Thai (1991) Public Company Limited</b> 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. <b>Beer Thip Brewery (1991) Co., Ltd.</b> 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. <b>Cosmos Brewery (Thailand) Co., Ltd.</b> 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. <b>Sangsom Co., Ltd.</b> 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. <b>Fuengfuanant Co., Ltd.</b> 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. <b>Mongkolsamai Co., Ltd.</b> 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. <b>Thanapakdi Co., Ltd.</b> 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. <b>Kanchanasingkorn Co., Ltd.</b> 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. <b>Sura Bangyikhan Co., Ltd.</b> 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. <b>Athimart Co., Ltd.</b> 170 Moo 11, Tambon Nikhom Amphoe Satuek, Buri Ram 31150	Spirits distillery	Common	900,000,000.00	90,000,000	90,000,000	100.00%	
11. <b>S.S. Karnsura Co., Ltd.</b> 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. <b>Kankwan Co., Ltd.</b> 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. <b>Theparunothai Co., Ltd.</b> 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. <b>Red Bull Distillery (1988) Co., Ltd.</b> 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%	
15. <b>United Winery and Distillery Co., Ltd.</b> 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. <b>Simathurakij Co., Ltd.</b> 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%	



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
17. <b>Natechai Co., Ltd.</b> 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. <b>Luckchai Liquor Trading Co., Ltd.</b> 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. <b>Sura Piset Thipharat Co., Ltd.</b> 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. <b>Modern Trade Management Co., Ltd.</b> 333 Lao Peng Nguan Tower 1, 26 <sup>th</sup> Floor Soi Choei Phuang, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Beer, spirits and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
21. <b>Horeca Management Co., Ltd.</b> 14 Sangsom Building, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900  (Incorporated on October 2, 2014)	Beer, spirits and non-alcoholic beverages distributor	Common	2,500,000.00	1,000,000	1,000,000	100.00%	(1)
22. <b>Pomkit Co., Ltd.</b> 383 Moo 8, Tambon Banpo 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%	
23. <b>Pomklung Co., Ltd.</b> 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%	
24. <b>Pomchok Co., Ltd.</b> 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%	
25. <b>Pomcharoen Co., Ltd.</b> 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%	
26. <b>Pomburapa Co., Ltd.</b> 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%	
27. <b>Pompalang Co., Ltd.</b> 439 Moo 11, Klang Muang Road, 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%	
28. <b>Pomnakorn Co., Ltd.</b> 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%	
29. <b>Pomthip (2012) Co., Ltd.</b> 40/53 Moo 3, Talad Bangkhen Sub-District Laksi District, Bangkok 10210	Beer and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
30. <b>Num Yuk Co., Ltd.</b> 40/53 Moo 3, Talad Bangkhen Sub-District Laksi District, Bangkok 10210	Spirits 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
31. <b>Num Kijjakarn Co., Ltd.</b> 383 Moo 8, Tambon Banpo Amphoe Muang Nakhon Ratchasima Nakhon Ratchasima 30310	Spirits and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
32. <b>Num Palang Co., Ltd.</b> 22/1 Soi 2 (Paprao), Paprao Road Tambon Padad, Amphoe Muang Chiangmai Chiang Mai 50100	Spirits and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
33. <b>Num Muang Co., Ltd.</b> 16/2 Moo 1, U Thong Road Tambon Tha Wasukri Amphoe Phra Nakhon Si Ayutthaya Phra Nakhon Si Ayutthaya 13000	Spirits and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
34. <b>Num Nakorn Co., Ltd.</b> 149/3 ChulachomRao Road Tambon Tha Kham Amphoe Phun Phin, Surat Thani 84130	Spirits and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
35. <b>Num Thurakij Co., Ltd.</b> 51/40-41 Moo 3, Sukhumvit Road Tambon Ban Suan Amphoe Muang Chon Buri Chon Buri 20000	Spirits and non-alcoholic beverages distributor	Common	10,000,000.00	1,000,000	1,000,000	100.00%	
36. <b>Numrungrud Co., Ltd.</b> 439 Moo 11, Tambon Muang Kao Amphoe Muang Khon Kaen Khon Kaen 40000	Spirits and non-alcoholic beverages distributor	Common	10,000,000.00	100,000	100,000	100.00%	
37. <b>Numthip Co., Ltd.</b> 85/33, 85/34 Petchakasem Road Tambon Na-Muang Amphoe Muang Ratchaburi Ratchaburi 70000	Spirits and non-alcoholic beverages distributor	Common	10,000,000.00	100,000	100,000	100.00%	
38. <b>Thipchalothorn Co., Ltd.</b> 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%	
39. <b>Krittayabun Co., Ltd.</b> 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%	
40. <b>Surathip Co., Ltd.</b> 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%	
41. <b>Sunthornpirom Co., Ltd.</b> 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%	
42. <b>Piromsurang Co., Ltd.</b> 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%	
43. <b>Thai Beverage Energy Co., Ltd.</b> 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%	
44. <b>Thai Molasses Co., Ltd.</b> 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%	
45. <b>Feed Addition Co., Ltd.</b> 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%	
46. <b>Pan International (Thailand) Co., Ltd.</b> 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%	

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
47. <b>Charun Business 52 Co., Ltd.</b> 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%	
48. <b>Thai Cooperage Co., Ltd.</b> 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%	
49. <b>Thai Beverage Recycle Co., Ltd.</b> 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%	
50. <b>Thai Beverage Logistics Co., Ltd.</b> 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%	
51. <b>Thai Beverage Marketing Co., Ltd.</b> 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%	
52. <b>Dhospaak Co., Ltd.</b> 90 CyberWorld 15 <sup>th</sup> Fl. Units B 1501-2 and 16 <sup>th</sup> Fl. Units B 1602 Ratchadaphisek Road Huai Khwang Sub-District Huai Khwang District, Bangkok 10310	Advertising agency	Common	25,000,000.00	2,500,000	2,500,000	100.00%	
53. <b>Thai Beverage Training Co., Ltd.</b> 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Training	Common	2,500,000.00	1,000,000	1,000,000	100.00%	
54. <b>International Beverage Holdings Limited</b> Room 901-2, Silvercord Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong	Holding company	Ordinary	HKD 7,010,666,000.00	7,010,666,000	7,010,666,000	100%	(2)
55. <b>Thai Beverage Brands Co., Ltd.</b> 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%	
56. <b>Beer Chang Co., Ltd.</b> 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%	
57. <b>Archa Beer Co., Ltd.</b> 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%	
58. <b>Sura Piset Pattharalanna Co., Ltd.</b> 14 Sangsom Building, Soi Yasoo 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%	
59. <b>United Products Company Limited</b> 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%	
60. <b>Thai Drinks Co., Ltd.</b> 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%	
61. <b>Oishi Group Public Company Limited</b> 19 <sup>th</sup> -20 <sup>th</sup> Floors, Park Ventures Ecoplex 57 Wireless Road, Lumpini Sub-District Pathumwan District, Bangkok 10330	Japanese restaurants and distribution of foods and beverages	Common	375,000,000.00	187,500,000	149,360,199	79.66%	

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
62. <b>C A C Co., Ltd.</b> 90 CyberWorld Tower, 10 <sup>th</sup> Fl. Ratchadapisek Road Huai Khwang Sub-District Huai Khwang District, Bangkok 10310	Management of the ASEAN Economic Community (AEC) centre	Common	30,000,000.00	300,000	300,000	100.00%	
63. <b>Chang International Co., Ltd.</b> 15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Advertising and marketing services	Common	5,050,000.00	1,000,000	1,000,000	100%	(3)
64. <b>Thai Thum Distillery Co., Ltd.#</b> 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Production and distribution of spirits	Common	14,000,000.00	17,500	17,483	99.90%	
65. <b>Sura Piset Sahasan Co., Ltd.#</b> 14 Sangsom Building, Soi Yasoob 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%	
66. <b>Sura Piset Samphan Co., Ltd.#</b> 14 Sangsom Building, Soi Yasoob 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%	
67. <b>InterBev (Singapore) Limited</b> No. 438 Alexandra Road #05-01, Alexandra Point Singapore 119958  (Registered the change of Company's address on May 26, 2014)	Trading of alcoholic beverages	Ordinary	SGD 61,249,000.00	61,249,000	61,249,000	100.00%	(4)
68. <b>InterBev (Cambodia) Co., Ltd.</b> No. 01, Street 484, corner 97, Sangkat Psar Deum Tkov, Khan Chamkamorn Phnom Penh, Kingdom of Cambodia	Trading of alcoholic beverages	Ordinary	USD 200,000.00	1,000	1,000	100.00%	
69. <b>InterBev Malaysia Sdn. Bhd.</b> Suite 6.01, 6 <sup>th</sup> Floor, Plaza See Hoy Chan Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia	Trading of alcoholic beverages	Ordinary	MYR 100,000.00	100,000	100,000	100.00%	
70. <b>Best Spirits Company Limited</b> 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%	
71. <b>International Beverage Holdings (UK) Limited</b> Moffat Distillery, Airdrie, ML6 8PL, Scotland	Holding company	Common	GBP 71,670,000.00	71,670,000	71,670,000	100.00%	
72. <b>International Beverage Holdings (China) Limited</b> 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%	
73. <b>S.P.M Foods and Beverages Company Limited</b> 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%	
74. <b>Oishi Trading Co., Ltd.</b> 19 <sup>th</sup> -20 <sup>th</sup> Floors, Park Ventures Ecoplex 57 Wireless Road, Lumpini Sub-District Pathumwan District, Bangkok 10330	Production and distribution of food and beverage	Common	420,000,000.00	4,200,000	3,345,670	79.66%	
75. <b>Oishi Ramen Co., Ltd.</b> 19 <sup>th</sup> -20 <sup>th</sup> Floors, Park Ventures Ecoplex 57 Wireless Road, Lumpini Sub-District Pathumwan District, Bangkok 10330	Japanese ramen restaurants	Common	158,000,000.00	1,580,000	1,258,610	79.66%	
76. <b>Oishi International Holdings Limited</b> Room 901-2, Silvercord Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong	International distribution of beverage	Common	HKD 9,400,000.00	9,400,000	7,487,925	79.66%	(5)

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
77. <b>Chang Beer International Co., Ltd.#</b> 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%	
78. <b>Mekhong Distillery Limited</b> 14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	Consultancy service	Common	125,000.00	5,000	5,000	100.00%	
79. <b>Chang Corp Co., Ltd.</b> 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%	
80. <b>Beer Chang International Limited</b> No. 438 Alexandra Road #05-01, Alexandra Point Singapore 119958  (Registered the change of Company's address on May 26, 2014)	Production and trading of alcoholic and non-alcoholic beverages	Ordinary	SGD 498,240.00	498,240	498,240	100.00%	
81. <b>International Beverage Trading Limited</b> 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. <b>Sermsuk Public Company Limited</b> Muang Thai Phatra Complex Tower 1, 27-28 <sup>th</sup> Floor 252/35-36 Rachadaphisek Road Huay Kwang Sub-District Huay Kwang District, Bangkok 10310	Production and distribution of beverages	Common	265,900,484.00	265,900,484	171,923,138	64.66%	
83. <b>InterBev Investment Limited</b> Room 901-2, Silvercord Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong	Holding company	Ordinary	SGD 817,960,000.00	817,960,000	817,960,000	100%	(6)
84. <b>InterBev Trading (Hong Kong) Limited</b> Room 901-2, Silvercord Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong	Distribution and marketing of food and beverage products	Ordinary	HKD 10,000.00	10,000	10,000	100%	
85. <b>Oishi Snack Co., Ltd.</b> 19 <sup>th</sup> -20 <sup>th</sup> Floors, Park Ventures Ecoplex 57 Wireless Road, Lumpini Sub-District Pathumwan District, Bangkok 10330 (Incorporated on April 28, 2014)	Distribution of snack	Common	52,000,000.00	800,000	637,268	79.66%	(7)
86. <b>International Beverage Holdings Limited USA, Inc.</b> 17785 Center Court Dr, Suite 640 Cerritos, CA 90703, USA  (Registered the change of Company's address on May 6, 2014)	Trading of alcoholic beverages	Common	USD 1.00	1,000	1,000	100.00%	(8)
87. <b>Super Brands Company Pte. Ltd.</b> No. 438 Alexandra Road #05-01, Alexandra Point Singapore 119958  (Registered the change of Company's address on May 26, 2014)	Trademark holding	Ordinary	SGD 60,459,000.00	60,459,000	60,459,000	100.00%	(9)
88. <b>Blairmor Limited#</b> Moffat Distillery, Airdrie, ML6 8PL, Scotland	Holding company	Common	£9,009,407.00	900,940,700	900,940,700	100.00%	
89. <b>Inver House Distillers Limited</b> Moffat Distillery, Airdrie, ML6 8PL, Scotland	Production and distribution of spirits	Common	£ 10,000,000.00	10,000,000	10,000,000	100.00%	
90. <b>InterBev Trading (China) Limited</b> 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%	(10)
91. <b>Yunnan Yulinquan Liquor Co., Ltd.</b> Yulin Village, Shuangjiang Town Eshan County, Yuxi City Yunnan, China 653200	Spirits distillery	-	RMB 159,388,200.00	-	-	100.00%	(10)

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
92. <b>Blairnhor Distillers Limited<sup>#</sup></b> Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£200.00	2,000	2,000	100.00%	
93. <b>Wee Beastie Limited<sup>#</sup></b> Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£100.00	100	100	100.00%	
94. <b>Moffat &amp; Towers Limited<sup>#</sup></b> Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£1.00	1	1	100.00%	
95. <b>Glen Calder Blenders Limited<sup>#</sup></b> Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£100.00	100	100	100.00%	
96. <b>Hankey Bannister &amp; Company Limited<sup>#</sup></b> Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£100.00	100	100	100.00%	
97. <b>R. Carmichael &amp; Sons Limited<sup>#</sup></b> Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£30,000.00	30,000	30,000	100.00%	
98. <b>J MacArthur Junior &amp; Company Limited<sup>#</sup></b> Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£100.00	100	100	100.00%	
99. <b>Mason &amp; Summers Limited<sup>#</sup></b> 10 Foster Lane, London, EC2V 6HH, England	Dormant	Common	£10,030.00	10,030	10,030	100.00%	
100. <b>James Catto &amp; Company Limited<sup>#</sup></b> Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£50,000.00	50,000	50,000	100.00%	
101. <b>The Knockdhu Distillery Company Limited<sup>#</sup></b> Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£100.00	100	100	100.00%	
102. <b>Speyburn-Glenlivet Distillery Company Limited<sup>#</sup></b> Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£100.00	100	100	100.00%	
103. <b>The Pulteney Distillery Company Limited<sup>#</sup></b> Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£2.00	2	2	100.00%	
104. <b>The Balblair Distillery Company Limited<sup>#</sup></b> Moffat Distillery, Airdrie, ML6 8PL, Scotland	Dormant	Common	£2.00	2	2	100.00%	
105. <b>Sermsuk Holdings Co., Ltd.</b> 252/35-36, Muang Thai-Phatra Complex Bldg.1, 27-28 <sup>th</sup> Floor, Rachadaphisek Road Huay Kwang Sub-District Huay Kwang District, Bangkok 10310	Holding company	Common	600,000,000.00	60,000,000	38,794,169	64.66%	(11)
106. <b>Sermsuk Beverage Co., Ltd.</b> 252/35-36, Muang Thai-Phatra Complex Bldg.1, 27-28 <sup>th</sup> Floor, Rachadaphisek Road Huay Kwang Sub-District Huay Kwang District, Bangkok 10310	Production and distribution of beverages	Common	689,586,150.00	68,958,615	44,586,536	64.66%	
107. <b>Sermsuk Training Co., Ltd.</b> 252/35-36, Muang Thai-Phatra Complex Bldg.1, 27-28 <sup>th</sup> Floor, Rachadaphisek Road Huay Kwang Sub-District Huay Kwang District, Bangkok 10310	Human resources development and organisation	Common	2,500,000.00	1,000,000	646,569	64.66%	
108. <b>Great Brands Limited</b> Room 901-2, Silvercord, Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong	Manage brands	Common	HKD 1,000,000.00	1,000,000	646,569	64.66%	
109. <b>Wrangyer Beverage (2008) Co., Ltd.</b> 252/35-36, Muang Thai-Phatra Complex, Bldg.1, 27-28 <sup>th</sup> Floor, Rachadaphisek Road Huay Kwang Sub-District Huay Kwang District, Bangkok 10310	Production and distribution of energy drink	Common	200,000,000.00	20,000,000	12,931,390	64.66%	
110. <b>Oishi F&amp;B (Singapore) Pte. Ltd.</b> No. 438 Alexandra Road, #05-01 Alexandra Point Singapore 119958  (Incorporated in Singapore on 3 February 2014 and registered the change of company's address on May 26, 2014)	Brands management and consulting services	Common	SGD 1,520,000.00	1,520,000	1,210,813	79.66%	(12)
111. <b>Oishi Myanmar Limited</b> No. 1-11, Padonmar Stadium (East Wing) Bargayar Street, Sanchaung Township Yangon Republic of the Union of Myanmar  (Incorporated in Myanmar on May 9, 2014)	Restaurant business	Common	USD 800,000.00	800,000	350,480	43.81%	(13)

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
112. <b>Petform (Thailand) Co., Ltd.</b> 75/102 Ocean Tower 2, 37 <sup>th</sup> Floor Sukhumvit Soi 19 (Wattana), Asoke Road Khongtoey Nua Wattana, Bangkok 10110	Manufacture and distribution of plastic packaging	Common	75,000,000.00	7,500,000	1,939,708	25.86%	
113. <b>Fraser and Neave, Limited</b> 438 Alexandra Road, #20-00 Alexandra Point Singapore 119958  (Registered the change of Company's address on September 30, 2014)	Manufacture and distribution of food and beverage and publishing and printing	Ordinary	SGD 851,056,469.00	1,444,910,386	412,423,822	28.54%	(14) (c)
114. <b>Frasers Centrepoint Limited</b> 438 Alexandra Road, #21-00 Alexandra Point Singapore 119958	Development and investment in property	Ordinary	SGD 1,753,699,052.53	2,894,878,110	824,847,644	28.49%	(15) (b)
115. <b>Liquorland Limited</b> 8 Westbank Road, Belfast, BT3 9JL Northern Ireland	Off licences	Common	£495,000.00	495,000	245,000	49.49%	

**Remarks: # These are currently non-trading companies**

- (1) On October 2, 2014, the registered capital of Horeca Management Co., Ltd. is Baht 10,000,000 consisting of 1,000,000 issued common shares. Thai Beverage Public Company Limited directly holds shares in this company. Currently, this company's paid-up capital is Baht 2,500,000.
- (2) On June 17, 2014, International Beverage Holdings Limited registered the increase of paid-up capital from HKD 3,160,452,000 to HKD 3,946,085,000; on December 17, 2014, this company registered the increase of paid-up capital from HKD 3,946,085,000 to HKD 6,704,906,000; and on December 24, 2014, it registered the increase of paid-up capital from HKD 6,704,906,000 to HKD 7,010,666,000.
- (3) On January 30, 2014, Chang International Co., Ltd. registered the increase of paid-up capital from Baht 100,000 to Baht 10,000,000 by issuing the new 990,000 common shares, totaling 1,000,000 shares. Thai Beverage Public Company Limited directly holds shares in this company. Currently, this company's paid-up capital is Baht 5,050,000.
- (4) On December 24, 2014, InterBev (Singapore) Limited registered the increase of paid-up capital from SGD 9,000,000 to SGD 61,249,000.
- (5) On February 10, 2014, Oishi International Holdings Limited registered the increase of paid-up capital from HKD 100,000 to HKD 9,400,000.
- (6) On June 17, 2014, InterBev Investment Limited registered the increase of paid-up capital from SGD 227,629,000 to SGD 354,390,000; and on December 17, 2014, this company registered the increase of paid-up capital from SGD 354,390,000 to SGD 817,960,000.
- (7) On April 28, 2014, the registered capital of Oishi Snack Co., Ltd. is Baht 80,000,000 consisting of 800,000 issued common shares. Thai Beverage Public Company Limited indirectly holds shares, representing 79.66% of the total issued shares of Oishi Snack Co., Ltd. through Oishi Group Public Company Limited. Currently, this company's paid-up capital is Baht 52,000,000.
- (8) This company has the registered capital of USD 1 and share premium of USD 11,799,999.
- (9) On December 24, 2014, Super Brands Company Pte. Ltd. registered the increase of paid-up capital from SGD 8,210,000 to SGD 60,459,000.
- (10) This company was incorporated with the type of investment as equity interest, therefore, there is no share to be issued.
- (11) On November 20, 2015, Sermsuk Holdings Co., Ltd. registered the increase of capital from Baht 500,000,000 to Baht 600,000,000. Thai Beverage Public Company Limited indirectly holds share, representing 64.66% of the total issued shares of Sermsuk Holdings Co., Ltd. shares through Thai Beverage Logistics Co., Ltd. and Sermsuk Public Company Limited.
- (12) On February 3, 2014, the registered capital of Oishi F&B (Singapore) Pte. Ltd. is SGD 1 consisting of 1 issued ordinary share. On March 11, 2014, this company registered the increase of paid-up capital from SGD 1 to SGD 1,520,000. Thai Beverage Public Company Limited indirectly holds shares, representing 79.66% of the total issued shares of Oishi F&B (Singapore) Pte. Ltd. through Oishi Group Public Company Limited and Oishi International Holdings Limited.
- (13) On May 9, 2014, the registered capital of Oishi Myanmar Limited is USD 800,000 consisting of 800,000 issued ordinary shares. Thai Beverage Public Company Limited indirectly holds shares, representing 43.81% of Oishi Myanmar Limited shares through Oishi Group Public Company Limited, Oishi International Holdings Limited, and Oishi F&B (Singapore) Pte. Ltd.
- (14) On April 3, 2014, Fraser and Neave, Limited reduced its capital from SGD 1,457,917,109 to SGD 851,056,469 by cash distribution to shareholders; as a result, the percentage of shareholding was not impacted. Please note that we present the issued shares including 4,100 treasury shares, while the percentage of shareholding calculation excludes treasury shares.
- (15) On January 9, 2014, following the distribution by way of dividend-in-specie of shares in Frasers Centrepoint Limited ("FCL") by Fraser and Neave, Limited, InterBev Investment Limited ("IBIL") received 824,847,644 FCL shares and FCL was listed and commenced trading on the Main Board of the SGX on the same day. The paid-up registered capital of FCL is SGD 1,753,976,920.36 with a total of 2,889,812,572 issued shares. On December 19, 2014, FCL issued 5,065,538 ordinary shares, thereby increasing its issued and paid-up shares to 2,894,878,110 shares. As a result, the percentage of FCL's issued and paid-up shares that Thai Beverage Public Company Limited's holding in FCL shares through International Beverage Holdings Limited and IBIL represents 28.49% of its total issued share capital.

**Updated (1 January – 28 February 2015):**

- (a) On January 19, 2015, InterBev Timor, Unipessoal, Lda. was incorporated by InterBev Trading (Hong Kong) Limited ("ITHK") in Timor-Leste with the registered capital of USD 10,000. Thai Beverage Public Company Limited indirectly holds shares, representing 100% of InterBev Timor, Unipessoal, Lda. through International Beverage Holdings Limited and ITHK.
- (b) On January 20, 2015, Frasers Centrepoint Limited ("FCL") issued 131,753 ordinary shares, thereby increasing its issued and paid-up shares to 2,895,009,863 shares. As a result, the percentage of FCL's issued and paid-up shares that Thai Beverage Public Company Limited indirectly holds through International Beverage Holdings Limited and InterBev Investment Limited is 28.49% of its total issued share capital.
- (c) On January 27, 2015, Fraser and Neave, Limited issued 2,167,368 ordinary shares, thereby increasing its issued and paid-up shares to 1,447,077,754 shares (including 4,100 treasury shares). As a result, the percentage of F&N's issued and paid-up shares that Thai Beverage Public Company Limited indirectly holds through International Beverage Holdings Limited and InterBev Investment Limited is 28.50% of its total issued share capital (excluding treasury shares).
- (d) On February 14, 2015, Oishi Group Limited Liability Company was incorporated by Oishi F&B (Singapore) Pte. Ltd. ("OSPL") in the Socialist Republic of Vietnam with the registered capital of USD 50,000. Thai Beverage Public Company Limited indirectly holds shares, representing 79.66% of Oishi Group Limited Liability Company shares through Oishi Group Public Company Limited, Oishi International Holdings Limited and OSPL.
- (e) On February 27, 2015, Cash Van Management Co., Ltd. was incorporated by Thai Beverage Public Company Limited and its registered capital is Baht 10,000,000 consisting of 1,000,000 common shares. Currently, this company's paid-up capital is Baht 2,500,000.
- (f) On February 27, 2015, Food of Asia Co., Ltd. was incorporated by Thai Beverage Public Company Limited and its registered capital is Baht 10,000,000 consisting of 1,000,000 common shares. Currently, this company's paid-up capital is Baht 2,500,000.

# List of Direct and Deemed Interests of Each Director

As at January 21, 2015

Name of directors	Direct Interests	Number of Shares	Percentage of Shareholding	Increase (decrease) during the accounting period <sup>(1)</sup>	Deemed Interests	Number of Shares	Percentage of Shareholding
1. Mr. Charoen Sirivadhanabhakdi	Thai Beverage Public Company Limited	-	-	-	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. <sup>(2)</sup>	369,750,000	25.50	-	Shiny Treasure Holdings Limited <sup>(2)</sup>	710,500,000	49.00
	Maxtop Management Corp. <sup>(3)</sup>	-	-	-	MM Group Limited <sup>(3)</sup>	50,000	100.00
	Risen Mark Enterprise Ltd. <sup>(4)</sup>	-	-	-	MM Group Limited <sup>(4)</sup>	50,000	100.00
	Golden Capital (Singapore) Limited <sup>(5)</sup>	-	-	-	MM Group Limited <sup>(5)</sup>	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	-	-	-	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. <sup>(2)</sup>	369,750,000	25.50	-	Shiny Treasure Holdings Limited <sup>(2)</sup>	710,500,000	49.00
	Maxtop Management Corp. <sup>(3)</sup>	-	-	-	MM Group Limited <sup>(3)</sup>	50,000	100.00
	Risen Mark Enterprise Ltd. <sup>(4)</sup>	-	-	-	MM Group Limited <sup>(4)</sup>	50,000	100.00
	Golden Capital (Singapore) Limited <sup>(5)</sup>	-	-	-	MM Group Limited <sup>(5)</sup>	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 Tantiwattthanaphan	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 Kovilaikool	-	-	-	-	-	-	-
8. Prof. Kanung Luchai	-	-	-	-	-	-	-
9. Mr. Manu Leopairote	-	-	-	-	-	-	-
10. Mr. Ng Tat Pun	-	-	-	-	-	-	-
11. Mr. Michael Lau Hwai Keong	-	-	-	-	-	-	-
12. Prof. Pornchai Matangkasombut	-	-	-	-	-	-	-
13. Dr. Sakthip Krairiksh	-	-	-	-	-	-	-
14. Gen. Dr. Choo-Chat Kambhu Na Ayudhya	-	-	-	-	-	-	-
15. Mr. Vivat Tejapaibul	Thai Beverage Public Company Limited	191,541,500	0.76	-	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. Ueychai Tantha-Obhas	-	-	-	-	-	-	-
19. Mr. Sithichai Chai kriangkrai	Thai Beverage Public Company Limited	1	0.00	-	-	-	-
20. Dr. Pisanu Vichiensanth	-	-	-	-	-	-	-

- 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 2014. 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.



# Statistics of Shareholders

As at March 3, 2015

## 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 – 99	8	6.61	8	0.00
100 – 1,000	4	3.30	1,200	0.00
1,001 – 10,000	1	0.82	5,000	0.00
10,001 – 1,000,000	43	35.54	14,803,665	0.06
1,000,001 and above	65	53.72	25,095,215,127	99.94
Total	121	100.00	25,110,025,000	100.00

Based on the information available to the Company, approximately 27.71% of 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.

## Substantial Shareholders (as shown in the Company's Register of Substantial Shareholders)

	Direct interest		Deemed interest	
	No. of Shares	%	No. of Shares	%
Siriwana Co., Ltd.	11,368,060,000	45.27	-	-
Maxtop Management Corp.	4,327,042,762	17.23	-	-
MM Group Limited <sup>(1)</sup>	-	-	5,176,627,762	20.61
Mr. Charoen Sirivadhanabhakdi <sup>(2)</sup>	-	-	16,544,687,762	65.89
Khunying Wanna Sirivadhanabhakdi <sup>(2)</sup>	-	-	16,544,687,762	65.89

### Remarks:

- (1) MM Group Limited ("MM Group") holds a 100% direct interest in each of Maxtop Management Corp. ("Maxtop"), Risen Mark Enterprise Ltd. ("RM") and Golden Capital (Singapore) Limited ("GC");
- Maxtop holds a 17.23% direct interest in ThaiBev;
  - RM holds a 3.32% direct interest in ThaiBev; and
  - GC holds a 0.06% direct interest in ThaiBev.
- MM Group is therefore deemed to be interested in ThaiBev.
- (2) Each of Mr. Charoen Sirivadhanabhakdi and his spouse, Khunying Wanna Sirivadhanabhakdi also jointly hold:
- a 51% direct interest in Siriwana Co., Ltd.; and
  - a 100% direct interest in MM Group. MM Group holds a 100% direct interest in each of Maxtop, RM and GC. Maxtop holds a 17.23% direct interest in ThaiBev; RM holds a 3.32% direct interest in ThaiBev; and GC holds 0.06% direct interest in ThaiBev.
- Each of Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi is therefore deemed to be interest in ThaiBev.

**TOP TWENTY SHAREHOLDERS**

<b>No.</b>	<b>Name of shareholders</b>	<b>Number of Shares</b>	<b>%</b>
1.	Siriwana Co., Ltd.	11,368,060,000	45.27
2.	The Central Depository (Pte) Limited	8,590,233,444	34.21
3.	Maxtop Management Corp.	3,694,675,000	14.71
4.	Mr. Thapana Sirivadhanabhakdi	107,000,000	0.43
5.	Mrs. Thapanee Techajareonvikul	107,000,000	0.43
6.	Mr. Panote Sirivadhanabhakdi	107,000,000	0.43
7.	Mrs. Wallapa Traisorat	107,000,000	0.43
8.	Mrs. Atinant Bijananda	88,000,000	0.35
9.	Mr. Natthavat Tejapaibul	72,377,500	0.29
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.	Miss Weena Chaiyawan	50,000,000	0.20
15.	Mrs. Chompoonuch Tejapaibul	50,000,000	0.20
16.	Mrs. Nontana Chaiyawan	48,000,000	0.19
17.	Mr. Vivat Tejapaibul	41,541,500	0.16
18.	Mr. Pachara Photijad	37,450,000	0.15
19.	Mr. Chai Chaiyawan	36,729,500	0.15
20.	Mr. Komen Tantiwivatthanaphan	34,068,668	0.14
<b>Total</b>		<b>24,796,891,112</b>	<b>98.76</b>

### Statistics of Shareholders under The Central Depository (Pte) Limited

Size of Shareholdings	Number of Shareholders	%	Number of Shares	%
1 – 99	8	0.08	52	0.00
100 – 1,000	607	6.25	590,363	0.01
1,001 – 10,000	5,620	57.82	30,920,472	0.36
10,001 – 1,000,000	3,445	35.44	198,623,688	2.31
1,000,001 and above	40	0.41	8,360,098,869	97.32
<b>Total</b>	<b>9,720</b>	<b>100.00</b>	<b>8,590,233,444</b>	<b>100.00</b>

### Twenty Largest Shareholders under The Central Depository (Pte) Limited

No.	Name of shareholders	Number of Shares	%
1.	Citibank Nominees Singapore Pte Ltd	2,307,638,470	26.86
2.	DBS Nominees (Private) Limited	2,044,525,526	23.80
3.	United Overseas Bank Nominees (Private) Limited	1,645,327,985	19.15
4.	DBSN Services Pte. Ltd.	1,551,184,342	18.06
5.	HSBC (Singapore) Nominees Pte Ltd	305,072,207	3.55
6.	LIM & TAN Securities Pte Ltd	101,029,000	1.18
7.	Vivat Tejapaibul	100,000,000	1.16
8.	Morgan Stanley Asia (S) Sec Pl	69,831,686	0.81
9.	Raffles Nominees (Pte) Limited	57,074,304	0.66
10.	Lee Pineapple Company Pte Ltd	27,500,000	0.32
11.	Bank of Singapore Nominees Pte. Ltd.	22,755,599	0.26
12.	BNP Paribas Securities Services Singapore Branch	20,060,372	0.23
13.	DB Nominees (Singapore) Pte Ltd	13,527,154	0.16
14.	Sunfield Pte Ltd	12,000,000	0.14
15.	UOB Kay Hian Private Limited	9,836,000	0.11
16.	Summerlight Pte Ltd	8,000,000	0.09
17.	DBS Vickers Securities (Singapore) Pte Ltd	7,029,800	0.08
18.	CIMB Securities (Singapore) Pte. Ltd.	5,847,900	0.07
19.	OCBC Securities Private Limited	5,379,400	0.06
20.	Summerhill Pte Ltd	5,000,000	0.06
<b>Total</b>		<b>8,318,619,745</b>	<b>96.81</b>

### Particular of significant contracts with the interested persons for the year 2014

Except as disclosed above and in the financial statements for the year ended 31 December 2014, there were no material contracts entered into by the Group involving the interests of the directors or controlling shareholders during the year.

### Net book value of the Group freehold land and building for Property, plant and equipment as at 31 December 2014 were as follows.

	(Million Baht)
Land	15,597
Land improvement	645
Building and improvements	11,873
<b>Total</b>	<b>28,115</b>

In January 2011, February, March, April, and May 2012, and November 2013, the Group revalued the land, which was performed by independent appraisers, on a market value basis.

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

The amount of the Group freehold land for Investment Properties as at 31 December 2014 amounted to Baht 1,076 million which was 4.14% of profit before income tax.

# Operational and Financial Review

## OVERVIEW

---

---

ThaiBev was established in 2003 to consolidate a number of leading spirits and beer businesses in Thailand belonging to our founding shareholders and other investors. In 2006, we registered ThaiBev's listing on the Singapore Exchange ("SGX"), and subsequently expanded to the non-alcoholic beverage and food sectors to diversify our product portfolio, enhance logistics efficiency, and mitigate business risks. Today, ThaiBev is not only Thailand's leading beverage producer, but also one of Asia's largest beverage producers. Our business consists of four segments – spirits, beer, non-alcoholic beverage, and food.

---

---

## OUR VISION

---

---

ThaiBev Group's vision is to be a Thailand's world-class total beverage producer and distributor embodying commercial excellence, continuous product development and premiumisation, as well as professionalism. Our mission is to build strong mutually beneficial relationships with all our stakeholders in every aspect, guided by the following six principles:

- Offer top quality products to all customer segments;
- Respond professionally to distributors' demands;
- Grow revenue and profits in a sustainable manner to create value for shareholders and provide favourable returns on investments;
- Be a role model of the highest standards of professionalism, corporate governance, and transparency;
- Build a sense of ownership among employees by trusting, empowering, and rewarding them; and
- Contribute to society.

## STRATEGIES

---

### Growth

Growth is vital for business longevity and for yielding sustainable returns to stakeholders. ThaiBev's growth towards becoming the leading beverage company in the region will be driven by two key factors – its diversified portfolio and solid distribution network. ThaiBev has a portfolio comprising various renowned alcoholic and non-alcoholic beverage brands which have been loved by consumers for decades; and plans to continue its product premiumisation initiatives and further raise awareness of its brands as it expands into new markets. To facilitate growth, ThaiBev aims to maintain its leading position in Thailand and also penetrate untapped markets in the region. It believes effective and efficient routes to markets are critical for successful expansion, and places an emphasis on strengthening and leveraging its distribution channels.

The acquisition of Fraser and Neave, Limited (“**F&N**”), a leading beverage producer, distributor, and publisher based in Singapore, in 2012 was a major milestone in ThaiBev's overseas expansion journey. A venerable company with a history spanning more than 130 years, as well as a diversified product and trademark portfolio, F&N has a leading position in Southeast Asia's beverage industry. Now able to tap on F&N's strengths, ThaiBev's ability to expedite robust growth in the region has been enhanced.

### Diversity

To facilitate its expansion into the non-alcoholic beverage segment, ThaiBev made three key acquisitions over the years, commencing with the acquisition of Oishi Group Public Company Limited (“**Oishi**”) — the No. 1 green tea beverage producer in Thailand — in 2008. This was followed by the acquisition of Sermasuk Public Company Limited (“**Sermasuk**”) — the beverage producer with the most extensive distribution network in Thailand — in 2011. Thereafter, ThaiBev acquired F&N — a leading beverage producer, distributor, and publisher based in Singapore — in 2012.

Diversifying into the non-alcoholic beverage segment is one of ThaiBev's strategies for becoming the leading total beverage producer and distributor in the region. Doing so enables ThaiBev to provide trade partners with a wider variety of products, optimise its distribution network, and mitigate the risk of possible increases in excise tax rates levied on alcoholic beverages. Diversifying into overseas markets, especially ones in Southeast Asia, is also important for ThaiBev. Partnering with F&N better enables ThaiBev to expand in this region, and is among its core strategies for stepping up and becoming the leading total beverage company in the region. F&N has extensive experience and expertise in operating in Singapore, Malaysia, and Thailand; and ThaiBev can leverage on these to cement the two companies' positions as leaders in the beverage industries in these three countries. With business models that have proven to be successful in these three Southeast Asian countries, ThaiBev and F&N can also capitalise on new windows of opportunity to expand into other ASEAN countries.

### Brand

In 2014, ThaiBev restructured its core businesses into three product groups – spirits, beer, and non-alcoholic beverage, and established management teams for each one of them. The flagship brands of each business were also identified. Ruangkhao, Hong Thong, Blend 285, and Old Pulteney were identified as the spirit business's core brands; while Chang — the winner of multiple Monde Selection gold medals — was identified as the beer business' core brand. As for the non-alcoholic beverage business, its core brands include “est” cola, “Oishi” green tea, as well as F&N's “100PLUS” and “F&N Nutrisoy”, which are popular in Malaysia and Singapore.

ThaiBev is determined to maximise its potential and maintain its market-leading position. Through innovation, it seeks to develop products that can be enjoyed be it night or day; continually appeal to consumers of all genders and ages; and become an integral part of their daily routines. To this end,

ThaiBev constantly modernises and refreshes its brands, and introduces new products and new packaging. To increase brand awareness for its products and achieve top-of-mind recall among consumers, ThaiBev regularly contributes to public relations and marketing campaigns.

### Reach

ThaiBev's strong and extensive distribution network has been a major contributor to its elevation to a leading position in Thailand's beverage market. This distribution network was built over more than 30 years ago, starting from the time its spirits business was founded. Since then, its sales teams have expanded the network to cater to the beer and non-alcoholic beverage segments by leveraging on their established relationships with agents, distributors, as well as restaurants. ThaiBev has also established over 1,000 direct sales teams to provide retailers with sales-related services and manage shelf placement to maximise the visibility of its products. In 2013, ThaiBev reinforced its domestic distribution network through the establishment of Modern Trade Management Co., Ltd, which focuses on distributing both alcoholic and non-alcoholic beverages to modern trade establishments. In 2014, ThaiBev further strengthened its sales capabilities through the establishment of HORECA Management Co., Ltd, which focuses on on-premise distribution, particularly with regards to introducing ThaiBev's overseas premium products to high-end restaurants and hotels in Thailand. In aggregate, ThaiBev currently has a route-to-market that reaches over 400,000 shops, stores, and restaurants across Thailand.

Besides improving its own distribution network in Thailand, ThaiBev always seeks opportunities to form alliances and collaborate with local businesses in other Southeast Asian markets in order to secure its position as the leading total beverage company in the region and enjoy a truly stable and sustainable business.

### Professionalism

Human resources are essential to the success and excellence of any organisation. ThaiBev believes that having a diverse pool of talent comprising capable employees from across a wide range of genders, ages, races, and religions is necessary for success. Accordingly, employee development is one of its key missions. To this end, ThaiBev continually arranges for employees to undergo a variety of courses and training programmes to enhance their skills, improve the quality of their work, and realise their potential. Increasing employees' proficiency in English is one of ThaiBev's foremost areas of emphasis. Being able to do so would increase employees' readiness to work in the international arena, enhancing the professionalism of the organisation. In addition, ThaiBev believes that it is important to attract and retain quality employees, and therefore strives to have a well-managed workforce and provide employees with favourable salary and benefits packages, and career advancement opportunities.

### The Thai economy

---

In the first quarter of 2014, political events weighed on Thailand's economy. Consequently, household consumption expenditure fell and businesses exercised increased caution around investment activities. The Consumer Confidence Index sank to a 12-year low, and private sector investment levels also displayed signs of following a similar trajectory as most businesses decided to defer such activities till the economic outlook improves and the political situation is resolved. Between the second half of 2Q2014 and 3Q2014, the political uncertainty abated and indications of government policy directions became clearer. Consequently, consumer confidence began improving and the economy started recovering gradually. In 4Q2014, the economy picked up, driven by export, industrial and tourism sectors, as well as the government expenditure. On the back of economic stimuli such as government expenditure and a decline in oil prices, the Consumer Confidence Index also rebounded. However, farm incomes fell sharply on a year-on-year basis and household debts increased, hampering consumption.

## DOMESTIC BUSINESS

---

Apart from the aforementioned political events which exerted negative pressure on overall consumption, the alcoholic beverage industry in Thailand also faced other headwinds in the first half of 2014. In particular, consumers had to adjust to higher prices on the back of an increase in excise tax rates on alcohol beverages which came into effect in September 2013. Coupled with the weakening of the tourism sector amid the political situation, this resulted in a decrease in on-premise consumption. ThaiBev's alcoholic beverage business, however, was not affected as significantly. With a diversified portfolio comprising white spirits, brown spirits, and beer, consumers continued purchasing ThaiBev products even as they switched from one product category to another. On the non-alcoholic beverage front, apart from grappling with sluggish on-premise consumption in the first half of 2014, the industry also had to deal with an intensification of the fierce competition within the sector as key players employed more aggressive marketing strategies in order to win market share.

### Spirits Business

In 2014, the spirits business had to cope with the adverse effects of the political unrests and the increase in excise tax rates which came into effect in September 2013, resulting in higher product prices which consumers had to adjust to over time.

Nevertheless, sales increased 4.7% year-on-year, as the business benefitted from the price increases. Sales volumes, however, decreased 0.3% year-on-year as a result of a decrease in the sales of some brown spirits brands amid a landscape with lower on-premise consumption. Still, ThaiBev continued to maintain its leading position in the spirits market and even achieved growth, with net profit increasing by Baht 1,215 million.

### Beer Business

2014 marked the 10<sup>th</sup> anniversary of ThaiBev's partnership with Everton Football Club; and "Chang" extended its sponsorship deal with the club for the fifth time, with the three-year extension. The extension was commemorated at

an event titled "MORE GOOD YEARS: Celebrating 10 years of friendship". This remains the longest-running jersey sponsorship deal in the English Premier League, underscoring ThaiBev's position as the true leader in sports marketing.

The growth of ThaiBev's domestic beer business in 2014 is another cause for celebration. Sales increased 6.9% year-on-year on the back of net price increases, although the increase also led to a 2.4% year-on-year decrease in sales volumes, which were also impacted by the increase in excise tax rates in 2013 and the decline in on-premise consumption in the first half of the year amid the political uncertainty. Coupled with initiatives to better control advertising and promotion expenses, the sales increase enabled the beer business to end the year with a net profit of Baht 396 million.

### Non-Alcoholic Beverage Business

The non-alcoholic beverage market, especially for ready-to-drink green tea and carbonated soft drinks, remained highly competitive in 2014. Existing and new players launched aggressive advertising and promotion campaigns to win market share. Prolonged political uncertainty also weighed down consumer expenditure levels. Consequently, although sales usually peak in the summer, they decreased significantly in 2014.

Nevertheless, ThaiBev is undeterred and continues to be committed to growing its non-alcoholic beverage business in order to achieve greater product diversity, which will contribute to greater stability and sustainability. To this end, Oishi remained focused on continually building brand equity. During the year, it sponsored the Thai television programme, "Takeshi's Castle", which is popular among target consumers; and introduced a number of innovative beverages. It also stepped-up research efforts which resulted in the successful development of noteworthy new products. These include "Oishi Kabusecha" — an unsweetened premium green tea, "Oishi O Herb" — a range of herbal drinks with a variety of



different flavours, and “Oishi Tokyo Banana” — a Tokyo banana-flavoured milk tea. In addition, Oishi geared up its overseas expansion activities. Following its successful entry into Cambodia and Laos, it made a more aggressive move into Myanmar. In the past two years, Oishi also collaborated with F&N to accelerate sales growth in Malaysia.

Sermsuk continued to launch innovative products and refresh some of their packaging as well. This included the launch of “est Free” — the first sugar-free and calorie-free Thai soft drink, and the launch of “est” in 16-oz glass bottles that are now available in over 200,000 shops and restaurants across Thailand. Sermsuk also made further in-routes into supermarkets, hypermarkets, and retailers, with a nationwide launch of “est” in 1.6-litre PET bottles, and of “est Sleek Can”, which looks modern and ‘cool’. At the end of 2014, the “est” logo and packaging of “est” products were also revamped in preparation for the launch of the products in overseas markets.

While Sermsuk placed emphasis on developing the “est” brand in 2014, it also takes pride in “Crystal”, the leading brand of bottled water in Thailand. Established by Sermsuk, the brand has won the hearts of Thai consumers for over two decades. The success of “Crystal” has been cemented by its ability to meet manufacturing certification standards set by US-based public health and safety organisation NFS International, and further validated by three consecutive Thai FDA Quality Awards.

“Chang” drinking water also enjoyed greater renown in 2014 as the profile of the brand was raised through sport sponsorship deals, such as those with Thailand women’s national volleyball team and the Thailand Volleyball Association. Given the women’s national volleyball team success, brand awareness has all increased the more, bearing testament to the effectiveness of the sponsorship strategy.

Consequently, both “Crystal” drinking water and “Chang” drinking water registered sales growth in 2014, not only in terms of volumes but also in terms of value. “Chang” soda also performed well.

However, ThaiBev’s overall non-alcoholic beverage sales decreased 7.3% year-on-year in 2014, mainly due to the decrease in the sales volumes of green tea and carbonated soft drinks, which faced tough competition. Moreover, Oishi has adjusted its business strategy to focus more on brand building in order to improve consumer loyalty as a top-of-mind brand, rather than sales promotion which draws a short-term sales volume but damage the brand image in long-term.

Net loss widened by 0.3% compared to the previous corresponding period.

### **Food Business**

Like ThaiBev’s other businesses, the food business was impacted by several negative factors in the first half of 2014, including the political uncertainty and economic slowdown, as well as the decline in on-premise consumption. However, towards the end of the year, the business recovered in line with the improvement in the economy. Over the course of the year, Oishi launched several attractive campaigns such as the “Return Happiness to Thailand” campaign, which involved offering 50% discounts over a period of seven days to customers dining at Oishi Group restaurants. This won the hearts and minds of consumers in Thailand, and Oishi gained market share as a result. Awareness of other brands under Oishi Group also increased. Besides experiencing domestic growth, Oishi also expanded overseas, opening two “Shabushi by Oishi” restaurants in Myanmar – one in Yangon, and one in Mandalay. This primes Oishi to benefit from the anticipated growth of Myanmar’s economy, and thereby disposable income and consumer expenditure, with the upcoming commencement of the ASEAN Economic Community (AEC).

In addition, Oishi opened a central kitchen in the Chonburi province around the end of 2014 to facilitate the expansion of its Japanese food chains, as well as its chilled and frozen food business in Thailand and overseas. With a larger business, Oishi will be better able to cement its position as the King of Japanese Food in consumers' minds. Moving forward, Oishi is also targeting to export ready-to-eat meals to other countries in Southeast Asia.

Overall, the food business achieved a sales increase of 10.5%, on a year-on-year basis, in 2014. This was primarily due to the expansion of Oishi's restaurant chains. However, the increase in expenditures for funding promotional campaigns in the second half of 2014 resulted in net profit decreasing to Baht 74 million.

## INTERNATIONAL BUSINESS

---

### Strategy

---

The strategies of International Beverage Holdings Limited ("IBHL") are aligned with the group's Vision 2020 to become a sustainable ASEAN leader in the beverage market. IBHL will play an important role in achieving the group's goals by accomplishing its strategies in relation to the international business.

#### Driving Business Growth

To drive and sustain its business growth as well as its market position, the group targets to diversify its revenue stream, which is currently derived mainly from the sale of alcoholic beverages in Thailand, by adopting a consumer and market driven approach. This strategy will involve product diversification aimed at covering all categories in the beverage market, especially non-alcoholic beverages. The group also targets to increase revenue contribution from markets outside of Thailand to more than 50% of total revenue. To achieve that, IBHL plans to expand its reach to overseas markets – with ASEAN countries as our top priority.

Local offices in Singapore and Malaysia were established to develop sales, marketing, and distribution in ASEAN. For Spirits business, our Thai spirits and Scotch whiskey such as Crown 99, Phraya, Mekhong, Royal Legend, Old Pulteney, Speyburn, Balblair, and Hankey Bannister had already been introduced to the ASEAN market.

#### Professionalizing Business Management, Organization, and Operation

IBHL, following the overall direction of the group, is working to streamline its businesses into three main product groups: spirits, beer, and non-alcoholic products. The rationale behind this action is to allow each group to have its own centralized management team with specific professional expertise and specialization, as well as to have access to necessary and sufficient supporting services. This will allow the management teams to have better focus on their respective areas of responsibilities.

IBHL will strive to ensure that all teams behind three product groups work together seamlessly and function effectively, leveraging cross-product group synergies where applicable. IBHL will also look to enhance the professionalism and productivity of our work force.

Further to the above, IBHL targets to continue to invest in manufacturing plants equipped with the latest technology to keep our operations running even more smoothly and effectively and to enhance productivity where possible.

Our distillery in Scotland, Speyburn Distillery is undergoing an expansion to meet anticipated global demand. The expansion was designed to use the most up-to-date and energy efficient distillation equipment which will significantly reduce energy consumption and improve carbon footprint, with predicted energy savings of more than 20%.

### **Strengthening and Building Core Brands and Key Markets**

IBHL plans to invest in our core brands in the focused markets targeting to have them ranked among the top three brand leaders in each country.

In order to realize the potential of these brands, robust and efficient routes to markets are required. IBHL plans to strengthen the existing distribution networks and build new ones to cater to the specific circumstances of each country.

For Spirits business, we have received various honorable awards in 2014, among others, medals International Wine & Spirit Competition (IWSC), esteemed category award from leading whisky connoisseur Jim Murray, Silver and Bronze from the World Whisky Awards (WWA), and a silver medal in the International Spirits Challenge (ISC).

Moreover, IBHL had participated in exhibitions, trade shows, and marketing and tasting events associated with spirits

business to boost its brands' presence continually such as TFWA Asia Pacific Conference & Exhibition in Singapore, Exhibitions and Trade Shows in Hamburg, Whisky Live London, Hedonism Tasting Event London, and Gothenburg Whisky Festival.

As for Chang beer in international markets, IBHL continued to spearhead the growth of Chang beer through exports with renewed vigour. Higher sales were achieved in existing markets, driven by clearer brand positioning and more effective marketing activities and promotional spend as well as improvements in route-to-market. Chang beer's footprint was further expanded by venturing into new markets such as Bhutan and the Philippines. Moving forward, firm plans and strategies are in place to accelerate the volume growth and the regionalization of Chang beer.

### **Non-Alcoholic Businesses**

As regards non-alcoholic businesses, international business expansion is always one of the priorities in framing Oishi's business strategy and business expansion plan which is aligned with the group's Vision 2020. In 2012, Oishi set up Oishi International Holdings Limited ("**OIHL**"), a wholly owned subsidiary of Oishi Group Public Company Limited, in Hong Kong as a hub for international expansion due to various international investment and trading benefits of Hong Kong entity.

#### **Food Business**

In 2014, Oishi incorporated Oishi F&B (Singapore) Pte. Ltd. ("**OSPL**"), a wholly owned subsidiary of OIHL, in Singapore as a holding company to invest in Oishi Myanmar Limited ("**OML**"), a subsidiary in Myanmar with CM Foods Company Limited, one of the largest retailer group in Myanmar, as a partner. OML was incorporated as a vehicle for food business expansion in Myanmar with the first international flagship restaurant grand

opening in Yangon under the brand “Shabushi” in July 2014. The feedback from customers was very positive and the second outlet was opened in Mandalay in October 2014 with an expansion plan in the near future.

### **Beverage Business**

Oishi beverages are currently exporting to more than 30 countries. In 2013, Oishi appointed F&N as an international licensee in Malaysia, Singapore and Brunei. In late 2014, F&N set up local production in Malaysia by utilizing its owned facilities in order to support this business project. Malaysia has become one of the key hubs for international production and export across ASEAN.

International footprint of Oishi green tea in some countries is very strong including Laos and Cambodia where Oishi currently has biggest market share.

## **Development of the International Business in 2014**

---

### **Overall Performance**

Large fluctuations in the worldwide economy has impacted the international operations of the Group. It does not only affect the exchange rates of various currencies against Thai Baht but also affect our sales in individual geographical markets.

Overall turnover of the international business reported a 24% growth in value over 2013.

### **Beer**

The growth was satisfactory in all markets, especially for Chang Beer in ASEAN. Profitability was further improved by effectively monitoring the marketing and promotion spending. Sales of Chang Beer in Europe saw a satisfactory growth in 2014. Performance in USA decreased slightly in line with the overall imported Thai Beer in US.

### **Thai Spirits**

Sales of Thai Spirits still accounted for a small portion of the overall international business in 2014 but we are looking for the growth in ASEAN in the coming future.

### **Chinese Spirits**

Overall turnover of Yulinquan Products reported a slightly drop of 5% compared with 2013. However, the losses of the related operations were reduced. The white spirits industry in China started with some positive changes, like the decrease in government consumption be offset by the increase in commercial and private consumption. Inventory levels at distribution channels were also dropped to reasonable level.

### **Scotch whisky**

Volumes and net sales of our core brands (which consist mainly of our four single malt brands) reported double digits increases in 2014, in line with our long term goal of investing behind these brands.

In contrast, the sales of OEM brand in markets like Russia and Latin America were seriously affected by the unstable political and economic environment in relevant countries. We will continue to opportunistically pursue this business where it makes sense, but will not invest to defend volumes where it does not.

Finally, our bulk sale business did well, mainly driven by sales in Asia.

# Management Discussion and Analysis

Performance for year ended 31 December 2014

Effective from 4 September 2013, the Ministry of Finance has changed the method for alcohol excise tax. Previously, the alcohol excise tax was imposed by one of the two methods whichever was higher, an ad valorem rate or a specific rate. The ad valorem rate is based on value from a percentage of the ex-factory price. The specific rate is based on alcohol content from an amount in Baht on every one litre of pure alcohol of the product. Now, the alcohol excise tax will be based on both value and alcohol content. The changes have increased the excise tax rate for the Company products per below:

## **Beer,**

Prior : The higher of 100 Baht per litre of 100% alcohol content or 60% of the ex-factory price.

New : The higher of 155 Baht per litre of 100% alcohol content or 8 Baht per litre plus 48% of the last wholesale price excluding value-added tax.

## **White spirits,**

Prior : The higher of 150 Baht per litre of 100% alcohol content or 50% of the ex-factory price.

New : The higher of 145 Baht per litre of 100% alcohol content or 40 Baht per litre plus 4% of the last wholesale price excluding value-added tax.

## **Other distilled liquor,**

Prior : Compounded spirits, the higher of 350 Baht per litre of 100% alcohol content or 50% of the ex-factory price.  
Special/blended spirits, the higher of 400 Baht per litre of 100% alcohol content or 50% of the ex-factory price.

-New : All other distilled liquor, the higher of 250 Baht per litre of 100% alcohol content or 50 Baht per litre plus 25% of the last wholesale price excluding value-added tax.

Fraser's Centrepoint Limited ("FCL") was demerged from Fraser and Neave, Limited ("F&N") and has been listed on the main board of the Singapore Exchange Securities Trading Limited on 9 January 2014. FCL is an associate of indirect subsidiary of the Company and principally engaged in property business.

In April 2014, the Company recognized a capital reduction in cash from F&N, for a net consideration of Baht 4,465 million. The proceeds were repaid to financial institutions for loans prior to maturity without penalty.

In October 2014, the Company was informed by F&N that the arbitral tribunal has ruled F&N to sell its 55% stake in Myanmar Brewery Limited ("MBL") to Myanmar Economic Holdings Limited ("MEHL") and MEHL's valuation of US\$ 246 million does not represent a fair value of F&N's stake in MBL. Furthermore, the sales should take place at the price to be determined by an independent valuer to be appointed by both parties, failing which by a valuer named by the tribunal.

On 24 December 2014, Great Brands Limited ("Great Brand"), a direct wholly-own subsidiary of Sermsook Public Company Limited ("SSC"), an indirect subsidiary of the Company, sold trade mark of "est" brand and its formulae to Super Brands Company Pte, Ltd ("Super Brands"), a direct wholly-own subsidiary of InterBev (Singapore) Limited, another indirect subsidiary of the Company, at the total amount of Baht 1.56 billion including consultancy fee. In accordance with the sales agreement of trademarks "est" and the formulae ("the agreement"), Super Brands had to pay for the trademarks and the formulae on the submission of registration of the transfer of the trademarks of Baht 1.3 billion. The remaining consultancy and industry knowledge advisory will be paid equally of Baht 130 million per annum for two years from 2015 to 2016 according to the consultancy agreement to SSC from Super Brands for overseas market expansion. This transaction is in line with the Company's vision 2020 to develop "est", one of core brands for cola drink and other soft drinks, with the greatest growth potential in Asean.

## Performance for the year ended 31 December 2014

### Group

	ThaiBev	F&N/FCL	Total(Mil.Baht)
<b>For the year 2014</b>			
Sales	162,040	-	162,040
Gross profit	47,330	-	47,330
EBITDA	28,275	3,249	31,524
Net profit	19,308	2,125	21,433
<b>For the year 2013</b>			
Sales	155,771	-	155,771
Gross profit	43,738	-	43,738
EBITDA	25,878	3,612	29,490
Net profit	17,357	1,645	19,002
<b>Increase (decrease)</b>			
Sales	6,269	-	6,269
Gross profit	3,592	-	3,592
EBITDA	2,397	(363)	2,034
Net profit	1,951	480	2,431
<b>% increase (decrease)</b>			
Sales	4.0	-	4.0
Gross profit	8.2	-	8.2
EBITDA	9.3	(10.0)	6.9
Net profit	11.2	29.2	12.8

For the year 2014, total sales revenue of the Company was Baht 162,040 million, an increase of 4.0% or Baht 6,269 million, from Baht 155,771 million of last year, due to an increase in sales revenue of the spirits business of 4.7%, the beer business of 6.9% and the food business of 10.5% although there was a decrease of sales revenue from the non-alcoholic beverages business of 7.3%.

Gross profit was Baht 47,330 million, an increase of Baht 3,592 million, or 8.2%, due to an increase of gross profit in the spirits business of 6.8%, the beer business of 30.8% and the food business of 7.5% although there was a decrease of gross profit in the non-alcoholic beverages business of 6.3%.

Earnings before interest, tax, depreciation and amortization (EBITDA) was Baht 31,524 million, an increase of Baht 2,034 million, or 6.9%, due to an increase of EBITDA in the spirits

business of 5.9% and the beer business of 420.6% although there was a decrease of EBITDA from F&N/FCL operating results of 10.0% and the food business of 5.8% and an increase of EBITDA loss in the non-alcoholic beverages business of 17.9%. EBITDA excluding F&N/FCL operating results was Baht 28,275 million, an increase of Baht 2,397 million, or 9.3%.

Net profit was Baht 21,433 million, an increase of Baht 2,431 million, or 12.8%, due to an increase of net profit in the spirits business of 6.4%, the beer business of 188.6% and F&N/FCL operating results of 29.2% although there was an increase of net loss in the non-alcoholic beverages business of 0.3% and a decrease of net profit in the food business of 58.0%.

The increase in net profit of F&N/FCL was mainly due to a decrease in finance cost although there was the decrease in EBITDA. Net profit excluding F&N/FCL operating results was Baht 19,308 million, an increase of Baht 1,951 million, or 11.2%.

Unit: Million Baht

Year 2014	Spirits	% to Sales	Beer	% to Sales	Non-alcoholic beverages	% to Sales	Food	% to Sales	Eliminate	% to Sales	Total	% to Sales
Revenue from sales	104,592	100.0	35,193	100.0	15,775	100.0	6,602	100.0	(122)	100.0	162,040	100.0
Cost of sales	70,183	67.1	28,817	81.9	11,773	74.6	4,025	61.0	(88)	72.1	114,710	70.8
Gross profit	34,409	32.9	6,376	18.1	4,002	25.4	2,577	39.0	(34)	27.9	47,330	29.2
Selling expenses	4,003	3.8	3,846	10.9	4,635	29.4	750	11.4	(45)	36.9	13,189	8.1
Administrative expenses	5,128	4.9	2,196	6.2	1,703	10.8	1,791	27.1	(57)	46.7	10,761	6.6
Operating profit (loss)	25,278	24.2	334	0.9	(2,336)	(14.8)	36	0.5	68	(55.7)	23,380	14.4
Other income/Interest income	306	0.3	226	0.6	380	2.4	65	1.0	(68)	55.7	909	0.6
EBIT (loss)	25,584	24.5	560	1.6	(1,956)	(12.4)	101	1.5	-	-	24,289	15.0
Finance costs	170	0.2	47	0.1	203	1.3	9	0.1	-	-	429	0.3
Income tax	5,107	4.9	117	0.3	(690)	(4.4)	18	0.3	-	-	4,552	2.8
Net Profit (loss) exclude F&N/FCL	20,307	19.4	396	1.1	(1,469)	(9.3)	74	1.1	-	-	19,308	11.9
F&N/FCL results:												
Operating results											3,230	2.0
Net foreign exchange gain (loss)											19	0.0
Finance costs											(1,124)	(0.7)
F&N/FCL Net Profit											2,125	1.3
Net Profit											21,433	13.2
Depreciation & Amortization	1,560	1.5	705	2.0	1,265	8.0	456	6.9	-	-	3,986	2.5
EBITDA (loss) exclude F&N/FCL	27,144	26.0	1,265	3.6	(691)	(4.4)	557	8.4	-	-	28,275	17.4
F&N/FCL EBITDA											3,249	2.0
EBITDA											31,524	19.5



Unit: Million Baht												
Year 2013	Spirits	% to Sales	Beer	% to Sales	Non-alcoholic beverages	% to Sales	Food	% to Sales	Eliminate	% to Sales	Total	% to Sales
Revenue from sales	99,916	100.0	32,935	100.0	17,018	100.0	5,976	100.0	(74)	100.0	155,771	100.0
Cost of sales	67,696	67.8	28,059	85.2	12,746	74.9	3,578	59.9	(46)	62.2	112,033	71.9
Gross profit	32,220	32.2	4,876	14.8	4,272	25.1	2,398	40.1	(28)	37.8	43,738	28.1
Selling expenses	3,389	3.4	3,799	11.5	4,804	28.2	653	10.9	(54)	73.0	12,591	8.1
Administrative expenses	5,137	5.1	1,758	5.3	1,744	10.2	1,553	26.0	(47)	63.5	10,145	6.5
Operating profit (loss)	23,694	23.7	(681)	(2.1)	(2,276)	(13.4)	192	3.2	73	(98.6)	21,002	13.5
Other income/Interest income	400	0.4	216	0.7	367	2.2	33	0.6	(73)	98.6	943	0.6
EBIT (loss)	24,094	24.1	(465)	(1.4)	(1,909)	(11.2)	225	3.8	-	-	21,945	14.1
Finance costs	152	0.2	47	0.1	147	0.9	6	0.1	-	-	352	0.2
Income tax	4,850	4.9	(65)	(0.2)	(592)	(3.5)	43	0.7	-	-	4,236	2.7
Net Profit (loss) exclude F&N/FCL	19,092	19.1	(447)	(1.4)	(1,464)	(8.6)	176	2.9	-	-	17,357	11.1
F&N/FCL results:												
Operating results											3,272	2.1
Net foreign exchange gain (loss)											340	0.2
Finance costs											(1,967)	(1.3)
F&N/FCL Net Profit											1,645	1.1
Net Profit											19,002	12.2
Depreciation & Amortization	1,536	1.5	708	2.1	1,323	7.8	366	6.1	-	-	3,933	2.5
EBITDA (loss) exclude F&N/FCL	25,630	25.7	243	0.7	(586)	(3.4)	591	9.9	-	-	25,878	16.6
F&N/FCL EBITDA											3,612	2.3
EBITDA											29,490	18.9

Unit: Million Baht

Increase (Decrease)	Spirits	%	Beer	%	Non-alcoholic beverages	%	Food	%	Eliminate	%	Total	%
Revenue from sales	4,676	4.7	2,258	6.9	(1,243)	(7.3)	626	10.5	(48)	(64.9)	6,269	4.0
Cost of sales	2,487	3.7	758	2.7	(973)	(7.6)	447	12.5	(42)	(91.3)	2,677	2.4
Gross profit	2,189	6.8	1,500	30.8	(270)	(6.3)	179	7.5	(6)	(21.4)	3,592	8.2
Selling expenses	614	18.1	47	1.2	(169)	(3.5)	97	14.9	9	16.7	598	4.7
Administrative expenses	(9)	(0.2)	438	24.9	(41)	(2.4)	238	15.3	(10)	(21.3)	616	6.1
Operating profit (loss)	1,584	6.7	1,015	149.0	(60)	(2.6)	(156)	(81.3)	(5)	(6.8)	2,378	11.3
Other income/Interest income	(94)	(23.5)	10	4.6	13	3.5	32	97.0	5	6.8	(34)	(3.6)
EBIT (loss)	1,490	6.2	1,025	220.4	(47)	(2.5)	(124)	(55.1)	-	-	2,344	10.7
Finance costs	18	11.8	-	-	56	38.1	3	50.0	-	-	77	21.9
Income tax	257	5.3	182	280.0	(98)	(16.6)	(25)	(58.1)	-	-	316	7.5
Net Profit (loss) exclude F&N/FCL	1,215	6.4	843	188.6	(5)	(0.3)	(102)	(58.0)	-	-	1,951	11.2
F&N/FCL results:												
Operating results											(42)	(1.3)
Net foreign exchange gain (loss)											(321)	(94.4)
Finance costs											843	42.9
F&N/FCL Net Profit											480	29.2
Net Profit											2,431	12.8
Depreciation & Amortization	24	1.6	(3)	(0.4)	(58)	(4.4)	90	24.6	-	-	53	1.3
EBITDA (loss) exclude F&N/FCL	1,514	5.9	1,022	420.6	(105)	(17.9)	(34)	(5.8)	-	-	2,397	9.3
F&N/FCL EBITDA											(363)	(10.0)
EBITDA											2,034	6.9

## Spirits Business

For the year 2014, sales revenue was Baht 104,592 million, an increase of Baht 4,676 million, or 4.7%, mainly due to an increase of sales price. Total sales volume of spirits was 559.3 million litres, a decrease of 0.3%.

Gross profit was Baht 34,409 million, an increase of Baht 2,189 million or 6.8%, mainly due to an increase in sales price.

Earnings before interest, tax, depreciation and amortization (EBITDA) was Baht 27,144 million, an increase of Baht 1,514 million, or 5.9%, mainly due to an increase in gross profit and a decrease in idle costs although there was an increase in advertising and promotion expenses.

Net profit was Baht 20,307 million, an increase by Baht 1,215 million or 6.4 %, mainly due to an increase in EBITDA although there was an increase in related corporate income tax.

## Beer Business

For the year 2014, sales revenue was Baht 35,193 million, an increase by Baht 2,258 million, or 6.9%, mainly due to an increase in sales price. Total sales volume of beer was 571.0 million litres, a decrease of 2.4%.

Gross profit was Baht 6,376 million, an increase by Baht 1,500 million, or 30.8%, mainly due to an increase in sales price and a decrease in material costs and energy costs.

Earnings before interest, tax, depreciation and amortization (EBITDA) was Baht 1,265 million, an increase by Baht 1,022 million, or 420.6%, mainly due to the increase in gross profit although there was an increase in staff costs.

Net profit was Baht 396 million, an increase of Baht 843 million, or 188.6% from the year 2013 net loss, mainly due to the increase in EBITDA although there was an increase in related corporate income tax.

## Non-Alcoholic Beverage Business

For the year 2014, sales revenue was Baht 15,775 million, a decrease by Baht 1,243 million or 7.3 %, mainly due to a decrease in sales volume of carbonated soft drink of Sermsuk and ready to drink teas of Oishi although there was an increase in sales volume of drinking water both Sermsuk and ThaiBev products.

- Sales volume of Sermsuk products which consist of carbonated soft drinks and other beverages was 1,005.4 million litres, an increase of 127 million litre, or 14.5% was mainly due to an increase in sales volume of drinking water of 145.5 million litre, or 28.2%.
- Sales volume of Oishi beverages, which consist of green tea, black tea, and other non-alcoholic beverages, was 274.5 million litres, a decrease of 1.5%.
- Soda and drinking water of ThaiBev products generated sales volume of 26.0 million litres and 205.5 million litres respectively, a decrease of 0.7% and an increase of 11.4% respectively.

Gross profit was Baht 4,002 million, a decrease by Baht 270 million or 6.3%, mainly due to a decrease in sales.

Earnings before interest, tax, depreciation and amortization (EBITDA) loss was Baht 691 million, an increase in EBITDA (loss) of Baht 105 million or 17.9%, mainly due to a decrease in gross profit and an increase in staff cost.

Net loss was Baht 1,469 million, an increase in net loss by Baht 5 million or 0.3% mainly due to an increase in EBITDA (loss) and an increase in finance cost although there was a corporate income tax impacts and a decrease in depreciation and amortization.

## Food Business

For the year 2014, sales revenue was Baht 6,602 million, an increase by Baht 626 million or 10.5%, mainly due to an increase in number of restaurant outlets and sales price.

Gross profit was Baht 2,577 million, an increase of Baht 179 million or 7.5%, mainly due to an increase in sales although food costs increased in accordance with the variety of foods offering and an increase in material costs but this was under closely control.

Earnings before interest, tax, depreciation and amortization (EBITDA) was Baht 557 million, a decrease of Baht 34 million or 5.8%, mainly due to an increase in staff costs and rental costs although there was the increase in gross profit.

Net profit was Baht 74 million, a decrease by Baht 102 million, or 58.0%, mainly due to the decrease in EBITDA and an increase in depreciation.

## Financial Position

### Assets

Total assets as at the end of December 2014 was Baht 171,987 million, a decrease by Baht 11,342 million, or 6%, compared with the end of 2013. Current assets decreased by Baht 2,656 million, mainly due to a decrease in cash and cash equivalents. Non-current assets decreased by Baht 8,686 million, mainly due to a decrease in overseas investment in associates.

### Liabilities

Total liabilities as at the end of December 2014 was Baht 67,311 million, a decrease by Baht 18,025 million, or 21%, compared with the end of 2013. This was mainly due to a net decrease in bank overdrafts and loans from financial institutions.

The periods to maturity of interest-bearing liabilities were as follows.

	Unit: Million Baht
Within one year (2015)	21,947
After one year but within two years (2016)	19,324
After two years but within three years (2017)	8,231
Total	49,502

### Shareholders' Equity

Total equity as at the end of December 2014 was Baht 104,676 million, an increase of Baht 6,683 million, or 7% compared with the end of 2013. This was mainly due to an increase in net retained earnings from the profit for the year which deducted with dividend payments.

## Liquidity

Cash and cash equivalents, as at 31 December 2014, was Baht 2,230 million. The net decrease from the beginning of the period was Baht 2,872 million. Details of activities were as follows.

	Unit: Million Baht
Net cash from operating activities	24,407
Net cash from investing activities	2,607
Net cash used in financing activities	(29,821)
Decrease in cash and cash equivalents in period	(2,807)
Adjustment from financial statement translation	(65)
Cash and cash equivalents at beginning of period	5,102
Cash and cash equivalents at end of period	2,230

Net cash from operating activities of Baht 24,407 million was derived from the profit for the year of Baht 21,433 million plus

non-cash items from depreciation and amortization of Baht 3,986 million and working capital and others increases of Baht 2,377 million deducted with sharing of profit from associates of Baht 3,389 million.

Net cash from investing activities of Baht 2,607 million was derived from proceeds from capital reduction of associate of Baht 4,465 million, dividend received from associate of 2,438 million plus others increases of Baht 499 million and deducted with a purchase of property, plant and equipment and intangible assets of Baht 4,795 million.

Net cash used in financing activities of Baht 29,821 million was due to net decrease of bank overdrafts and loans from financial institutions of Baht 17,203 million, dividend payments of Baht 11,359 and interest paid of Baht 1,259 million.

## Financial Ratios

	Dec.31, 14	Dec.31, 13
Current Ratio (times)	1.31	1.90
Liability to Equity Ratio(Gearing Ratio) (times)	0.64	0.87
Interest Bearing Debt to Equity Ratio (times)	0.47	0.69
Net Interest Bearing Debt to Equity Ratio (times)	0.45	0.64
Net Interest Bearing Debt to EBITDA	1.50	2.12
Net asset value per share (Baht)	4.03	3.75
	Jan. – Dec.14	Jan. – Dec.13
Accounts Receivable Turnover (days)	9	9
Inventory Turnover (days)		
Spirits Business: finished goods	49	55
Beer Business : finished goods	20	23
Non-alcohol Business : finished goods	34	31
Food Business : finished goods	2	2

## 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 2014, the Board of Directors has recommended total dividend of Baht 15,317.12 million.

	Year 2014	Year 2013
Dividend for the year (Million Baht)	15,317.12	11,048.41
Number of shares issued (Million shares)	25,110	25,110
Interim dividend per share (Baht)	0.15	0.14
Final dividend per share (Baht)	0.46	0.30
Total dividend per share (Baht)	0.61	0.44
Dividend payout ratio (%)	70.93	57.89
<b>Return on Equity</b>		
Return on Average Equity (%)	21.15	20.77
<b>Earnings Per Share</b>		
Earnings per weighted average ordinary shares (Baht)	0.86	0.76
Weighted average number of ordinary shares for the year (Million shares)	25,110	25,110

# Risk Management

ThaiBev places importance on risk management, which forms part of corporate governance and principal foundation for the Company to achieve goals and objectives; to add value to the organization, shareholders, and stakeholders; and to enable stable and sustainable growth. With regard to enterprise-wide risk management, the Board of Directors has established the risk management policy and governs risk management through the appointed Risk Management Committee in order to ensure that key risks are monitored and managed following the defined risk management framework in a systematic, timely, and appropriate manner, which could reduce their impacts to an acceptable level for the organization. The Risk Management Committee organizes a meeting on a quarterly basis to consider and review risks and activities thereof, whereby a related report is proposed to the Board of Directors for acknowledgement in each quarter.

Continuous and systematic management of risks incurred in business operation has assisted the Company to attain continual growth in sales and earnings. In 2014, it could be regarded as particularly challenging due to the political and economic issues that led to negative impacts on the beverage business, especially alcohol beverage. Based on the risk assessment, taking into account the future tendency in economic, social, and environmental aspects as well as the business goals of ThaiBev, the following major risks are identified as summarized below.

## 1. Market Trends and Competition Risk

The ups and downs of the alcohol business partly depend on on-premise consumption, especially at restaurants or night life and entertainment venues. The persisting political unrest and protests since early 2014 plagued the night entertainment businesses as consumers were concerned about their safety of dining out. In addition, the rising household debt deterred consumers' purchasing powers significantly. Market researchers

revealed that beer and spirits consumption decreased by 7 and 11 percent, respectively. The decrease in consumer consumption affected the alcohol business, especially imported spirits and Blend 285 of the Company, which was positioned as premium whiskey of which its consumption mostly incurred at night entertainment venues.

With regard to the white spirits business, local spirit producers are key competitors who launched hundreds of brands with the looks similar to the Company's Ruang Khao brand, but their prices were 15–20 percent lower. As a result, certain consumers switched to these products during the economic slowdown for the lower price although they were of less quality. In addition, the latest excise tax increase resulted in a surge of alcohol tax cost per bottle that made it impossible for several local spirits producers to survive in the market. Therefore, they turned to illegal production to avoid excise tax payment and sold illegal spirits in various sizes of containers including plastic bags. Such activities stole quite a portion of market share, since the sales price was very low. Some forged brown spirits products of the Company by buying used boxes and bottles and sold the counterfeit spirits to retailers at a lower price.

In 2014, the overall beer business saw a decrease due to the excise tax increase since the end of 2013, the political events, and the agricultural commodity price slump throughout the year 2014. Most beer players deployed different strategies to stimulate the market in all distribution channels, including retailers, modern trade stores, and night entertainment venues. This intensified the market competition and made it more difficult for the Company to increase growth in sales and market share.

The non-alcohol beverage business consists of a variety of product categories. The overall competition remained intense, especially carbonated soft drinks, which tended to see flat

growth. As such, major players dedicated their resources to marketing and price point campaigns while constantly launching new products and promotions to win the market share and brand loyalty of consumers. Another product category that encountered a constantly fierce competition was the ready-to-drink green tea. Although our brands have enjoyed continuous growth over the years, such growth was derived from sales, which had been stimulated by price-point and lucky draw campaigns all along. The growth did not stem from actual consumption demands, but attracted new players to the market; hence, heightened the level of competition. Since modern trade was the main sales channel accounted for 62 percent of sales, it was more difficult to prevent high potential newcomers from entering the market, both for the green tea and functional drink segments, which led to a highly competitive environment.

### **Preventive and Mitigating Measures**

ThaiBev was well aware of the declined alcohol consumption rate at night entertainment venues. Therefore, the Company focused more on driving off-premise consumption. The retail sales teams were emphasized to increase distribution at retailers and modern trade stores in order to increase sales opportunity. Hong Thong and Mungkorn Thong spirits were among brands targeting the off-premise consumption increase that enables the Company to compensate for the decrease in sales of Blend 285.

ThaiBev launched various white spirit brands to prevent the loss of its market share to local spirit producers in different areas. These products were sold at lower prices than Ruang Khao, but slightly higher than the local spirit brands in order to attract consumers with lower purchasing power. These brands were positioned as branded products produced by standardized production facilities. In addition, our brands were displayed on a separate shelf to maintain their image and avoid any consumer's misunderstanding. In dealing with the counterfeit

spirits, ThaiBev provided knowledge to our employees and retailers to pay extra attention on the subject matter. Retailers were informed to notify any leads of these illegal spirit producers for further arrest. Our employees worked in coordination with governing agencies, namely, the Suppression Division of the Excise Department and police officers to make such arrests on a regular basis.

The Company's policy on the domestic beer business is to build growth in alignment with the vision of ThaiBev Group to be No.1 in ASEAN with stability and sustainability. ThaiBev would focus on innovative products and marketing activities to reach out the targeted demographics. Moreover, the Company has a policy to control expenditure, and that it opted for cost optimization and the most effective and efficient PR and advertisement expenses.

For the non-alcohol beverage business, the Company focused on the carbonated soft drink and green tea markets with an emphasis on marketing activities to continuously raise brand awareness. The Company has deployed creative PR and advertising campaigns to enhance the brand image along with new product development. These included new flavors of green tea launched in outstanding packaging and new sizes of the carbonated soft drinks introduced to best serve the demand of consumers. The Company avoided the discount war and leveraged our extensive distribution networks instead. Additionally, marketing research was conducted to ensure that our marketing expenses were continuously optimized and effective.

## **2. Finance and Investment Risk**

A large amount of fund is required on a continuous basis for ThaiBev in respect of business operations and expansion in Thailand and overseas, including new product development, new facility construction and improvement of existing ones, and



modernization to stay ahead of the beverage market trends in Thailand and other countries. The source of operating and expansion funds in the past and in the future have been mobilized from external borrowings and internal cash flow of the Company. ThaiBev expected that the funds would derive from additional borrowings, especially overseas investments, which require a large amount of foreign-currency fund. This could lead to various risks and uncertainties such as risks on interest rate, exchange rate, and liquidity.

#### **Preventive and Mitigating Measures**

ThaiBev has obtained credit facilities in various formats, i.e. overdrafts, promissory notes, and bills of exchange. Currently, the Company has liquidity equivalent to 4 times of average sales for the period of 1 month. For loan application, ThaiBev considered the source of funds and currencies of the loans, and continuously and closely monitored the current situations, as well as trends and movements of financial markets and interest and exchange rates. Also, various financial instruments were utilized to enhance effectiveness of interest and exchange cost management. The Office of Treasury plays an important role in investment planning and such risk mitigation activities.

### **3. Risk on Supply of Major Production Materials**

Raw materials for production of beverages are domestic and overseas agricultural products, namely, rice, malt, hops, and molasses. In addition to the said raw materials, cans, glass bottles, and heavy fuel oil are key production materials. The quantity and price of said items fluctuate based on various factors, namely, the natural conditions in each year, and demand and supply of particular items. The Company therefore bears the risk of raw material supply where price could affect the cost or production and profit.

#### **Preventive and Mitigating Measures**

ThaiBev assessed and selected trade partners by taking into account the quality of products and services as well as the business operation policy to ensure alignment with the operation of the Company that upholds corporate governance and sustainable development of the business, society, and environment. The Company has determined “Guidelines for Sustainable Development Practice for Trade Partners”, which was published on the Company’s website for further study and practice by existing and potential trade partners. In addition, the Company issued a policy on supply of each key raw material which requires more than one supplier. Joint strategies were put in place for the Company and trade partners with regard to goods reservation and disaster and crisis management in order to ensure the ability of trade partners to deliver goods and undisrupted production plan of the Company. Moreover, purchase price was agreed in advance with key raw material suppliers to mitigate risk on price fluctuation and to ensure stable and clear cost of production.

### **4. Risk on Environment, Health and Safety**

These risks mostly involve production. Main risks are as follows:-

#### **4.1 Risk on water resources**

Water is the main natural resource for operation of ThaiBev Group as it is the component of various activities, including molasses fermentation for spirit production, mixing/blending, and spirit and beer bottle cleaning. The water comes from 3 main sources: public resource, underground water, and tap water. The risks on water resources throughout the product life cycle are as follows:-

- Risk on water shortage and quality of water for production process  
The incremental growth of the industrial and household sectors has led to the increasing demand for water while

the natural sources of water are limited and declining due to the global warming. This could lead to water shortage and would interrupt the production process of ThaiBev, or it would incur the higher production cost from substitute resources. In addition, human use of water has caused pollution from waste and chemical substances released into the water. Should the polluted water enter the production process, it would increase the cleaning cost and might affect the product quality as well as the efficiency and utilization years of machinery.

- Risk on volumes and quality of water after the production process  
Water utilized in the production process was treated before being released to the public water resources to ensure it would incur no impact on the environment and the Company's compliance with the related laws. Otherwise, the water might impact the environment and the ecosystem around the facility. As a result, there might be complaints or resistance from the nearby community; or the Company might incur compensation liability or the expense on waste elimination as stipulated by the laws; or it may suffer from damaged reputation, which would be invaluable.

#### **Preventive and Mitigating Measures**

ThaiBev has surveyed and monitored the volumes of water in public resources where its production facilities were located, based on the information of related public agencies. The pilot project on water footprint was launched, the result of which could contribute to development of a systematic water management system throughout the entire production supply chain. From 2015 onward, effective tools, namely, Global Water Tool by World Business Council for Sustainability Development (WBCSD) and World Resource Institute (WRI) Aqueduct, are to be deployed for water volume assessment so as to determine the critical water level and water shortage

tendency. Furthermore, other actions were taken for the purpose of preparation such as arrangements for additional wells of SangSom production facility in Kanchanaburi province. Regarding water treatment, all production facilities of ThaiBev have been effectively and continuously operating in accordance with the ISO 14001:2004 certification for environmental management system, while the quality of water has been monitored and tracked with the quality measuring devices.

#### **4.2 Climate changes**

Changing climate and global warming have had pervasive impacts domestically, regionally and globally. These changes caused risks in respect of the environment and natural disasters which could impact the business of ThaiBev Group. For example, change of temperature may endanger certain species and crops, or cause severe flash flood. The higher temperature may cause fire, drought, and water shortage in certain areas. The main causes of today's global warming are the result of individual and industrial sector actions involving fuel burning and emission of greenhouse gases.

#### **Preventive and Mitigating Measures**

ThaiBev recognizes importance of air quality and sound management thereof. Chang Beer was the first and only beer in Thailand that was awarded with the Carbon Footprint certification by the Thailand Greenhouse Gas Management Organization (Public Organization), the Ministry of Natural Resources and Environment. Furthermore, the Company has established the policy on control of pollution emission and assigned our employees who were registered as the air pollution controller to measure the air quality. Our facilities are equipped with the air pollution treatment system, consisting of gas washer, which reduces the sulphur level in biogas before being input into the steam generator, wet scrubber, and bag filter machines to filter the polluted air at the ventilator of the steam generator, and so on. The 3Rs (Reduce, Reuse, Recycle) principle was adopted to reduce emission of greenhouse gases.

For instance, used box partitions were reused, paper gram of spirit box was reduced, bottles were recycled, and cooperation with suppliers was made to reduce the bottle weight and height of spirit box. These initiatives reduced CO<sub>2</sub> emission by 187.7 million kilograms in the year 2014. In addition, glass scraps were sold to bottle producers for recycling, and the Company registered to the Clean Development Mechanism (CDM) Project of the United Nations Framework Convention on Climate Change (UNFCCC) whose aim was to reduce CO<sub>2</sub> emission into the atmosphere. The Company commenced research on use of CO<sub>2</sub> emitted from molasses fermentation for adjustment of pH of bottle cleaning water. In 2015, the Carbon Footprint project is to be rolled out at the distilleries including Bangyikhan, Feungfuanant, Kankwan, United Winery and Distillery, Simathurakij, Theparunothai, and Thanabhakdi. Our distilleries have engaged in projects to improve the air condition on a continuous basis. For example, the Company participated in the mangrove planting project at the Development Center of Koongkabane Bay in Chantaburi province, the activities organized on the 2014 National River and Canal Conservation and Development Day to conserve and restore the upstream forest in the forest of the Ban Trok Pla Lai Community in Tambon Yanree, Amphur Kabinburi, Pracheenburi province, the “Plant Tree and Build Moistened Soil at Ban Nong Tub Khai, Tambon Tung Wang, Amphur Satuk, Buriram province”, and the Project in Honour of His Majesty the King: Community Forest Planting at Ban Nong Sam Pran Community in Karnchanaburi province.

To prevent the effect from the climate change, all the facilities of ThaiBev Group in flood-prone areas, i.e. Sura Bangyikhan Distillery in Pathum Thani province, Nateechai Distillery in Surat Thani province, and Cosmos Brewery and Beer Thip Brewery in Ayutthaya province were all surrounded with the earthen dykes to prevent flooding.

#### 4.3 Industrial waste and pollution emission

The core businesses of ThaiBev Group rely on the use of energy, machinery, and chemicals, all of which could affect the environment and nearby communities to the extent that might result in environmental activism or social resistance.

##### Preventive and Mitigating Measures

ThaiBev Group has a policy to manage production waste through control of slops, chemicals, dust, smell, and noise to the level below the threshold stipulated by the laws/regulations. The industrial waste management has been continuously improved whereby the 3Rs principle has been strictly adhered to, with the focus on internal reuse in order to minimize the waste to be eliminated. All facilities have had a dedicated team to monitor the environmental issues as well as treatment and elimination of industrial waste, and customer and community complaints. The team worked in a concrete manner where communication channels were opened up for customers, communities, and stakeholders to file complaints through the call center, direct line, postage mails, emails, and so on. Under the ISO14001 for environmental management system, ThaiBev put in place the treatment of water with low concentration of organic matter using aeration technology. For waste water with high concentration of organic matters such as distillery slops, the burning technique was adopted to create an alternative energy to reduce the use of heavy fuel oil for steam generation and to produce biogas for replacement of heavy fuel oil as well. Furthermore, treated distillery slops contained high nutrition and they were distributed to agriculturists under supervision of related government authorities to replace chemical fertilizers without any impact on adjacent areas and water resources.

#### 4.4 Health and occupational safety

ThaiBev places importance on safety as well as quality of products and services with awareness of its responsibility for health and safety of operating officers, communities, and stakeholders. This is because in business operation there may contribute to possible accidents or other undesirable health and safety incidents that affect not only the injured party on both physical and mental levels, but may also damage ThaiBev's reputation as well as its costs.

##### Preventive and Mitigating Measures

Our beer production facilities have obtained certification of biosafety management standard OHSAS18001 since 2008. Various systems were implemented to ensure safety as well as quality of our products and services, i.e. 5S system (organization, orderliness, cleanliness, standardizing, and discipline), ISO 9001:2008 the quality management system, and ISO 22000:2005 the Food Safety Management System requirements for any organization in the food chain, which include the Sanitation & Hygiene, Good Manufacturing Practice (GMP), and Hazard Analysis and Critical Control Point (HACCP). For Chang drinking water, the product met all standard requirements of the public sector and obtained certification of standards of the National Sanitation Foundations (NSF) in accordance with USFDA. Furthermore, the Company adopted the environmental management system ISO 14001:2004 to ensure health and safety of operating officers, communities, and stakeholders. In addition, a work safety manual, training courses, and workshops on biosafety and safety practice for operating officers were organized in compliance with the Occupational Safety, Health and Environment Act B.E. 2554 to provide reference and guidelines for practice. In addition to adopting various international systems to the operation and management, the Company appointed a taskforce to conduct internal quality assessment of all systems. The taskforce conducted the assessment every 6 months to detect any failure to compliance so as to ensure the sustainability of the systems.

In case any risks or failure to compliance in the systems were identified, the assessment officer would report the findings to related functions for any related remedy and mitigation based on the Corrective Action & Preventive Action system. In this regard, implementation of the ISO management systems were under assessment and certification of internationally accredited certification bodies such as Bureau Veritas (Thailand) Ltd. and TUV NORD (Thailand) Ltd.

#### 5. Risk on Compliance with Laws, Rules, and Regulations

The government sector continued to ensure strict enforcement of laws on alcohol business and consumption of alcohol beverages. Different interpretation of laws between business operators and government agencies might lead to more difficulties in launches of marketing campaigns such as PR, advertisement, outdoor activities, and on-premise activities. The severity of such issue varied in different areas, depending upon the legal interpretation of the officials. Currently, there has not yet been any clear judgment from the Supreme Court for existing disputes and cases governed by such laws.

##### Preventive and Mitigating Measures

ThaiBev particularly sees significance of risk on compliance with laws, rules, and regulations, since failure to comply with or partial compliance might result in damages from legal disputes, which could affect the reputation of the Company, or incur punishment and penalties. To mitigate the risk on failure to comply with the alcohol beverage control law, the Company has established an internal regulation requiring endorsement of the Office of Legal Affairs on all advertisement materials prior to public release. Moreover, discussion with the Office of Legal Affairs was required prior to the launch of any marketing activities to ensure they were carefully reviewed from the legal perspective prior to implementation. Knowledge and understanding were provided to executives, employees, and

customers to prevent any violation of the law. The Company was of an opinion that although the alcohol beverage control law made works of the sales and marketing teams of the Company more difficult, it also served as a barrier against new brands which might wish to enter the market.

## **6. Human Resources Preparation for Overseas Business Expansion**

Since ThaiBev has enjoyed expedited growth, especially from the overseas expansion in ASEAN region, personnel who are equipped to work in the international environment are essential to ensure that the overseas businesses will run smoothly and continuously, and that there will be no impact from human resource shortage in our business operation.

### **Preventive and Mitigating Measures**

To achieve the goals of recruiting and grooming human resources who are willing, able, and ready to work abroad, the Office of Human Resources has implemented the initial phase of the plan, i.e. to survey the requirements of functions where personnel of these qualifications are in demand such as finance and accounting, spirit production, beer production, supply chain (overseas procurement and logistics), and general administration. Then, it arranged for the development necessary knowledge and skills of personnel in response to such demand in short-term and long-term. In a case where internal recruiting could not fill in any vacancies which urgently needed workforce, external personnel with the said qualifications would be recruited to fill in the vacancy. Besides foreign language skills training courses, the Office of Human Resources coordinated with management of various departments to provide training programs to enhance knowledge and skills necessary for different functions. For instance, ThaiBev Management Development Program or MDP was organized by collaboration between the Company and Sasin Graduate Institute of Business Administration with the aim of developing international management skill and inclusive

leadership skill for high potential employees and the target group who were groomed for overseas assignment.

In addition, the Office of Human Resources was endorsed by the Board of Directors of the Company to implement the International Assignment Remuneration Package program and to consider provision of assistance and support for employees and attaché in case they agree to take overseas assignment for a long period of time. The supports are for residence, hometown traveling, children education, living cost allowance, and tax. This is in order to provide morale support to these employees so that they could devote full attention to work without having to be concerned with ordeals and difficulties of living abroad.

# Our People...Our Success

## Keep Empowering “Corporate Core Values” Success of Our People is the Pride of Ours

Entering the third year of the “ThaiBev Core Values” Project managed by the Corporate Culture Committee, employees of Thai Beverage Public Company Limited and its subsidiary companies have joined hands in sustaining its intent, as well as jointly maintained the existence of our Corporate Culture known as “ThaiBev Core Values” in a more concrete manner through the alphabets T H A I B E V, representing 7 aspects and 9 meanings, namely, Team Spirit, Heart, Accountability, Be Best – Be Bold – Be Bright, Efficiency, and Virtue. Employees are advised to adhere to “ThaiBev Core Values” to carry out their duties to the best of their ability, contributing to efficient and effective operations within the organization which reflect the ongoing commitment to the organizational achievements.

The projects involving work initiative contest to promote work efficiency based on “ThaiBev Core Values” according to the annual campaigns, such as **The Biggest Saver Contest 2012, The Greater Efficiency Contest 2013, and ThaiBev Core Values Awards 2011–2013**, have been constantly initiated, with the key target to promote work efficiency. As such initiative is not only believed to provide opportunities, but also help turn each idea and action created by employees into a reality, as well as maximize benefits to themselves, their working team, units, and organization, our employees are opportune to present their knowledge and capability, together with harmony, which will lead to knowledge sharing and goal-oriented teamwork, resulting in efficient outcomes.

In 2014, “**Power of the Values**” Project had been initiated with an integration of “The Biggest Saver Contest 2012” or “The Greater Efficiency Contest 2013”, and “ThaiBev Core

Values Awards” to become “**ThaiBev Core Values Contest 2014**”. The working teams formed by employees representing each business group had paid attention to and submitted over 40 initiatives to join the contest. In addition to sustaining the intention and ensuring alignment of the working teams’ behaviors with ThaiBev Core Values, these working teams and units have also generated and added value to the organization in a sustainable manner.

ThaiBev is confident that enhancing strong “corporate culture” would be a key to cultivating our employees to drive the organization to step towards success in line with our vision, mission, and business goal. With harmony and unity, it would not be difficult for us to overcome obstacles since “Every Success of Our People is the Pride of Ours.”

## Explicit and Continuous Human Resource Development Roadmap in Combination with the Development for the Future

In order to enable the organization to be more competitive at the international level, the Company gives priority to human resource development. The Supervisory Development Program (SDP) which commenced since 2012 remains active for high potential employees, developing specific skills and knowledge of our employees in response to the context of the Nation entering the ASEAN Economic Community (AEC) in 2015.

In 2014, the Company initiated another project for the supervisory development called “the Management Development Program” (MDP), which had been developed under the cooperation with Sasin Graduate Institute of Business Administration of Chulalongkorn University, with the aim to ensure that selective employees who are of high potential and high performance be fully equipped with all aspects of

knowledge, including economics, finance, marketing, general management, logistics management, change management, human resource management, and so on, in preparation for regional and international competitions. Knowledge for attendants of this project had been disseminated by specialized trainers. The application of such knowledge to corporate strategies would be extremely beneficial and further enable the Company to attain the goal of Vision 2020 in the years ahead.

**Furthermore, the projects to develop internal trainers and knowledge management of ThaiBev remain our key operations which have been continuously carried out with the aim to create sustainable achievement.**

To increase the capability of employees and to grant them the career advancement opportunity, the Internal Trainer Development Project has been carried out consistently. In addition to the trainer development for the core program on a yearly basis, the trainer development for the productivity program and the computer program, i.e., Microsoft Excel, have also been initiated over the past year. The development ranges from the process of standardizing the curriculum, training the trainers, and certifying knowledge by outside institutions for accreditation of qualities of the participating trainers. In this regard, there are more than 120 trainers who achieved the accreditation.

The Knowledge Management Project of ThaiBev Group has been carried out constantly, with the primary aim to move towards the learning organization in which employees can utilize their existing knowledge to be extended or create new knowledge in the organization, leading to significant innovations. The Knowledge Management Project will facilitate the dynamic learning within the organization, with an emphasis on overall employees' participation.

Finally, the next challenge of the organization is how to enable the new generation of employees to achieve business succession in a sustainable manner. The Company, therefore, has initiated the Succession Management Project in some core business units, starting from selecting employees and assessing their competency as well as readiness, formulating the Individual Development Plan, and significantly, providing employees and their immediate supervisors, as well as executives in each business unit with the opportunity to cooperate in closely analyzing, planning, and monitoring the development plan for each employee. On the capacity of the organization, the effective way to drive all employees to be High Performer requires formulating diverse strategic plans, but in alignment with individual's preference and readiness. All of the abovementioned projects are considered the significant mission of ThaiBev in building competitive advantages for our group of companies in the upcoming 2015.

In 2014, the Company also provided another alternative to human resource development in order to fulfill changing training requirements. Thai Beverage Training Co., Ltd. had developed 5 self-learning materials through electronic system or e-learning, titled Business Ethics, The Company-Related Knowledge, Corporate Products, The Company Rules, Regulations and Welfare, Spirits Production Process, and Beer Production Process. These learning materials are projected to be released every year, covering all business groups of the Company.

# Credit Ratings

On 21 August 2014, following its annual review of the credit worthiness of Thai Beverage Public Company Limited (“**ThaiBev**” or the “**Company**”), TRIS Rating Co., Ltd. (“**TRIS**”) affirmed the “**AA- with Stable Outlook**” credit rating.

ThaiBev has also engaged the services of Moody’s Investor Service, Inc. (“**Moody’s**”), a leading global credit rating agency, to obtain a more internationally-recognized credit rating that would enhance the Company’s standing in overseas financial markets and funding flexibility. Following its assessment of ThaiBev’s credit worthiness, Moody’s accorded ThaiBev a “**Baa3 with Stable Outlook**” credit rating on January 13, 2015.

Note:

1. Thailand is rated “AAA” and “Baa1” by TRIS and Moody’s, respectively.
2. The ratings are subject to revision or withdrawal by TRIS and Moody’s following their respective annual reviews of ThaiBev’s credit worthiness and/or when there are material changes to their opinions and/or rating methodologies.



# Corporate Governance Report

At ThaiBev, we adhere to good corporate governance principles, and we conduct our business in compliance with all applicable laws, rules, and regulations, including the SGX Listing Manual (“**Listing Manual**”), and the principles and guidelines of the Code of Corporate Governance 2012 (“**CG Code 2012**”). The CG Code 2012 is applicable to ThaiBev in respect of its annual report for the financial year commencing January 1, 2013, and ThaiBev has sought to comply with the CG Code 2012 to the extent possible.

ThaiBev, which is a Thai company listed on the Main Board of Singapore Exchange Securities Trading Limited (“**SGX**”), has received the Most Transparent Company Award in the Foreign Listings Category from Securities Investors Association (Singapore) (SIAS) in 2009 and 2014 and received Runner-Up awards in 2010, 2012 and 2013.

---

## A. Board Matters

### Principle 1: The Board’s Conduct of Affairs

Our Board of Directors (“**Board**”) oversees the Company’s business and affairs in accordance with the resolutions of shareholders, the applicable laws and the Listing Manual. The Board must exercise good business judgment and act in good faith in the best interests of the Company.

The Board is responsible for the overall business leadership, strategic direction, performance objectives and long-term success of the ThaiBev group of companies, both domestic and overseas (“**ThaiBev Group of Companies**”). It also seeks to align the interests of the Board and Management with that of shareholders, and balance the interests of all stakeholders.

The Board comprises directors, namely:

1.	Mr. Charoen Sirivadhanabhakdi	Chairman
2.	Khunying Wanna Sirivadhanabhakdi	Vice Chairman
3.	Mr. Narong Srisa-an	Vice Chairman
4.	Mr. Komen Tantiwiwatthanaphan	Vice Chairman
5.	Mr. Puchchong Chandhanakij	Director
6.	Ms. Kanoknart Rangsihienchai	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. Dr. 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. Ueychai Tantha-Obhas	Director and Executive Vice President
19. Mr. Sithichai Chaikriangkrai	Director and Executive Vice President
20. Dr. Pisanu Vichiensanth	Director and Executive Vice President

### Matters Requiring Board Approval

Our Board recognizes its utmost duty to administer the Company's business and oversee the Company's operations in the best interests of the Company. This includes the administration of the subsidiary companies to be in line with the Company's core business plans to ensure due compliance with the shareholders' resolutions, in good faith and due compliance with the laws, the Company's business objectives and Articles of Association ("AOA"). In addition, our Board ensures that the Company and its subsidiary companies comply with the Listing Manual. Our Board is also responsible for the determination of visions and business strategies of the Company, the oversight of Management's performance of their duties according to the Company's policies, and the reporting of the financial statements and general information to shareholders and investors with accuracy and sufficiency.

According to the Thai Law, the Board is required to meet in person and not less than four times in each year. In 2014, a total of 4 Board meetings were held in order to consider matters proposed by Management.

### Training

All Directors have undergone and passed the Director Accreditation Program (DAP) of the Thai Institute of Directors. Certain Directors have also received accreditation under the Director Certification Program (DCP) of the same institution. We also provide training and information updates to the Directors to encourage and support their understanding of Singapore Law and the Listing Manual which are applicable to our Company. They also receive information updates as well as amendments made to the regulations on a regular basis. All Directors have received a clear explanation of their roles and responsibilities at the time of their proposed appointment to the Board.

In this regard, Directors and Executives of the Companies and its subsidiaries have received the manual comprising of the summary of relevant aspects of current Singapore laws and regulations, e.g., continuing listing obligations, dealing in securities, disclosure of interests, Code of Corporate Governance, in order to act as Board of Directors of the Company and executives appropriately.

### Delegation of Authority on Certain Board Matters

Various Board committees, including the Audit Committee, Nomination Committee, Remuneration Committee, and Risk Management Committee, have been constituted to assist the Board in the discharge of its specific responsibilities, and effectively discharge its oversight duties and functions. The Board has also established financial authorisation and approval limits for operating and capital expenditure, and the procurement of goods and services, and in order to optimise operational efficiency, has clearly delegated authority to the relevant Board Committees (including the Executive Committee and the Management Committee) to review and approve transactions which fall within the said limits. In addition to matters that specifically require the Board's approval, the Board is also responsible for the review and approval of annual budgets, financial plans, financial statements, business strategies and material transactions, such as major acquisitions, divestments, funding and investment proposals, and will also be responsible for reviewing and approving transactions exceeding certain threshold limits.

To address and manage possible conflicts of interest that may arise in relation to Directors' interests, Directors are required to abstain from voting on any matter in which they are so interested or conflicted.

• **Audit Committee**

The Board established the Audit Committee (“AC”) and determined qualifications of the members, authority and responsibility of the committee in the Audit Committee Charter. The AC comprises four 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 AC and Mr. Somsak Sae-Kuay, Vice President of the Office of Internal Audit, is the Secretary to the AC.

The AC is not authorized by the Board to make decisions on the business operation of the Company, subsidiaries, affiliates or juristic persons which may have conflicts of interest. Mr. Ng Tat Pun was appointed by the Board to be the lead Independent Director for interested person transactions undertaken by the ThaiBev Group of Companies.

The AC is primarily responsible for reviewing the financial reporting process of the Company, the internal controls and the internal audit systems, compliance with laws relating to the business of the Company, connected transactions, interested person transactions or transactions which may give rise to conflicts of interest, and considering and selecting the Company’s external auditors, etc. The AC meets at least once quarter or more as circumstances require. Please refer to the Audit Committee Report regarding performance of the duties and responsibilities by the AC in 2014.

• **Nomination Committee**

The Board established the Nomination Committee (“NC”). The NC consists of Mr. Prasit Kovilaikool, Mr. Manu Leopairote and Khunying Wanna Sirivadhanabhakdi. The Chairman of the NC is Mr. Prasit Kovilaikool. Mr. Thidi Suwanarat is the Secretary to the NC. In this regard, the majority of NC members including the NC Chairman are independent directors.

The NC is primarily responsible for the selection of suitable persons to be appointed as director and/or President and CEO, and setting the procedures and the guidelines for such selection, including reviewing nominations for re-appointment of director, and assisting the Board in the determination of independence of independent directors. For further details, please refer to Principle 2: Board Composition and Guidance of this report.

• **Remuneration Committee**

The Board established the Remuneration Committee (“RC”). The RC consists of three independent directors, namely, Mr. Prasit Kovilaikool, Prof. Kanung Luchai and Mr. Manu Leopairote. The Chairman of the RC is Mr. Prasit Kovilaikool. Mr. Thidi Suwanarat is the Secretary to the RC.

The RC is primarily 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 Directors and key executives, for recommending to the Board a framework and criteria of remuneration for the directors and key executives, and for recommending specific remuneration packages for each director and key executive and to perform any other act as delegated by the Board. For further details, please refer to Principle 9: Disclosure of Remuneration of this report.

• **Risk Management Committee**

The Board established the Risk Management Committee (“RMC”), which comprises Directors and top executives. The RMC Chairman is Mr. Narong Srisa-an. Mr. Somsak Sae-Kuay, Vice President of the Office of Internal Audit, is the Secretary to the RMC. Any executive who is appointed as a Senior Vice President is automatically appointed as an RMC member. In 2014, the RMC consists of 15 members, namely,

- the following Directors: Mr. Narong Srisa-an, Mr. Puchchong Chandhanakij, Ms. Kanoknart Rangsithienchai, Mr. Thapana Sirivadhanabhakdi, Mr. Ueychai Tantha-Obhas, Mr. Sithichai Chaikriangkrai and Dr. Pisanu Vichiensanth; and
- the following executives: Mr. Jean Lebreton, Mr. Vichate Tantiwanich, Mr. Marut Buranasetkul, Mr. Prapakon Thongtheppairot, Ms. Vaewmanee Soponpinij, Mr. Kosit Suksingha, Mr. Mahin Kraivixien and Mr. Pramote Hassamontr.

From January 5, 2015, Dr. Agapol Na Songkhla who was appointed as Senior Vice President – Human Resources has automatically been a RMC member.

According to the RMC Charter approved by the Board, the RMC is responsible for determining the ThaiBev Group risk management policy and levels of acceptable risk before proposing them to the Board for consideration and approval, as well as establishing the risk management framework, the strategy on the organization and resources used for the risk management in line with the risk management policy of ThaiBev Group. The RMC must ensure that the established

risk management framework must enable the identification, analysis, evaluation, response and monitoring of all material risks of ThaiBev Group risk management in an effective and efficient manner. In addition, the RMC shall report the material risks, risk management strategy and activities to the Board after each RMC meeting to be held quarterly, and when the RMC deems necessary, in order to fulfill the RMC's duties and responsibilities.

#### • Executive Committee

The Board appointed an Executive Committee, which comprises Directors and top executives. As at January 5, 2015, the Executive Committee had 17 members, namely,

1.	Mr. Charoen Sirivadhanabhakdi	Executive Chairman
2.	Khunying Wanna Sirivadhanabhakdi	1 <sup>st</sup> Executive Vice Chairman
3.	Mr. Narong Srisa-an	2 <sup>nd</sup> Executive Vice Chairman
4.	Mr. Komen Tantiwiwatthanaphan	3 <sup>rd</sup> Executive Vice Chairman
5.	Mr. Puchchong Chandhanakij	4 <sup>th</sup> Executive Vice Chairman
6.	Ms. Kanoknart Rangsithienchai	5 <sup>th</sup> Executive Vice Chairman
7.	Mr. Thapana Sirivadhanabhakdi	President and CEO
8.	Mr. Ueychai Tantha-Obhas	Director and Executive Vice Chairman
9.	Mr. Sithichai Chaikriangkrai	Director and Executive Vice Chairman
10.	Dr. Pisanu Vichiensanth	Director and Executive Vice Chairman
11.	Mr. Prapakon Thongtheppairot	Senior Vice President
12.	Mr. Marut Buranasetkul	Senior Vice President
13.	Mr. Jean Lebreton	Senior Vice President
14.	Mr. Kosit Suksingha	Senior Vice President
15.	Mr. Vichate Tantiwanich	Senior Vice President
16.	Ms. Vaewmanee Soponpinij	Senior Vice President
17.	Dr. Agapol Na Songkhla	Senior Vice President

Ms. Vaewmanee Soponpinij is the Secretary to the Executive Committee and Ms. Nantika Ninvoraskul is the Assistant Secretary to the Executive Committee.

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'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;
- Determine and propose business plans, budgets and management roles and responsibilities of the Company and its subsidiary companies to the Board 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 for the efficiency of and to facilitate business conditions;
- Authorized to approve payments for investments or operations, borrowing or requesting for any facility from financial institutions, lending, including being a guarantor with respect to the normal business of the Company and its subsidiary companies as stipulated by the Board;
- Authorized to approve the annual budget for annual increase or adjustment of salary and annual incentive payment (bonus) for employees of the Company and its subsidiary companies;
- Authorized to approve payments as determined by Board;
- Propose the efficient organization and management structure of the Company and its subsidiary companies to the Board;
- 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;
- 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 level 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.

However, the abovementioned approval does not grant power to the Executive Committee or the relevant authorized representative to approve any transaction in which the Executive Committee or said authorized representative, or any related person has an 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). Any such matter must be proposed to the meeting of the Board and/or the meeting of shareholders, as the case may be, for approval, as stipulated in the AOA of the Company or its subsidiary companies, or any applicable laws.

In addition to the business conduction of Thai Beverage, the Board also appoints certain Executive Committee members to hold directorships in both its domestic and overseas subsidiary companies and/or business units, 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 meets normally once a month to discuss the Company's business administration, except in case of urgency wherein the meeting will be held as deemed necessary.

• **Management Committee**

The Board established 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. The composition of the MC evolves during the year due to the changing appointments and responsibilities of the top executives during the year.

As at January 5, 2015, there was a management restructuring in order to meet the business plan under Vision 2020 of the President and CEO. Therefore, the MC has been reorganized which consists of 11 members, namely, Mr. Thapana Sirivadhanabhakdi, Mr. Ueychai Tantha-Obhas, Mr. Sithichai

Chaikriangkrai, Dr. Pisanu Vichiensanth, Mr. Prapakon Thongtheppairot, Mr. Marut Buranasetkul, Mr. Jean Lebreton, Mr. Kosit Suksingha, Mr. Vichate Tantiwanich, Ms. Vaewmanee Soponpinij, and Dr. Agapol Na Songkhla. The Chairman of the MC is Mr. Thapana Sirivadhanabhakdi, the President and CEO and Ms. Nantika Ninvoraskul is the Secretary to the MC. Executives from various business units are also invited to join the MC meeting as circumstances require.

• **Investment Committee**

The Company is particularly cautious when considering investments for business expansion. In this regard, the Executive Committee established the Investment Committee ("IC") which consists of seven members from various units. Mr. Narong Srisa-an is the Chairman of the IC and Mr. Thapana Sirivadhanabhakdi is the Vice Chairman of the IC. Ms. Nantika Ninvoraskul is the Secretary to the IC. The IC is responsible for the consideration of and advises the Executive Committee on the acquisition/disposal of businesses, assets, including any merger of businesses, of the ThaiBev Group of Companies.

In 2014, the Company held the Board meetings, the Executive Committee meetings, including the other sub-committee meetings, and the following table shows the details of the attendance of each director and each committee at these meetings:

Name <sup>(3)</sup>	Board	Executive Committee	AC	RMC <sup>(4)</sup>	RC	NC
1. Mr. Charoen Sirivadhanabhakdi	3/4	9/12	-	-	-	-
2. Khunying Wanna Sirivadhanabhakdi	3/4	9/12	-	-	-	2/2
3. Mr. Narong Srisa-an	4/4	12/12	-	4/4	-	-
4. Mr. Komen Tantiwattthanaphan <sup>(1)</sup>	0/4	1/12	-	-	-	-
5. Mr. Puchchong Chandhanakij	3/4	11/12	-	3/4	-	-
6. Ms. Kanoknart Rangsrithienchai	4/4	12/12	-	4/4	-	-
7. Mr. Prasit Kovilaiakool	4/4	-	6/6	-	2/2	2/2
8. Prof. Kanung Luchai	4/4	-	5/6	-	2/2	-
9. Mr. Manu Leopairote	4/4	-	6/6	-	2/2	2/2
10. Mr. Ng Tat Pun	4/4	-	6/6	-	-	-
11. Mr. Michael Lau Hwai Keong	4/4	-	-	-	-	-
12. Prof. Pornchai Matangkasombut	4/4	-	-	-	-	-
13. Dr. Sakthip Krairiksh	4/4	-	-	-	-	-
14. Gen. Dr. Choo-Chat Kambhu Na Ayudhya	4/4	-	-	-	-	-
15. Mr. Vivat Tejapaibul	3/4	-	-	-	-	-
16. Mr. Panote Sirivadhanabhakdi	2/4	-	-	-	-	-
17. Mr. Thapana Sirivadhanabhakdi	3/4	9/12	-	1/4	-	-
18. Mr. Ueychai Tantha-Obhas	4/4	12/12	-	4/4	-	-
19. Mr. Sithichai Chaikriangkrai	4/4	11/12	-	4/4	-	-
20. Dr. Pisanu Vichiensanth <sup>(2)</sup>	4/4	10/12	-	3/4	-	-
21. Mr. Prapakon Thongtheppairot	-	11/12	-	3/4	-	-
22. Mr. Marut Buranasetkul	-	12/12	-	1/4	-	-
23. Mr. Jean Lebreton	-	10/12	-	2/4	-	-
24. Mr. Kosit Suksingha	-	11/12	-	4/4	-	-
25. Mr. Vichate Tantiwanich	-	9/12	-	4/4	-	-
26. Ms. Vaewmanee Soponpinij	-	12/12	-	3/4	-	-

- Remarks: (1) Mr. Komen Tantiwattthanaphan, Vice Chairman and 3<sup>rd</sup> Executive Vice Chairman, did not attend the Board of Directors Meeting; however, he attended one time of Executive Committee Meeting due to under wellness recovery.
- (2) Dr. Pisanu Vichiensanth, Director and Senior Vice President, was promoted to Director and Executive Vice President, Technology and Engineering, since November 17, 2014.
- (3) Dr. Agapol Na Songkhla was appointed as Senior Vice President, Human Resources which became effective on January 5, 2015.
- (4) Other two management, Mr. Mahin Kraivixien and Mr. Pramote Hassamontr, who are members of RMC also attended all Risk Management Committee Meeting in 2014.

## Principle 2: Board Composition and Guidance

### Board of Directors

As at December 31, 2014, our Board consists of 20 directors, including 8 independent directors representing more than one-third of the total number of the Board members.

All directors have long-term experience in business or attained honorary position.

The size and composition of the Board are reviewed from time to time by the NC, which seeks to ensure that the size of the Board is conducive to effective discussion and decision making, and that the Board has an appropriate number of independent directors. The NC also seeks to maintain diversity of expertise, skills, and attributes among the Directors, including relevant core competencies in areas such as accounting and finance, business and management, industry knowledge, strategic planning, and regional business expertise, as well as taking into account broader diversity considerations, such as gender, age, nationality, in making appointments. When a Board position becomes vacant or additional Directors are required, the NC will select and recommend candidates on the basis of their skills, experience, knowledge and diversity. Any potential conflicts of interest are also taken into consideration.

### Independent Director

All directors exercise due diligence and independent judgement and make decisions objectively in the best interests of the Company. The qualifications of the independent director and the determination of the NC adhere to the requirements of Singapore's CG Code 2012. An independent director under the CG Code 2012 is one who has no relationships with the Company, its related corporations, its 10% shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement with a view to the best interests of the Company, and such director should be independent both in character and judgement.

In addition, the Board notes Guideline 2.4 of CG Code 2012 which recommends that the independence of any director who has served on the Board beyond nine years, from the date of first appointment, be subject to particularly rigorous review.

In this regard, the Board is of the opinion with the concurrence of the NC that all Independent Directors consist of Prof. Kanung Luchai, Mr. Manu Leopaipote, Mr. Ng Tat Pun, Mr. Michael Lau Hwai Keong, Prof. Pornchai Matangkasombut, Dr. Sakthip Krairiksh, and Gen. Dr. Choo-Chat Kambhu Na Ayudhya, totalling seven persons should each continue serving as Independent Directors of the Company, notwithstanding their tenures which complete or exceed 9 consecutive years. The Board has considered and found each of them had actively expressed their independent opinions with regard to the Company's business operations and the recommendations of Management, and continued their ability to discharge their duties with independent business attitude with regard to the best interests of the Company, as well as illustrating their qualifications to be beneficial for the Board as a whole.

## Principle 3: Chairman and CEO

Our Chairman encourages constructive relations among the Board, Executive Committee and 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 Management and to the Board for further consideration and actions at the appropriate time.

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

Mr. Charoen Sirivadhanabhakdi is the Chairman of our Company and the father of Mr. Thapana Sirivadhanabhakdi who is the President and CEO of the Company. In this regard, the Board appointed Mr. Prasit Kovilaikool as the Lead Independent Director. The Lead Independent Director acts as the principal liaison between the Independent Directors and the Chairman on sensitive issues, and also addresses shareholder concerns which could not have been resolved through the normal channels of the Chairman or the President and CEO, or for which such contact is inappropriate.



In the year 2014, the Lead Independent Director, Mr. Prasit Kovilaikool, requested to hold the total of 2 meetings for Independent Directors to meet in March and August 2014. The Independent Directors have observed and exchanged contributive suggestions for the further improvement of the Company's business operation efficiency.

#### **Principle 4: Board Membership**

In order to ensure a transparent process for the appointment and re-appointment of the directors to the Board, the NC establishes and reviews the profile required of Board members and makes recommendations to the Board on the appointment, re-appointment and retirement of Directors. The NC also reviews all nominations for appointment of President and CEO, Executive Vice President, and Senior Vice President, and submits its recommendations for approval by the Board. The NC takes into account an appropriate mix of core competencies for the Board and Executives to fulfil its roles and responsibilities.

Directors must ensure that they are able to give sufficient time and attention to the affairs of ThaiBev and, as part of its review process, the NC decides whether or not a Director is able to do so and whether he/she has been adequately carrying out his/her duties as a Director of ThaiBev. Currently, the Company has not yet determined the maximum number of listed company board representations which a director may hold. The Company believes that each director has carefully considered that he/she will be able to devote sufficient time to manage the business of ThaiBev.

A Director must retire from office as per the provision of the AOA of ThaiBev. The following is a summary of the composition, appointment, removal or retirement from our Board of Directors set forth in the AOA of the Company:

1. The Board of Directors of the Company shall consist of at least five persons. Not less than one-half of the total number of directors shall reside within the Kingdom of Thailand. The directors of the Company shall have the qualifications as prescribed by the laws on public limited companies and securities and exchange.
2. The directors shall be elected by majority votes at the shareholders' meeting in accordance with the criteria and procedures as follows:
  - (1) Each shareholder shall have one vote for one share.
  - (2) A shareholder who wishes to exercise the right of election may use all the votes he/she has under (1) to elect on or several persons as director or directors; however, he or she may not split unequally between any persons in any number.
  - (3) The persons who receive the most votes shall be elected as directors, in the number of directors required or to be elected on the relevant occasion. In the event that votes of two or more nominees are equal in number, causing the number of directors required or to be elected on such relevant occasion to be exceeded, the chairman of the meeting shall have a casting vote.
3. At every annual ordinary shareholders' meeting, one-third of the directors, or, if the number of directors is not a multiple of three, then the number nearest to one-third shall retire from office.
 

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In subsequent years, the directors who have remained in office for the longest time shall retire. A retiring director may be eligible for re-election.
4. Any director wishing to resign from office shall submit his/her resignation letter to the Company. Such resignation shall become effective on the date of receipt of the said letter of the Company.
5. The shareholders' meeting may pass a resolution to remove any director from office prior to rotation, by a vote of not less than three-fourth of the number of the shareholders attending the meeting and having the right to vote, whose shares represent a total of not less than one half of the number of shares held by the shareholders attending the meeting and having the right to vote.

In performing their roles, our NC adheres to the laws applicable to our Company and the Listing Manual. The NC also adopted a charter and proposed it to the Board for approval.

### **Principle 5: Board Performance**

In conducting the business of the Company, the Board performs its 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 its performances and responsibilities.

Each year, the NC undertakes a process to assess the effectiveness of the Board. They include Directors' attendance, participation and contribution during Board meetings. Due consideration is also given to the factors set out in the Guidelines to Principle 5 of the CG Code 2012.

### **Principle 6: Access to Information**

We are committed to providing our Board members with adequate, complete, continuous and timely information before the Board meetings and an on-going basis so as to enable them to make informed decisions to discharge their duties and responsibilities.

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 private and public limited company laws 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 supports 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 2014, the Company Secretary attended all Board and Executive Committee meetings.

The Office of Corporate Secretariat plans a year in advance, a calendar of activities for the Board. For preparation of the meeting, the Office of Corporate Secretariat will deliver the Board papers, financial statements including management

reports, agenda items and related materials, background or explanatory information relating to be brought are also dispatched beforehand on a timely basis to Directors, so that Directors have sufficient lead-time to peruse, review and consider the items tabled, and in order for discussions at Board and Board Committee meetings to be even more meaningful and productive. Senior Management is requested to attend the Board of Directors Meetings and other sub-committee meetings in order to provide input and insight into matters being discussed, and to respond to any queries that the Directors may have. The Board members have separate and independent access to management to ensure that Board procedures are followed.

Where it is necessary for the efficacious discharge of their duties, the Directors and Board Committees, either individually or as a group, may seek and obtain independent professional advice at the Company's expense.

## **B. Remuneration Matters**

### **Principle 7: Procedure for Developing Remuneration Policies**

The main responsibility of the RC is to assist the Board in establishing a formal and transparent process for developing policies on executive remuneration and development. The RC will also review the terms of compensation and employment for executive directors and key management personnel (such as the President and CEO, and top executives) at the time of their respective employment or renewal (where applicable) including considering the Company's obligations in the event of termination of services.

The 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. The RC has reviewed and recommended to the Board the remuneration for each director and for the top executives and the recommendations of the RC are submitted for endorsement by the entire Board. All aspects of remuneration are considered by the RC, including director's fees, salaries, allowances, bonuses, and benefits-in-kind.

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

The RC may from time to time, and where necessary or required, consider engaging external consultants to assist in framing the remuneration policy and determining the level and mix of remuneration for Directors and Management.

### **Principle 8: Level and Mix of Remuneration**

The determination of level and band of remuneration of the Directors, Executive Directors, and top executives of the Company were based on corporate performance, duties, responsibilities and individual performance, having regard to due compliance with applicable laws and the recommendations of the CG Code 2012.

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.

With the exception of the aforementioned, there are currently no long-term incentive schemes for Directors, Executive Directors, and key management personnel, or employee share schemes.

### **Principle 9: Disclosure of Remuneration**

#### **9.1 Remuneration of Directors**

Details of remuneration of the directors (including those who are in an executive capacity) of the Company in the accounting year ended December 31, 2014 (assuming a foreign exchange rate of SGD 1 = Baht 25), together with a percentage breakdown into the following categories (1) director fee; (2) salaries; (3) bonuses as well as funds paid based on the operating results of the Company; (4) other benefits; and (5) compensation in the form of shares and long-term benefits, are set out in the tables below.

In respect of the directors who are in an executive capacity, the Company, having duly considered the highly competitive human resource environment of the industry and the confidential nature of staff remuneration matters, is of the view that full disclosure of their remuneration may be prejudicial to the interests of the Company and may hamper the Company's efforts to retain and nurture its talent pool. In the alternative, the Company has disclosed their remuneration in bands of SGD 250,000 or equivalent (as described below).

#### Remuneration bands:

- "A" refers to remuneration below SGD 250,000 or equivalent
- "B" refers to remuneration between SGD 250,000 and SGD 499,999 or equivalent
- "C" refers to remuneration between SGD 500,000 and SGD 749,999 or equivalent
- "D" refers to remuneration between SGD 750,000 and SGD 999,999 or equivalent
- "E" refers to remuneration between SGD 1,000,000 and SGD 1,249,999 or equivalent
- "F" refers to remuneration between SGD 1,250,000 and SGD 1,500,000 or equivalent

Name of Directors (executive capacity)	Remuneration on band	Type of Remuneration				
		Directors' fees (%)	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 (%)
1. Mr. Charoen Sirivadhanabhakdi	D	***	77	23	-	-
2. Khunying Wanna Sirivadhanabhakdi	B	***	77	23	-	-
3. Mr. Narong Srisa-an	F	***	47	53	-	-
4. Mr. Komen Tantiwiwatthanaphan	B	***	77	23	-	-
5. Mr. Puchchong Chandhanakij	B	***	72	28	-	-
6. Ms. Kanoknart Rangsihienchai	C	***	46	54	-	-
7. Mr. Thapana Sirivadhanabhakdi	F	***	53	47	-	-
8. Mr. Ueychai Tantha-Obhas	E	***	52	48	-	-
9. Mr. Sithichai Chaikriangkrai	D	***	50	50	-	-
10. Dr. Pisanu Vichiensanth <sup>(1)</sup>	D	***	53	47	-	-

Remark: (1) Dr. Pisanu Vichiensanth, Director and Senior Vice President, was promoted to Director and Executive Vice President, Technology and Engineering, since November 17, 2014.

\*\*\* In this regard, pursuant to the resolutions of the Board of Directors' Meeting No. 2/2004 held on May 21, 2004, Directors and/or Executive Committee Directors of ThaiBev and/or its subsidiaries who receive a monthly salary from the Company and/or any subsidiaries will not receive any directors' fees.

Name of Directors (non-executive capacity)	Total Remuneration (SGD)	Type of Remuneration				
		Directors' fees (%)	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 (%)
11. Mr. Prasit Kovilaiikool	264,000	54	-	46	-	-
12. Prof. Kanung Luchai	132,000	54	-	46	-	-
13. Mr. Manu Leopaiprote	158,400	54	-	46	-	-
14. Mr. Ng Tat Pun	105,600	54	-	46	-	-
15. Mr. Michael Lau Hwai Keong	61,600	54	-	46	-	-
16. Prof. Pornchai Matangkasombut	61,600	54	-	46	-	-
17. Dr. Sakthip Krairiksh	61,600	54	-	46	-	-
18. Gen. Dr. Choo-Chat Kambhu Na Ayudhya	61,600	54	-	46	-	-
19. Mr. Vivat Tejapaibul	61,600	54	-	46	-	-
20. Mr. Panote Sirivadhanabhakdi	61,600	54	-	46	-	-

## 9.2 Remuneration of Top Executives

Details of remuneration of the top six executives (excluding persons who are directors or the CEO) of the Company in the accounting year ended December 31, 2014 (assuming a foreign exchange rate of SGD 1 = Baht 25), together with a percentage breakdown into the following categories: (1) salaries, (2) bonuses as well as funds paid based on the operating results of the Company, (3) other benefits, and (4) compensation in the form of shares and long-term benefits, are set out in the table below. Total remuneration has been disclosed in bands of SGD 250,000 or equivalent (as described above).

Names of Top Executives <sup>(1)</sup>	Remuneration on band	Types 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 %
1. Mr. Prapakon Thongtheppairot	A	72	28	-	-
2. Mr. Marut Buranasetkul	B	61	39	-	-
3. Mr. Jean Lebreton	C	59	41	-	-
4. Mr. Kosit Suksingha	A	81	19	-	-
5. Mr. Vichate Tantiwanich	B	70	30	-	-
6. Ms. Vaewmanee Soponpinij	B	68	32	-	-

Remarks: (1) Dr. Agapol Na Songkhla was appointed as Senior Vice President, Human Resources, which became effective on January 5, 2015.

The aggregate amount of the total remuneration paid to the top 6 executives (excluding persons who are directors or the CEO) for the accounting year ended December 31, 2014 is SGD 2,075,000.

During the financial year ended December 31, 2014, the Company did not compensate any termination, retirement and post-employment benefits to the directors, the CEO, and the top executives (who are not the directors and the top executives or the CEO). Save for Mr. Thapana Sirivadhanabhakdi and Mr. Panote Sirivadhanabhakdi, who are the sons of our directors, Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi, and directors themselves, there are no other employees who are immediate family members of a director or the CEO and whose remuneration exceeds SGD 50,000 during the year. The remuneration of Mr. Charoen Sirivadhanabhakdi, Khunying Wanna Sirivadhanabhakdi, Mr. Thapana Sirivadhanabhakdi, and Mr. Panote Sirivadhanabhakdi has been disclosed in our 2014 Annual Report.

## C. Accountability and Audit

### Principle 10: Accountability

The Board is responsible for providing a balanced and understandable assessment of the performance, position and prospects of the ThaiBev Group of Companies, including through 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, and the annual results are released within 60 days of the end of each financial year, in each case primarily via SGXNET in line with the Listing Manual. Material price sensitive information is also disseminated to shareholders via SGXNET in compliance with the Listing Manual, as well as through press releases, the Company's website, and information briefings. In addition to such disclosures, our top executives also participate in quarterly results briefings and telephone conferences from time to time, with a view to providing a timely update and clarification to our investors.

### Principle 11: Risk Management and Internal Controls

#### Risk Management

The Board of Directors accepts overall responsibility for the governance of risk. The RMC, consisting of the directors and the top executives of each business unit, was appointed by the Board to assist the Board in discharging its responsibility in this regard to ensure that the ThaiBev Group of Companies has implemented an effective risk management framework. The RMC focuses on the identification and management of all material business risks, including but not limited to strategic, financial, operational, reputational, environmental, information technology, and compliance risks that may prevent the business from achieving its objectives.

In connection with its responsibility, the RMC determined the Company's risk management policy, levels of acceptable risk and proposed them to the Board for approval, as well as determined the risk management framework. The RMC's further roles are to oversee Management who is responsible for managing risks in accordance with the approved policy and framework, designing, implementing and monitoring the risk management measures.

The RMC meets every quarter, or as often as the RMC members deem necessary, in order to fulfill the RMC's duties and responsibilities. In 2014, the RMC meetings were held four times. After each meeting, the RMC is required to quarterly report the progress and status of significant risk management to the Board. This enables the Board to provide advice necessary to strengthen the efficiency and effectiveness of risk management.

The Company's risk management processes can be summarized as follows:

- Stipulate the Company policy and framework on risk management and communicate them to the Company executives and employees by emphasizing on the importance of risk management and the practical implementation of such policy to ensure the achievement of the Company objectives.
- Identify material corporate risks, set risk assessment criteria and risk appetite to manage high level risks.
- Conduct risk assessment according to risk assessment criteria.
- Set risk treatment procedures for risks that exceed the Company risk assessment criteria and levels of acceptable risk.
- Monitor and review major risks and risk treatment procedures to ensure that risks are appropriately managed.

#### Internal Controls

The Board recognizes its responsibility to ensure a sound system of risk management and internal controls to safeguard the shareholders' investments and the Company's assets. In this regard, the Board established an Executive Committee, each member of which oversees different departments and business units to ensure the adequacy and effectiveness of financial, operational, compliance and information technology controls, including systematic risk management through determining structure, strategy and risk owner, controlling and monitoring the results of risk management and reporting to the RMC.

In support of compliance with applicable laws and regulations, the Board also assigned the Office of Corporate Secretariat to oversee compliance with the private and public limited laws (including securities laws) which are applicable to the Company.

In addition to the relevant laws and regulations, the Board sets the tone on acceptable Business Ethics and has instructed that all directors, executives and employees comply with the same. As part of the Business Ethics, the Board instituted a policy for proper handling of information in order to prevent mishandling of information either for personal benefit or the benefit of other persons. It is the responsibility of the directors, executives and employees of the Company to prevent any access by unauthorized persons to, and/or disclosure of, non-public information that may affect the market price or value of the Company's shares and other financial instruments issued by the Company, before it has been received by the SGX, or before the information has been made public through SGXNET.

In addition, the Board of Directors has a policy for the Company, directors and executives on dealing in the Company securities. The Company, directors and executives of the Company are prohibited from dealing in the Company 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 AOA of the Company and applicable law, the directors must also notify the Company and the SGX of the particulars of his/her shareholding interest in the Company at the time of his/her appointment and, for so long as he/she remains as a director, of any interest in, and all changes to, his/her 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.

The AC, with the assistance of the internal and the external auditors, reviews and reports to the Board at least annually on the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and

information technology controls, all of which have been established and maintained by the management in order to ensure the Company's operational achievement towards its goals and objectives, ensure compliance with the applicable laws and regulations and safeguard its significant assets from misconduct or loss. The AC also oversees the accuracy and reliability of financial information and reporting. In assessing the adequacy and effectiveness of the Company's internal controls, the AC has considered the results of audits by the internal and external auditors in conjunction with the evaluation result based on the "Assessment Form of Adequacy of Internal Control System" which was designed in accordance with the COSO (The Committee of Sponsoring Organizations of the Treadway Commission) Internal Control Framework which was recommended by the Securities and Exchange Commission of Thailand (SEC) for the Stock Exchange of Thailand's listed companies to use as a guideline to perform self-evaluation or review on the adequacy of their own internal controls. Based on the aforesaid considerations, the AC is of the opinion that in 2014, the Company had in place adequate and effective internal controls including financial, operational, compliance and information technology controls.

Additionally, the Board, with the assistance of the RMC and the AC, annually reviews the adequacy and effectiveness of the Company's risk management and overall internal controls systems. Based on the internal controls and the risk management processes established and maintained by the Company, the independent audits performed by the internal and external auditors, and the assurance from the President and CEO and the Chief Financial Officer that the financial records have been properly maintained and the consolidated financial statements of the ThaiBev Group of Companies for the financial year ended December 31, 2014 ("FY2014") give a true and fair view of the operations and finances of the Company and the ThaiBev Group of Companies, and that the ThaiBev Group of Companies has in place adequate and effective internal controls and risk management systems which considers relevant and material to the current ThaiBev Group of Companies' business and operations, the Board, with the concurrence of the AC, is of the opinion that throughout FY2014 the ThaiBev Group of Companies had in place adequate and effective internal controls addressing financial, operational, compliance and information

technology risks and controls and risk management systems which considers relevant and material to the current ThaiBev Group of Companies' business operations.

The system of internal controls and risk management which was in place throughout FY2014 provides reasonable, but not absolute, assurance that the Company or the ThaiBev Group of Companies will not be adversely affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. In this regard, the Board also notes that no system of internal controls and risk management can provide absolute assurance against the occurrence of material errors, poor judgment on decision making, human error, losses, fraud or other irregularities.

### **Principle 12: Audit Committee**

The Board appointed the AC, which in 2014 consisted of four independent directors: three Thais and one Singaporean. The AC responsibilities are clearly set forth in the Audit Committee Charter, for instance, reviewing the financial statements preparation process and information disclosures of the Company and its subsidiaries to ensure accuracy and reliability, overseeing the adequacy and effectiveness of the internal controls and the internal audits of the Company and its subsidiaries, reviewing the Company and its subsidiaries compliance with business related laws, reviewing interested persons transactions to prevent any occurrence of conflicts of interest, and considering and selecting the auditors of the Company and its subsidiaries.

In carrying out the duty on the selection of the external auditors of the Company and its subsidiaries, the AC considers their competency, professional proficiency, recognized past performance and independence in providing audit services before proposing its opinions on the appointment of the external auditors of the Company and its subsidiaries and their remuneration to the Board of Directors in order to propose to the Shareholders' Meeting for approval. At the 2014 Annual General Meeting of Shareholders held on April 25, 2014, the Shareholders appointed Mr. Nirand Lilamethwat (Certified Public Accountant No. 2316) or Ms. Orawan Sirirattanawong (Certified Public Accountant No. 3757) of KPMG Phoomchai Audit Ltd. to be in charge of the audit of the Company's financial statements for the year ended December 31, 2014. This appointment is also in compliance with Rules 712 and 713(1) of the Listing Manual.

ThaiBev and its subsidiaries have appointed KPMG Phoomchai Audit Ltd. ("**KPMG Thailand**") and companies in the group of KPMG Thailand in various countries to provide audit services. The Company's significant subsidiaries, International Beverage Holdings Limited and InterBev Investment Limited, have appointed KPMG China to be their auditor. Although, in 2014, four overseas subsidiaries, namely, International Beverage Holdings Limited, USA Inc.; Best Spirits Co., Ltd.; InterBev Malaysia Sdn Bhd.; and InterBev (Cambodia) Co., Ltd. appointed different auditors from the Company, the AC and Board of Directors have considered and been satisfied that such appointment would not compromise the standard and effectiveness of the audit of the Company, in compliance with Rule 716 of the Listing Manual. The Company's significant associates, Fraser and Neave, Limited and Frasers Centrepoint Limited, listed on the SGX, have appointed Ernst & Young LLP to be their auditor.

According to the financial statements for the year ended December 31, 2014, ThaiBev Group of Companies consisting of ThaiBev and all subsidiaries paid the audit fees to KPMG Thailand and other auditors at the amount of approximately Baht 57.25 million and Baht 11.70 million, respectively. In addition, there was a payment for the non-audit fee to the KPMG Thailand and other auditors at the amount of approximately Baht 0.20 million, and Baht 0.45 million, respectively.

In performing the duties on the review of financial information reporting, the internal control and internal audit systems, compliance with business related laws and connected transactions or transactions may give rise to conflicts of interest, the AC will meet on a quarterly basis or when deemed necessary by the AC, with the auditors, the personnel of the Office of Internal Audit and Management according to the relevant topics. In 2014, apart from the ordinary meetings, the AC held 2 meetings with the internal and the external auditors, without the presence of Management.

The Company's external auditor KPMG Thailand regularly briefs AC members at AC meetings on relevant changes to accounting standards and issues which have a direct impact on the Company's financial statements.

Though the Company has not yet instituted a formal whistle-blowing policy, there are certain channels which enable employees to lodge complaints to the Management.



### **Principle 13: Internal Audit**

The Company established the Office of Internal Audit as an independent unit to assist the Board of Directors through the AC by assessing and improving effectiveness of risk management, internal controls and governance processes. In this regard, the AC appointed the Vice President of the Office of Internal Audit as the Secretary to the AC. The Office of Internal Audit reports directly to the AC and administratively to the President and CEO. With this organizational structure and reporting relationships, it enables the Office of Internal Audit to objectively and independently discharge the duties and responsibilities specified in its Internal Audit Charter approved by the AC. The Office of Internal Audit adopts a risk-based audit methodology to develop its audit plans to ensure that audit activities are aligned with key risks of ThaiBev Group of Companies. Based on risk assessments performed, greater focus and appropriate review intervals are set for high risk activities and material internal controls, including compliance with the Company's policies, procedures and regulatory responsibilities. During the year, the Office of Internal Audit Office conducted its audits as detailed in the internal audit plan submitted to and approved by the AC. Findings and internal auditors' recommendations on areas of improvement were reported for management's implementation. Each quarter, the Office of Internal Audit Office submitted to the AC a report on the status of the audit plan and on audit findings and actions taken by Management. Key findings are highlighted at the AC meetings for discussion and follow-up action. The AC monitors the timely and proper implementation of required corrective, preventive or improvement measures undertaken by Management. The AC is satisfied that the Office of Internal Audit has adequate resources and appropriate standing within the Company to perform its function effectively.

## **D. Shareholders Rights and Responsibilities**

### **Principle 14: Shareholder Rights**

The Company acknowledges and gives importance to the rights of the shareholders, who are the owners of the Company. The Company has ensured equal and fair treatment towards every shareholder through its accurate, transparent and timely disclosure of information via SGXNET. The Company pays great attention to the sufficiency of information disclosure so that the shareholders are able to make a well-informed decision at the shareholders' meeting, including casting their votes and expressing their opinions on significant changes and the election

of Directors, based on information which is accurate, complete, transparent, and equally shared.

### **Principle 15: Communication with Shareholders**

Communication with shareholders is done not only through announcements via SGXNET but also through our Investor Relations Unit (currently is under supervision of the Office of Corporate Communication) who works closely with our top executives to ensure active communicate with shareholders through announcements made via SGXNET in a timely manner. 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. In the interim, the Investor Relations Unit also regularly meets with investors to communicate the policies and strategies of the Company so that investors have a good understanding of the Company operation. The Investor Relations Unit also provides timely detailed information via the corporate website.

The unit also reports to Management in relation to investors' comments and concerns. Contact information for the Investor Relations Unit is set out in section on Investor Information of this annual report and is also available in the investor relations section of our corporate website <http://www.thaibev.com/ir.html>.

### **Principle 16: Conduct of Shareholder Meetings**

Shareholders' meetings are held in accordance with the agenda mentioned in the relevant invitation to the shareholders' meeting. The Company sends a complete invitation to shareholders' meeting, including attachments, with sufficient information relevant to the meeting to the shareholders. Moreover, the Company posts all information which is relevant to the meeting on SGXNET so that the shareholders will have sufficient time to carefully study this information. In addition, at least fourteen days prior to the date of the meeting, notice of a shareholders' meeting will be given by advertisement in a daily press in Singapore (for one day), and by the advertisement in the daily press in Thailand (for at least three consecutive days) in order to allow shareholders sufficient time to prepare for attending the shareholders' meeting as required by the related laws and regulations and the Listing Manual.

The Chairman of the Board, the Chairman of the Audit, Remuneration, and Nomination Committees, and Directors who are part of the management team are usually present and are available to address shareholders' queries at these meetings.

Our external auditors from KPMG Thailand are also present to address shareholders' queries about the conduct of audit and the preparation and content of the auditor's report. Before the commencement of each meeting, the Chairman will give instructions on the voting and the counting methods as clearly prescribed. During the meeting, the Chairman allows the shareholders, equally, to make inquiries and express their opinions as well as to make recommendations.

The Chairman of the Meeting also answers questions and provides complete information as requested by the shareholders. After the meeting and before the commencement of the pre-opening session on the market day following the general meeting, the Company will immediately announce the resolutions of the shareholders' meeting on SGXNET. The Minutes of the shareholders' meeting must be accurately and completely recorded in a timely manner as required by law. Minutes of shareholders' meeting are also available to shareholders for their inspection upon their request.

The Company encourages the shareholders to use ballots for voting on each agenda item. The ballots shall be kept in the meeting room for vote counting prior to the announcement of the voting results of the shareholders. For the purpose of transparency, the Company makes an announcement of the detailed results showing the number of votes cast for, against, and abstain from voting on each resolution and the respective percentages as well as keeps all ballots (bearing signatures of the shareholders or their proxy) for future reference.

For listing rules of the Listing Manual of SGX regarding the requirement of holding of general meetings in Singapore, namely, Rule 730A and Practice Note 7.5. Rule 730A(1) and Practice Note 7.5 require (unless exempted by the SGX) an issuer with a primary listing on the SGX to hold its general meetings in Singapore unless there are legal constraints preventing it from doing so, and such issuer should provide alternative modes of engagement such as webcast and information meetings so that public shareholders have access to the board and senior management.

In this connection, as announced on February 20, 2014, ThaiBev consulted with SGX on this matter, and the SGX advised that Rule 730A(1) of the Listing Manual is not applicable to ThaiBev. Consequently, ThaiBev will continue to hold its general meeting in Thailand but not Singapore. For the purpose of paragraph 2.4 of Practice Note 7.5, SGX advised that it has no objection to ThaiBev not providing video conference

and webcast facility to enable Singapore-based shareholders to follow the proceedings during its shareholder meetings.

We would like to provide the key reasons to hold general meetings in Thailand as follows:

- Pursuant to Thai law, in respect of persons whose accounts with The Central Depository (Pte) Limited ("CDP") have been credited with ThaiBev shares, CDP is the only holder on record of such shares and therefore the only recognised shareholder of ThaiBev to attend and to vote at ThaiBev's general meetings. Depositors in Singapore whose shares are held through CDP (the "Depositors") are not permitted by Thai law to attend and to vote in person at ThaiBev's general meetings, even if such shareholder meetings are held in Singapore.
- ThaiBev has also been advised by our legal advisor that the Public Limited Companies Act (the "PLCA") and the AOA of the Company do not address the issue of whether non-shareholders are permitted to watch a shareholders' meeting from a place outside the meeting room. In addition, the power of the chairman of a general meeting of a Thai company to grant non-shareholders permission to watch a shareholders' meeting from a place outside the meeting room is also limited by the PLCA and the AOA of the Company.

Notwithstanding the legal restrictions described above, in order to provide a forum for interaction with Depositors in Singapore, the Investor Relations Unit of the Company plans to hold an annual information meeting in Singapore soon after its annual general meeting is held in Thailand, to enable as even a level of access to information as possible at the time of such meeting. Attendees will be given the opportunity to share their views and to ask our Directors and top executives relevant questions relating to the Company and its business, operations and performance.

It should also be noted that to be in line with our current practice, Depositors (and Depository Agents) with shares standing to the credit of their securities accounts with CDP, may direct CDP to exercise the voting rights in respect of the number of shares credited to their CDP securities accounts by completing the Voting Instruction Form(s). The Voting Instruction Form(s) will be dispatched to them by CDP and they may return complete forms to CDP on the specific date. The said Voting Instruction Form(s) will set out the resolutions to be considered at the shareholders meeting same as appeared in the invitation to the shareholders meeting.

# Audit Committee Report

To Shareholders of Thai Beverage Public Company Limited

As appointed by the Board of Directors, the Audit Committee comprises four independent directors, led by Mr. Prasit Kovilakool as Chairman, and the 3 Committee Members, namely Prof. Kanung Luchai, Mr. Manu Leopaiprote, and Mr. Ng Tat Pun, who are competent and qualified to independently discharge their duties assigned by the Board of Directors and specified in the Audit Committee Charter. The duties include the review of financial reporting, interested person transactions and internal controls, the oversight of the internal audit function, compliance and nomination of the external auditor, as well as its fees.

In 2014, the Audit Committee held 6 meetings and the performance results of the Audit Committee in its essence were as follows:

**1. Review of Financial Reporting:** The Audit Committee reviewed essential information of quarterly and annual financial statements of the Company and consolidated financial statements of the Company and its subsidiaries, which were prepared according to Thai Financial Reporting Standards (TFRS) in conformance with International Financial Reporting Standards (IFRS), jointly with the external auditors, senior management and Vice President of the Internal Audit Office. In its views, the Company had prepared its financial statements comprehensively and credibly in conformance with legal requirements and financial reporting standards, including adequate disclosure of information. Such financial statements were reviewed and audited by the external auditors with unqualified review and opinion given.

In addition, in 2014 the Audit Committee held 2 meetings with the external auditors and the internal auditors without the presence of the management to freely discuss the scope of audits, material data for preparation of the financial statements and information disclosure, and major obstacles encountered during the audits, which were reported that they had no material observation, difficulty, limitation including significant disagreements with the Management.

**2. Review of Interested Person Transactions:** The Audit Committee reviewed interested person transactions and transactions that may lead to conflict of interests. The review result of the transactions that the Company transacted with interested persons revealed compliance with the Company Shareholders' Mandate for the interested person transactions. The interested person transactions were undertaken at an arm's length basis, reasonable, on normal commercial terms and for the best interest of the Company with appropriate approval procedures, including disclosed information sufficiently, accurately and completely.

**3. Review of Internal Control Systems:** The Audit Committee reviewed the results of the internal control system assessment which were reported by the Office of Internal Audit on a quarterly basis, and the annual internal control assessment through using the assessment form of adequacy and effectiveness of internal control system against the internal control framework of the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

The results showed that the internal controls were adequate, effective and appropriate to the Company's business operations, corresponding to the views of the external auditors in similar assessment concerning the Company and its subsidiaries' financial reporting preparation that no material deficiencies impacting the Company's financial statements were found.

**4. Supervision of Internal Audit:** The Audit Committee ensured that the Internal Audit Office is independent by having it report directly to the Audit Committee and provided supervision and advice on its operation to ensure that the Internal Audit Office was able to perform its tasks in accordance with the approved annual audit plan. The Audit Committee found that the internal audits had achieved the goals and plans.

**5. Review of Compliance with Laws:** The Audit Committee reviewed and ensured strict compliance with legislation related to securities and stock exchange, including regulations and requirements related to business operations. In 2014, no violation had been found.

**6. Appointment of the External Auditor and Determination of the Audit Fee for 2015:** In selecting the external auditor, the Audit Committee reviewed the external auditor's performance, insight and competencies, proficiencies, independence and fees before recommending the Board of Directors to propose to the Shareholders at the Annual General Meeting for approval on the appointment of KPMG Phoomchai Audit Ltd. as the Company's external auditor for the year 2015 and the auditor's remuneration amounting to Baht 9.12 million. In addition, the Audit Committee endorsed four indirect overseas subsidiaries to appoint their external auditors different from the Company's. The Audit Committee considered that the appointment would not compromise the standard and effectiveness of the audit of the Company, in compliance with the Rule of the Singapore Exchange.

In summary, the Audit Committee exercised its competency and adequate independence in overseeing the Company's operation according to the duties and responsibilities determined in its charter, and was of the opinion that the Company had prepared essential and credible financial reporting in accordance with the financial reporting standards, complete with adequate disclosure of interested person transactions or transactions with potential conflicts of interest; that it commanded good corporate governance, and adequate, appropriate and effective internal control system; and that it had fully complied with all relevant legislation and regulations for its businesses.



**Mr. Prasit Kovilakool**  
Chairman of the Audit Committee  
February 25, 2015

# 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 (the "Group") and of Thai Beverage Public Company Limited (the "Company"), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2014, the consolidated and separate statements of income and comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

## 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 present fairly, in all material respects, the financial position of the Group and Company, respectively, as at 31 December 2014 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.



**(Nirand Lilamethwat)**

Certified Public Accountant  
Registration No. 2316

KPMG Phoomchai Audit Ltd.  
Bangkok  
26 February 2015

# Statements of financial position

Thai Beverage Public Company Limited and its Subsidiaries

	Note	Consolidated financial statements		Separate financial statements	
		31 December 2014	31 December 2013	31 December 2014	31 December 2013
(in thousand Baht)					
<b>Assets</b>					
Current assets					
Cash and cash equivalents	5	2,230,079	5,101,568	37,082	763,196
Current investments	6	299	6,794	-	-
Trade accounts receivable	4, 7	3,668,298	3,890,628	-	-
Other receivables		622,990	614,919	27,509	19,838
Current portion of long-term loans		-	2,245	-	24
Short-term loans to and other receivables					
from related parties	4	452,521	248,768	12,662,773	14,985,444
Inventories	8	35,084,323	34,836,910	-	-
Other current assets	9	3,719,144	5,022,144	17,759	14,460
Assets classified as held for sale	10	1,290,505	-	-	-
<b>Total current assets</b>		<b>47,068,159</b>	<b>49,723,976</b>	<b>12,745,123</b>	<b>15,782,962</b>
<b>Non-current assets</b>					
Investments in associates	11	67,614,203	75,558,200	-	-
Investments in subsidiaries	12	-	-	101,829,893	85,446,603
Other long-term investments	6	270,525	273,794	-	-
Long-term loans to and other receivables					
from related parties	4	77,533	73,490	3,730,394	2,207,903
Investment properties	13	1,114,390	1,014,965	-	-
Property, plant and equipment	14	46,250,696	46,827,202	64,188	59,969
Goodwill	15	7,043,748	7,052,097	-	-
Other intangible assets	16	150,053	160,487	26,580	21,912
Leasehold rights	17	157,808	171,729	-	-
Deferred tax assets	18	387,296	391,897	33,235	29,401
Other non-current assets	19	1,852,918	2,081,649	277,437	286,812
<b>Total non-current assets</b>		<b>124,919,170</b>	<b>133,605,510</b>	<b>105,961,727</b>	<b>88,052,600</b>
<b>Total assets</b>		<b>171,987,329</b>	<b>183,329,486</b>	<b>118,706,850</b>	<b>103,835,562</b>

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

# Statements of financial position

Thai Beverage Public Company Limited and its Subsidiaries

	Note	Consolidated financial statements		Separate financial statements	
		31 December 2014	31 December 2013	31 December 2014	31 December 2013
(in thousand Baht)					
<b>Liabilities and equity</b>					
<b>Current liabilities</b>					
Bank overdrafts and short-term loans					
from financial institutions	20	<b>8,536,490</b>	2,166,835	<b>5,300,000</b>	353
Trade accounts payable	4, 21	<b>4,802,887</b>	5,202,481	-	-
Other payables	22	<b>4,378,141</b>	3,939,234	<b>214,213</b>	139,470
Current portion of long-term loans					
from financial institutions	20	<b>13,410,950</b>	10,189,869	<b>2,500,000</b>	2,667,000
Short-term loans from and other payables					
to related parties	4, 20	<b>269,702</b>	237,729	<b>7,793,493</b>	7,639,931
Income tax payable		<b>2,631,142</b>	2,647,135	<b>50,759</b>	488,112
Short-term provisions		<b>34,829</b>	22,091	-	-
Other current liabilities		<b>1,972,088</b>	1,824,830	<b>56,720</b>	46,810
<b>Total current liabilities</b>		<b>36,036,229</b>	26,230,204	<b>15,915,185</b>	10,981,676
<b>Non-current liabilities</b>					
Long-term loans from and other payables					
to related parties	4, 20	<b>104</b>	104	<b>12,568,700</b>	17,769,700
Debentures	20	<b>1,000,000</b>	1,000,000	-	-
Long-term loans from financial institutions	20	<b>26,554,794</b>	54,342,860	<b>4,000,000</b>	6,500,000
Deferred tax liabilities	18	<b>964,948</b>	1,314,814	-	-
Employee benefit obligations	23	<b>2,576,745</b>	2,313,712	<b>173,354</b>	138,321
Other non-current liabilities		<b>178,196</b>	134,702	<b>77</b>	15
<b>Total non-current liabilities</b>		<b>31,274,787</b>	59,106,192	<b>16,742,131</b>	24,408,036
<b>Total liabilities</b>		<b>67,311,016</b>	85,336,396	<b>32,657,316</b>	35,389,712

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

# Statements of financial position

Thai Beverage Public Company Limited and its Subsidiaries

	Note	Consolidated financial statements		Separate financial statements	
		31 December 2014	31 December 2013	31 December 2014	31 December 2013
(in thousand Baht)					
<b>Liabilities and equity</b>					
<b>Equity</b>					
Share capital:	24				
Authorised share capital		<b>29,000,000</b>	29,000,000	<b>29,000,000</b>	29,000,000
Issued and paid-up share capital		<b>25,110,025</b>	25,110,025	<b>25,110,025</b>	25,110,025
Difference arising from common control transactions		<b>(19,718,440)</b>	(19,718,440)	<b>31,035</b>	31,035
Premium on ordinary shares	24	<b>17,215,737</b>	17,215,737	<b>17,215,737</b>	17,215,737
Retained earnings:					
Appropriated – legal reserve	25	<b>2,900,000</b>	2,900,000	<b>2,900,000</b>	2,900,000
Unappropriated		<b>73,290,094</b>	63,010,734	<b>40,792,737</b>	23,189,053
Other components of equity	25	<b>2,465,223</b>	5,768,064	-	-
<b>Equity attributable to owners of the Company</b>		<b>101,262,639</b>	94,286,120	<b>86,049,534</b>	68,445,850
Non-controlling interests		<b>3,413,674</b>	3,706,970	-	-
<b>Total equity</b>		<b>104,676,313</b>	97,993,090	<b>86,049,534</b>	68,445,850
<b>Total liabilities and equity</b>		<b>171,987,329</b>	183,329,486	<b>118,706,850</b>	103,835,562

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

# Statements of income

Thai Beverage Public Company Limited and its Subsidiaries

	Note	Consolidated financial statements		Separate financial statements	
		For the year ended 31 December 2014	2013	For the year ended 31 December 2014	2013
(in thousand Baht)					
<b>Income</b>	4, 26				
Revenue from sale of goods	34	<b>162,039,998</b>	155,770,536	-	-
Management fees		-	-	<b>3,329,259</b>	3,469,833
Dividend income	12	<b>4,059</b>	22,738	<b>28,283,063</b>	11,870,809
Interest income		<b>105,726</b>	68,168	<b>884,111</b>	975,648
Net gain on foreign exchange		<b>66,841</b>	259,574	<b>22,352</b>	341,954
Other income	27	<b>595,787</b>	772,260	<b>48,217</b>	1,980,242
<b>Total income</b>		<b>162,812,411</b>	156,893,276	<b>32,567,002</b>	18,638,486
<b>Expenses</b>	4, 26, 31				
Cost of sale of goods	8	<b>114,710,097</b>	112,033,197	-	-
Cost of rendering of services		-	-	<b>1,559,295</b>	1,378,504
Selling expenses	28	<b>13,188,635</b>	12,590,440	-	-
Administrative expenses	29	<b>10,764,671</b>	10,146,798	<b>433,654</b>	468,034
Finance costs	32	<b>1,553,184</b>	2,318,690	<b>1,478,903</b>	1,601,130
<b>Total expenses</b>		<b>140,216,587</b>	137,089,125	<b>3,471,852</b>	3,447,668
Share of profit of associates, net of income tax	4, 11	<b>3,388,626</b>	3,434,027	-	-
<b>Profit before income tax expense</b>		<b>25,984,450</b>	23,238,178	<b>29,095,150</b>	15,190,818
Income tax expense	33	<b>(4,551,619)</b>	(4,236,366)	<b>(184,442)</b>	(666,072)
<b>Profit for the year</b>		<b>21,432,831</b>	19,001,812	<b>28,910,708</b>	14,524,746
Profit attributable to:					
Owners of the Company		<b>21,693,536</b>	19,130,302	<b>28,910,708</b>	14,524,746
Non-controlling interests		<b>(260,705)</b>	(128,490)	-	-
<b>Profit for the year</b>		<b>21,432,831</b>	19,001,812	<b>28,910,708</b>	14,524,746
<b>Basic earnings per share (Baht)</b>	35	<b>0.86</b>	0.76	<b>1.15</b>	0.58

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



# Statements of comprehensive income

Thai Beverage Public Company Limited and its Subsidiaries

	Note	Consolidated financial statements For the year ended 31 December		Separate financial statements For the year ended 31 December Separate	
		2014	2013	2014	2013
(in thousand Baht)					
<b>Profit for the year</b>		<b>21,432,831</b>	19,001,812	<b>28,910,708</b>	14,524,746
<b>Other comprehensive income</b>					
Share of other comprehensive					
income of associates	4, 11	<b>(2,242,603)</b>	1,191,731	-	-
Foreign currency translation					
differences for foreign operations		<b>(1,055,438)</b>	784,059	-	-
Revaluation of property	14	-	651,121	-	-
Defined benefit plan actuarial gains (losses)	23	<b>(129,289)</b>	218,212	<b>(9,392)</b>	9,963
Net change in fair value of					
available-for-sale investments		<b>(3,173)</b>	(26,350)	-	-
Income tax on other comprehensive income	33	<b>28,668</b>	(167,819)	<b>1,879</b>	(1,992)
<b>Other comprehensive income for the</b>					
<b>  year, net of income tax</b>		<b>(3,401,835)</b>	2,650,954	<b>(7,513)</b>	7,971
<b>Total comprehensive income for the year</b>		<b>18,030,996</b>	21,652,766	<b>28,903,195</b>	14,532,717
<b>Total comprehensive income attributable to:</b>					
Owners of the Company		<b>18,276,030</b>	21,548,770	<b>28,903,195</b>	14,532,717
Non-controlling interests		<b>(245,034)</b>	103,996	-	-
<b>Total comprehensive income for the year</b>		<b>18,030,996</b>	21,652,766	<b>28,903,195</b>	14,532,717

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

# Statements of changes in equity

Thai Beverage Public Company Limited and its Subsidiaries

	Note	Retained earnings					Other components of equity				Consolidated financial statements			
		Issued and paid-up share capital	Difference arising from common control transactions	Premium on ordinary shares	Legal reserve	Unappropriated	Currency translation differences	Revaluation surplus	Fair value changes in available-for-sale investments	Share of other comprehensive income of associates	Total other components of equity	Equity attributable to owners of the Company	Non-controlling interests	Total equity
<b>Year ended 31 December 2013</b>														
<b>Balance at 1 January 2013</b>		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
Transactions with owners, recorded directly in equity														
Distributions to owners of the Company	36	-	-	-	-	(10,546,211)	-	-	-	-	-	(10,546,211)	(269,351)	(10,815,562)
<b>Total distributions to owners of the Company</b>		-	-	-	-	(10,546,211)	-	-	-	-	-	(10,546,211)	(269,351)	(10,815,562)
<b>Changes in ownership interests in subsidiaries</b>														
Disposal of investment in subsidiary without a change in control		-	-	-	-	1,907,525	-	-	-	-	-	1,907,525	276,973	2,184,498
<b>Total changes in ownership interests in subsidiaries</b>		-	-	-	-	1,907,525	-	-	-	-	-	1,907,525	276,973	2,184,498
<b>Total transactions with owners, recorded directly in equity</b>		-	-	-	-	(8,638,686)	-	-	-	-	-	(8,638,686)	7,622	(8,631,064)
<b>Comprehensive income for the year</b>														
Profit or loss		-	-	-	-	19,130,302	-	-	-	-	-	19,130,302	(128,490)	19,001,812
Other comprehensive income		-	-	-	-	119,989	780,166	340,212	(13,630)	1,191,731	2,298,479	2,418,468	232,486	2,650,954
<b>Total comprehensive income for the year</b>		-	-	-	-	19,250,291	780,166	340,212	(13,630)	1,191,731	2,298,479	21,548,770	103,996	21,652,766
<b>Balance at 31 December 2013</b>		25,110,025	(19,718,440)	17,215,737	2,900,000	63,010,734	(695,599)	3,999,380	8,721	2,455,562	5,768,064	94,286,120	3,706,970	97,993,090

(in thousand Baht)

# Statements of changes in equity

Thai Beverage Public Company Limited and its Subsidiaries

Financial Statements

	Note	Consolidated financial statements								Total equity				
		Retained earnings				Other components of equity								
		Issued and paid-up share capital	Difference arising from common control transactions	Premium on ordinary shares	Legal reserve	Unappropriated	Currency translation differences	Revaluation surplus	Fair value changes in available-for-sale investments	Share of other comprehensive income of associates	Total other components of equity	Equity attributable to owners of the Company	Non-controlling interests	Total equity
<b>Year ended 31 December 2014</b>														
Balance at 1 January 2014		25,110,025	(19,718,440)	17,215,737	2,900,000	63,010,734	(695,599)	3,999,380	8,721	2,455,562	5,768,064	94,286,120	3,706,970	97,993,090
Transactions with owners, recorded directly in equity														
Distributions to owners of the Company														
Dividends to owners of the Company	36	-	-	-	-	(11,299,511)	-	-	-	-	-	(11,299,511)	(59,905)	(11,359,416)
Total distributions to owners of the Company														
Acquisition of non-controlling interest		-	-	-	-	(11,299,511)	-	-	-	-	-	(11,299,511)	(59,905)	(11,359,416)
Total transactions with owners, recorded directly in equity														
Comprehensive income for the year														
Profit or loss		-	-	-	-	21,693,536	-	-	-	-	-	21,693,536	(260,705)	21,432,831
Other comprehensive income		-	-	-	-	(114,665)	(1,061,948)	3,352	(1,642)	(2,242,603)	(3,302,841)	(3,417,506)	15,671	(3,401,835)
Total comprehensive income for the year		-	-	-	-	21,578,871	(1,061,948)	3,352	(1,642)	(2,242,603)	(3,302,841)	18,276,030	(245,034)	18,030,996
Balance at 31 December 2014		25,110,025	(19,718,440)	17,215,737	2,900,000	73,290,094	(1,757,547)	4,002,732	7,079	212,959	2,465,223	101,262,639	3,413,674	104,676,313

(in thousand Baht)

# Statements of changes in equity

Thai Beverage Public Company Limited and its Subsidiaries

	Note	Issued and paid-up share capital	Difference arising from common control transactions	Separate financial statements			Total equity (in thousand Baht)
				Premium on ordinary shares	Retained earnings		
				Legal reserve	Unappropriated		
<b>Year ended 31 December 2013</b>							
<b>Balance at 1 January 2013</b>		25,110,025	31,035	17,215,737	2,900,000	19,202,547	64,459,344
<b>Transactions with owners, recorded directly in equity</b>							
Dividends to owners of the Company	36	-	-	-	-	(10,546,211)	(10,546,211)
<b>Total transactions with owners, recorded directly in equity</b>		-	-	-	-	(10,546,211)	(10,546,211)
<b>Comprehensive income for the year</b>							
Profit		-	-	-	-	14,524,746	14,524,746
Other comprehensive income		-	-	-	-	7,971	7,971
<b>Total comprehensive income for the year</b>		-	-	-	-	14,532,717	14,532,717
<b>Balance at 31 December 2013</b>		25,110,025	31,035	17,215,737	2,900,000	23,189,053	68,445,850

# Statements of changes in equity

Thai Beverage Public Company Limited and its Subsidiaries

	Note	Separate financial statements					Total equity (in thousand Baht)
		Issued and paid-up share capital	Difference arising from common control transactions	Premium on ordinary shares	Retained earnings		
				Legal reserve	Unappropriated		
<b>Year ended 31 December 2014</b>							
<b>Balance at 1 January 2014</b>		25,110,025	31,035	17,215,737	2,900,000	23,189,053	68,445,850
<b>Transactions with owners, recorded directly in equity</b>							
Dividends to owners of the Company	36	-	-	-	-	(11,299,511)	(11,299,511)
<b>Total transactions with owners, recorded directly in equity</b>		-	-	-	-	(11,299,511)	(11,299,511)
<b>Comprehensive income for the year</b>							
Profit		-	-	-	-	28,910,708	28,910,708
Other comprehensive income		-	-	-	-	(7,513)	(7,513)
<b>Total comprehensive income for the year</b>		-	-	-	-	28,903,195	28,903,195
<b>Balance at 31 December 2014</b>		25,110,025	31,035	17,215,737	2,900,000	40,792,737	86,049,534

# Statements of cash flows

Thai Beverage Public Company Limited and its Subsidiaries

	Note	Consolidated financial statements For the year ended 31 December		Separate financial statements For the year ended 31 December	
		2014	2013	2014	2013
(in thousand Baht)					
<b>Cash flows from operating activities</b>					
Profit for the year		21,432,831	19,001,812	28,910,708	14,524,746
<i>Adjustments for</i>					
Depreciation and amortisation		3,986,477	3,932,674	22,884	25,096
Interest income		(105,726)	(68,168)	(884,111)	(975,648)
Finance costs		1,553,184	2,318,690	1,478,903	1,601,130
Unrealised gain on exchange		(59,200)	(202,300)	(59)	(5,037)
Bad and doubtful debts expenses		14,185	16,085	-	-
Amortisation of advance payments to a specialist		50,000	50,000	9,375	9,375
Write-off (reversal of) allowance for decline in value of inventories		136,670	(344,295)	-	-
Reversal of impairment loss on investment properties		(105,208)	-	-	-
Gain on sale of investment		-	(26,270)	-	(1,896,097)
Impairment loss on intangible assets		-	5,661	-	-
Gain on disposal and write-off of property, plant and equipment and intangible assets		(135,663)	(117,439)	(256)	(274)
Reversal of impairment loss on property, plant and equipment		(175)	(35,781)	-	-
Dividend income		(4,059)	(22,738)	(28,283,063)	(11,870,809)
Employee benefit expenses		229,782	209,246	16,966	16,267
Share of profit of associates, net of income tax	4	(3,388,626)	(3,434,027)	-	-
Income tax expense	33	4,551,619	4,236,366	184,442	666,072
		28,156,091	25,519,516	1,455,789	2,094,821
<i>Changes in operating assets and liabilities</i>					
Trade accounts receivable		207,839	(319,748)	-	-
Other receivables from related parties		(207,808)	986,789	93,652	(65,232)
Inventories		(384,084)	(1,520,177)	-	-
Other current assets		1,294,214	(859,655)	(10,970)	15,710
Trade accounts payable		(394,225)	83,854	-	-
Other payables to related parties		31,132	(65,133)	34,542	(201,927)
Other current liabilities		677,448	(596,421)	88,039	(52,140)
Other non-current liabilities		(3,544)	(27,283)	61	15
Employee benefit paid		(86,186)	(109,883)	(7,976)	(2,138)
Cash generated from operating activities		29,290,877	23,091,859	1,653,137	1,789,109
Income tax paid		(4,884,210)	(5,005,026)	(623,749)	(298,592)
<b>Net cash from operating activities</b>		<b>24,406,667</b>	<b>18,086,833</b>	<b>1,029,388</b>	<b>1,490,517</b>

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

# Statements of cash flows

Thai Beverage Public Company Limited and its Subsidiaries

	Note	Consolidated financial statements For the year ended 31 December		Separate financial statements For the year ended 31 December	
		2014	2013	2014	2013
(in thousand Baht)					
<b><i>Cash flows from investing activities</i></b>					
Interest received		106,614	67,869	885,299	1,085,148
Dividends received		2,438,284	1,651,590	28,283,063	11,870,809
Decrease in current investments		6,495	1,995	-	-
Repayment of loans to related parties		-	-	(3,544,300)	(2,335,790)
Proceeds from loans to related parties		-	-	4,262,100	12,279,666
Decrease in other long-term loans		2,004	27,528	-	-
Cash inflow (outflow) on investments in subsidiaries		-	2,563,718	(16,383,290)	(3,198,459)
Cash inflow on investments in associates		-	1,461	-	-
Cash inflow on investments in indirect subsidiary		11,643	-	-	-
Cash received from capital reduction of associate		4,464,928	33,346,305	-	-
Decrease in other long-term investments		-	38,049	-	-
Purchase of property, plant and equipment		(4,762,875)	(4,824,161)	(28,726)	(18,439)
Sale of property, plant and equipment		192,910	204,763	261	313
Purchase of intangible assets		(32,380)	(39,046)	(7,769)	(12,318)
Sale of intangible assets		942	9	-	-
Increase in leasehold rights		-	(1,000)	-	-
(Increase) decrease in other non-current assets		178,731	(241,316)	24	574
<b>Net cash from investing activities</b>		<b>2,607,296</b>	<b>32,797,764</b>	<b>13,466,662</b>	<b>19,671,504</b>

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

# Statements of cash flows

Thai Beverage Public Company Limited and its Subsidiaries

	Note	Consolidated financial statements For the year ended 31 December		Separate financial statements For the year ended 31 December	
		2014	2013	2014	2013
(in thousand Baht)					
<b>Cash flows from financing activities</b>					
Interest paid		(1,258,619)	(1,771,752)	(1,500,630)	(1,599,506)
Dividends paid to owners of the Company		(11,299,511)	(10,546,211)	(11,299,511)	(10,546,211)
Dividends paid to non-controlling interests		(59,905)	(269,351)	-	-
Bank overdrafts		(40,345)	275,231	(353)	353
Proceeds from short-term loans from financial institutions		31,654,000	34,651,234	18,600,000	20,695,234
Repayment of short-term loans from financial institutions		(25,244,000)	(44,094,575)	(13,300,000)	(29,065,575)
Proceeds from loans from related parties		-	-	4,514,200	7,260,350
Repayment of loans from related parties		-	-	(9,568,870)	(5,138,700)
Proceeds from issuance of debentures		-	1,000,000	-	-
Proceeds from long-term loans from financial institutions		511,497	1,000,000	-	-
Repayment of long-term loans from financial institutions		(24,083,558)	(31,392,889)	(2,667,000)	(2,033,000)
<b>Net cash used in financing activities</b>		<b>(29,820,441)</b>	<b>(51,148,313)</b>	<b>(15,222,164)</b>	<b>(20,427,055)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>					
		(2,806,478)	(263,716)	(726,114)	734,966
Cash and cash equivalents at 1 January		5,101,568	4,544,966	763,196	28,230
Foreign currency translation differences for foreign operations		(65,011)	820,318	-	-
<b>Cash and cash equivalents at 31 December</b>	5	<b>2,230,079</b>	<b>5,101,568</b>	<b>37,082</b>	<b>763,196</b>

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



# Notes to the financial statements

Thai Beverage Public Company Limited and its Subsidiaries

<b>Note</b>	<b>Contents</b>	<b>Note</b>	<b>Contents</b>
1	General information	21	Trade accounts payable
2	Basis of preparation of the financial statements	22	Other payables
3	Significant accounting policies	23	Employee benefit obligations
4	Related parties	24	Share capital
5	Cash and cash equivalents	25	Reserves
6	Other investments	26	Operating segments
7	Trade accounts receivable	27	Other income
8	Inventories	28	Selling expenses
9	Other current assets	29	Administrative expenses
10	Non-current assets held for sale	30	Employee benefit expenses
11	Investments in associates	31	Expenses by nature
12	Investments in subsidiaries	32	Finance costs
13	Investment properties	33	Income tax expense
14	Property, plant and equipment	34	Promotional privileges
15	Goodwill	35	Basic earnings per share
16	Other intangible assets	36	Dividends
17	Leasehold rights	37	Financial instruments
18	Deferred tax	38	Commitments with non-related parties
19	Other non-current assets	39	Events after the reporting period
20	Interest-bearing liabilities	40	Thai Financial Reporting Standards (TFRS) not yet adopted

These notes form an integral part of the financial statements.

The financial statements were approved and authorised for issue by the Board of Directors on 26 February 2015.

## 1. General information

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

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 and distribution of alcoholic and non-alcoholic beverages, and the operation of Japanese restaurants. Details of the Company’s subsidiaries and associates as at 31 December 2014 and 2013 were as follows:

Name of the entity	Type of business	Country of incorporation	Ownership interest (%)	
			2014	2013
<b>Direct subsidiaries</b>				
1. Beer Thai (1991) Plc.	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. Kanchanasing Korn 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
20. Modern Trade Management Co., Ltd. <sup>1</sup>	Beer, spirits and non-alcoholic beverages distributor	Thailand	100.00	100.00

Name of the entity	Type of business	Country of incorporation	Ownership interest (%)	
			2014	2013
<b>Direct subsidiaries (Continued)</b>				
21. Horeca Management Co., Ltd.	Beer, spirits and non-alcoholic beverages distributor	Thailand	100.00	-
22. Pomkit Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	100.00
23. Pomklung Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	100.00
24. Pomchok Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	100.00
25. Pomcharoen Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	100.00
26. Pomburapa Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	100.00
27. Pompalang Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	100.00
28. Pomnakorn Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	100.00
29. Pomthip (2012) Co., Ltd.	Beer and non-alcoholic beverages distributor	Thailand	100.00	100.00
30. Num Yuk Co., Ltd.	Spirits and non-alcoholic beverages distributor	Thailand	100.00	100.00
31. Num Kijjakarn Co., Ltd.	Spirits and non-alcoholic beverages distributor	Thailand	100.00	100.00
32. Num Palang Co., Ltd.	Spirits and non-alcoholic beverages distributor	Thailand	100.00	100.00
33. Num Muang Co., Ltd.	Spirits and non-alcoholic beverages distributor	Thailand	100.00	100.00
34. Num Nakorn Co., Ltd.	Spirits and non-alcoholic beverages distributor	Thailand	100.00	100.00
35. Num Thurakij Co., Ltd.	Spirits and non-alcoholic beverages distributor	Thailand	100.00	100.00
36. Numrungrod Co., Ltd.	Spirits and non-alcoholic beverages distributor	Thailand	100.00	100.00
37. Numthip Co., Ltd.	Spirits and non-alcoholic beverages distributor	Thailand	100.00	100.00
38. Thipchalothorn Co., Ltd.	Beer, spirits and non-alcoholic beverages agency	Thailand	100.00	100.00

Name of the entity	Type of business	Country of incorporation	Ownership interest (%)	
			2014	2013
<b>Direct subsidiaries (Continued)</b>				
39. Krittayabun Co., Ltd.	Beer, spirits and non-alcoholic beverages agency	Thailand	100.00	100.00
40. Surathip Co., Ltd.	Beer, spirits and non-alcoholic beverages agency	Thailand	100.00	100.00
41. Sunthronpirom Co., Ltd.	Beer, spirits and non-alcoholic beverages agency	Thailand	100.00	100.00
42. Piromsurang Co., Ltd.	Beer, spirits and non-alcoholic beverages agency	Thailand	100.00	100.00
43. Thai Beverage Energy Co., Ltd.	Trading of biogas	Thailand	100.00	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. Dhospaak Co., Ltd.	Advertising agency	Thailand	100.00	100.00
53. Thai Beverage Training Co., Ltd.	Training	Thailand	100.00	100.00
54. International Beverage Holdings Limited	Holding company	Hong Kong	100.00	100.00
55. Thai Beverage Brands Co., Ltd.	Trademark holding	Thailand	100.00	100.00
56. Beer Chang Co., Ltd.	Trademark holding and production of concentrate materials	Thailand	100.00	100.00
57. Archa Beer Co., Ltd.	Trademark holding and production of concentrate materials	Thailand	100.00	100.00
58. Sura Piset Phatra Lanna Co., Ltd.	Holding company	Thailand	100.00	100.00
59. United Products Co., Ltd.	Production and distribution of spirits	Thailand	100.00	100.00
60. Thai Drinks Co., Ltd.	Distribution of beverages	Thailand	100.00	100.00
61. Oishi Group Plc.	Japanese restaurants and distribution of foods and beverages	Thailand	79.66	79.66
62. C A C Co., Ltd.	Management of the ASEAN Economic Community (AEC) centre	Thailand	100.00	100.00
63. Chang International Co., Ltd.	Advertising and marketing services	Thailand	100.00	100.00

Name of the entity	Type of business	Country of incorporation	Ownership interest (%)	
			2014	2013
<b>Indirect subsidiaries</b>				
64. Thai Thum Distillery Co., Ltd. <sup>10</sup>	Production and distribution of spirits	Thailand	<b>99.90</b>	99.90
65. Sura Piset Sahasan Co., Ltd. <sup>10</sup>	Trading of spirits	Thailand	<b>100.00</b>	100.00
66. Sura Piset Sampan Co., Ltd. <sup>10</sup>	Trading of spirits	Thailand	<b>100.00</b>	100.00
67. Vitayathan Co., Ltd. <sup>11</sup>	Environmental public relations	Thailand	-	100.00
68. InterBev (Singapore) Limited	Trading of alcoholic beverages	Singapore	<b>100.00</b>	100.00
69. InterBev (Cambodia) Co., Ltd.	Trading of alcoholic beverages	Cambodia	<b>100.00</b>	100.00
70. InterBev Malaysia Sdn. Bhd.	Trading of alcoholic beverages	Malaysia	<b>100.00</b>	100.00
71. Best Spirits Company Limited	Trading of alcoholic beverages	Hong Kong	<b>100.00</b>	100.00
72. International Beverage Holdings (UK) Limited	Holding company	United Kingdom	<b>100.00</b>	100.00
73. International Beverage Holdings (China) Limited	Holding company	Hong Kong	<b>100.00</b>	100.00
74. S.P.M. Foods & Beverages Co., Ltd.	Production and distribution of drinking water and energy drinks and spirits agency	Thailand	<b>99.84</b>	99.84
75. Oishi Trading Co., Ltd.	Production and distribution of food and beverage	Thailand	<b>79.66</b>	79.66
76. Oishi Ramen Co., Ltd.	Japanese ramen restaurants	Thailand	<b>79.66</b>	79.66
77. Oishi International Holdings Limited	International distribution of beverage	Hong Kong	<b>79.66</b>	79.66
78. Chang Beer International Co., Ltd. <sup>10</sup>	Dormant	Thailand	<b>100.00</b>	100.00
79. Maekhong Distillery Limited	Consultancy service	Thailand	<b>100.00</b>	100.00
80. Chang Corp Co., Ltd.	Advertising and marketing services	Thailand	<b>100.00</b>	100.00
81. Beer Chang International Limited	Production and trading of alcoholic and non-alcoholic beverages	Singapore	<b>100.00</b>	100.00
82. International Beverage Trading Limited	Trading of alcoholic beverages	Bermuda	<b>100.00</b>	100.00
83. Sermsuk Plc.	Production and distribution of beverages	Thailand	<b>64.66</b>	64.66
84. InterBev Investment Limited	Holding company	Hong Kong	<b>100.00</b>	100.00
85. InterBev Trading (Hong Kong) Limited	Distribution and marketing of food and beverage products	Hong Kong	<b>100.00</b>	100.00
86. Oishi Snack Co., Ltd.	Distribution of snack	Thailand	<b>79.66</b>	-
<b>Subsidiaries of indirect subsidiaries</b>				
87. International Beverage Holdings Limited USA, Inc. <sup>1</sup>	Trading of alcoholic beverages	United States of America	<b>100.00</b>	100.00
88. Super Brands Company Pte. Ltd. <sup>3</sup>	Trademark holding	Singapore	<b>100.00</b>	100.00
89. Blairmhor Limited <sup>1, 10</sup>	Holding company	United Kingdom	<b>100.00</b>	100.00
90. Inver House Distillers Limited <sup>1</sup>	Production and distribution of spirits	United Kingdom	<b>100.00</b>	100.00

Name of the entity	Type of business	Country of incorporation	Ownership interest (%)	
			2014	2013
<b>Subsidiaries of indirect subsidiaries (Continued)</b>				
91. InterBev Trading (China) Limited <sup>2</sup>	Trading of alcoholic beverages	People's Republic of China	100.00	100.00
92. Yunnan Yulinquan Liquor Co., Ltd. <sup>2</sup>	Spirits distillery	People's Republic of China	100.00	100.00
93. Blairmhor Distillers Limited <sup>1, 10</sup>	Dormant	United Kingdom	100.00	100.00
94. Wee Beastie Limited <sup>1, 10</sup>	Dormant	United Kingdom	100.00	100.00
95. Moffat & Towers Limited <sup>1, 10</sup>	Dormant	United Kingdom	100.00	100.00
96. Glen Calder Blenders Limited <sup>1, 10</sup>	Dormant	United Kingdom	100.00	100.00
97. Hankey Bannister & Company Limited <sup>1, 10</sup>	Dormant	United Kingdom	100.00	100.00
98. R. Carmichael & Sons Limited <sup>1, 10</sup>	Dormant	United Kingdom	100.00	100.00
99. J MacArthur Junior & Company Limited <sup>1, 10</sup>	Dormant	United Kingdom	100.00	100.00
100. Mason & Summers Limited <sup>1, 10</sup>	Dormant	United Kingdom	100.00	100.00
101. James Catto & Company Limited <sup>1, 10</sup>	Dormant	United Kingdom	100.00	100.00
102. The Knockdhu Distillery Co., Ltd. <sup>1, 10</sup>	Dormant	United Kingdom	100.00	100.00
103. Speyburn–Glenlivet Distillery Co., Ltd. <sup>1, 10</sup>	Dormant	United Kingdom	100.00	100.00
104. The Pulteney Distillery Co., Ltd. <sup>1, 10</sup>	Dormant	United Kingdom	100.00	100.00
105. The Balblair Distillery Co., Ltd. <sup>1, 10</sup>	Dormant	United Kingdom	100.00	100.00
106. Serm Suk Holdings Co., Ltd. <sup>4</sup>	Holding company	Thailand	64.66	64.66
107. Serm Suk Beverage Co., Ltd. <sup>4</sup>	Production and distribution of beverages	Thailand	64.66	64.66
108. Serm Suk Training Co., Ltd. <sup>4</sup>	Human resources and organisation development services	Thailand	64.66	64.66
109. Great Brands Limited <sup>4</sup>	Brands management	Hong Kong	64.66	64.66
110. Wrangyer Beverage (2008) Co., Ltd. <sup>4</sup>	Production and distribution of energy drink	Thailand	64.66	64.66
111. Oishi F&B (Singapore) Pte. Ltd. <sup>5</sup>	Brands management and consulting services	Singapore	79.66	-
112. Oishi Myanmar Limited <sup>6</sup>	Restaurant business	Union of Myanmar	43.81	-

Name of the entity	Type of business	Country of incorporation	Ownership interest (%)	
			2014	2013
<b>Associates of indirect subsidiaries</b>				
113. Petform (Thailand) Co., Ltd. <sup>8</sup>	Manufacture and distribution of plastic packaging	Thailand	<b>25.86</b>	25.86
114. Fraser and Neave, Limited <sup>9</sup>	Manufacture and distribution of food and beverage and publishing and printing	Singapore	<b>28.54</b>	28.54
115. Frasers Centrepoint Limited <sup>9</sup>	Development and investment in property	Singapore	<b>28.49</b>	-
<b>Associates of subsidiary of indirect subsidiaries</b>				
116. Liquorland Limited <sup>7</sup>	Off licences	United Kingdom	<b>49.49</b>	49.49

1 Subsidiaries of International Beverage Holdings (UK) Limited

2 Subsidiaries of International Beverage Holdings (China) Limited

3 Subsidiaries of InterBev (Singapore) Limited

4 Subsidiaries of Sermasuk Plc.

5 Subsidiaries of Oishi International Holdings Limited

6 Subsidiaries of Oishi F&B (Singapore) Pte. Ltd.

7 Associates of subsidiaries of International Beverage Holdings (UK) Limited

8 Associates of Sermasuk Plc.

9 Associates of InterBev Investment Limited

10 These are currently not doing the operation.

11 This has been registered for the liquidation.

On 3 February 2014, Oishi F&B (Singapore) Pte. Ltd., a subsidiary of indirect subsidiary of the Company, was incorporated in Singapore with an authorised and paid-up share capital of SGD 1 by issuing 1 ordinary share with a SGD 1 par value. Subsequently on 11 March 2014, the said company increased its authorised and paid-up share capital from SGD 1 to be SGD 1.52 million for the working capital and expansion of the future business. Oishi International Holdings Limited, the Company's indirect subsidiary, holds the entire share.

On 10 February 2014, Oishi International Holdings Limited, the Company's indirect subsidiary, increased its authorised share capital from HKD 0.5 million (0.5 million ordinary shares with a HKD 1 par value) to be HKD 9.4 million (9.4 million ordinary shares with a HKD 1 par value) and called the additional paid-up share capital from HKD 0.1 million to be HKD 9.4 million for the working capital and expansion of the future business.

At the Board of Directors' meeting, held on 27 February 2014, the Board of Directors unanimously approved for InterBev Investment Limited, the Company's indirect subsidiary, to increase its share capital. Subsequently on 17 June 2014 and 17 December 2014, the said indirect subsidiary increased its authorised share capital from SGD 227.63 million (227.63 million ordinary shares with a SGD 1 par value) to be SGD 817.96 million (817.96 million ordinary shares with a SGD 1 par value) and called the additional paid-up share capital from SGD 227.63 million to be SGD 817.96 million.

On 23 May 2014, Oishi F&B (Singapore) Pte. Ltd. (“OSPL”), a subsidiary of an indirect subsidiary of the Company, entered into Shareholder Agreement with a local company in the Republic of the Union of Myanmar to establish Oishi Myanmar Limited (“Oishi Myanmar”) to support the expansion of the restaurant business in the Republic of the Union of Myanmar. On 9 May 2014, Oishi Myanmar has obtained the Certificate of Incorporation (Temporary) and Form of Permit (Temporary) from the government of the Republic of the Union of Myanmar with the authorised share capital of USD 2.1 million (2.1 million ordinary shares with a USD 1 par value) and the initial paid-up capital was USD 0.8 million. On 6 August 2014, OSPL paid the initial paid-up share capital of USD 0.4 million. Subsequently, on 28 August 2014, Oishi Myanmar is permanently incorporated and operated with retrospective effect since 9 May 2014.

At the Board of Directors’ meeting of Sermsuk Public Company Limited (“Sermsuk”), an indirect subsidiary of the Company, held on 27 October 2014, the Board of Directors of Sermsuk approved to enter into a sale of trademark “est” between Sermsuk or its subsidiary (“Seller”) and International Beverage Holding Limited (“Purchaser”), the Company’s subsidiary, (“the Proposed Transaction”). In this regard, on 14 November 2014, the Board of Directors of the Company approved in principle for the Proposed Transaction and the appointment of an independent financial advisor to advise the Company on the Proposed Transaction. Subsequently on 20 November 2014, at the Board of Directors’ meeting of Sermsuk, the Board of Directors approved to amend the Purchaser’s name to be Super Brand Company Pte. Ltd., the Company’s indirect subsidiary.

Subsequently on 23 December 2014, at the Extraordinary General Meeting of Shareholders of Sermsuk, the shareholders of Sermsuk approved the entering into the sale transaction of trademark “est” in the amount of Baht 1,300 million, which the Purchaser will make payment to the Seller on the execution date of the sale and purchase agreement, and in the second and third years, after the execution date such agreement, the Purchaser will pay the Company for its technical support and assistance, and knowledge and expert in the amount of Baht 130 million per year, totalling Baht 1,560 million. At the same date, Great Brand Limited, the subsidiary of Sermsuk, entered into Sale Agreement of Trademark “est” and Formulae with the Purchaser and registered the transferring of trademark “est” and the formulae to the Purchaser. The Purchaser has made payment for the trademark and formulae to the Seller in December 2014. In addition, the shareholders of Sermsuk approved Sermsuk to enter into a manufacturing and distribution agreement with the Purchaser or its designed person in exchange for a consideration based on actual distribution volume. The term and conditions of the manufacturing and distribution agreement will be based on an arm’s length basis and in the same manner that Sermsuk carries it out with other companies or contractual parties.

However, as the said transactions have been conducted among the Company’s indirect subsidiaries, therefore, the said transactions have been eliminated in preparation of the Group’s consolidated financial statements for the year ended 31 December 2014.

At the Board of Directors’ meeting of InterBev (Singapore) Limited and Super Brands Company Pte. Ltd., held on 24 December 2014, the Board of Directors unanimously approved for InterBev (Singapore) Limited (“IBS”) and Super Brands Company Pte. Ltd. (“SB”), the Company’s indirect subsidiaries, to increase their authorised share capital amounting to SGD 52.25 million. Subsequently on 17 December 2014, IBS increased its authorised share capital from SGD 9.00 million (9.00 million ordinary shares with a SGD 1 par value) to be SGD 61.25 million (61.25 million ordinary shares with a SGD 1 par value) and called the additional paid-up share capital from SGD 9.00 million to be SGD 61.25 million and SB increased its authorised share capital from SGD 8.21 million (8.21 million ordinary shares with a SGD 1 par value) to be SGD 60.46 million (60.46 million ordinary shares with a SGD 1 par value) and called the additional paid-up share capital from SGD 8.21 million to be SGD 60.46 million.

## 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 related Securities and Exchange Commission.



The FAP has issued the following new and revised TFRS relevant to the Group's operations and effective for annual accounting periods beginning on or after 1 January 2014:

<b>TFRS</b>	<b>Topic</b>
TAS 1 (revised 2012)	Presentation of financial statements
TAS 7 (revised 2012)	Statement of Cash Flows
TAS 12 (revised 2012)	Income Taxes
TAS 17 (revised 2012)	Leases
TAS 18 (revised 2012)	Revenue
TAS 19 (revised 2012)	Employee Benefits
TAS 21 (revised 2012)	The Effects of Changes in Foreign Exchange Rates
TAS 24 (revised 2012)	Related Party Disclosures
TAS 28 (revised 2012)	Investments in Associates
TAS 31 (revised 2012)	Interests in Joint Ventures
TAS 34 (revised 2012)	Interim Financial Reporting
TAS 36 (revised 2012)	Impairment of Assets
TAS 38 (revised 2012)	Intangible Assets
TFRS 2 (revised 2012)	Share-based Payment
TFRS 3 (revised 2012)	Business Combinations
TFRS 5 (revised 2012)	Non-current Assets held for Sale and Discontinued Operations
TFRS 8 (revised 2012)	Operating Segments
TFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4	Determining whether an Arrangement contains a Lease
TFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 10	Interim Financial Reporting and Impairment
TFRIC 13	Customer Loyalty Programmes
TFRIC 17	Distributions of Non-cash Assets to Owners
TFRIC 18	Transfers of Assets from Customers
TIC 15	Operating Leases-Incentives
TIC 27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TIC 32	Intangible Assets-Web Site Costs

The initial application of these new and revised TFRS has resulted in changes in certain of the Group's accounting policies. These changes have no material effect on the financial statements.

In addition to the above new and revised TFRS, the FAP has issued a number of other new and revised TFRS which are effective for annual financial periods beginning on or after 1 January 2015 and have not been adopted in the preparation of these financial statements. These new and revised TFRS that are relevant to the Group's operations are disclosed in Note 40.

**(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;
- owned land is stated at the fair value; and
- the employee benefit obligations are measured based on actuarial valuation using the projected unit credit method.

**(c) Functional and presentation currency**

The financial statements are presented in Thai Baht, which is the Company's functional currency. 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 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 accounting policies and the 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 (v)	Current and deferred taxation
Note 14	Valuation of the recoverable amount of property, plant and equipment
Note 15	Valuation of the recoverable amount of goodwill
Note 18	Utilisation of tax losses
Note 23	Measurement of defined benefit obligations
Note 37	Valuation of financial instruments

**3. 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 the respective functional currencies of the Group entities at exchange rate at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rates at the reporting date.

Non-monetary assets and liabilities measured at cost in foreign currencies are translated to the functional currency at the exchange rates at the dates of the transactions.

Foreign currency differences are generally recognised in profit or loss.

*Foreign operations*

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

Goodwill and fair value adjustments arising on the acquisition of foreign operations are translated to Thai Baht at exchange rates at the reporting date.

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

Foreign exchange differences 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**

Derivative financial instruments are used to manage exposure to foreign exchange and commodity price risks arising from operational, financing and investment activities. Derivative financial instruments are not used for trading purposes.

Forward exchange contracts and forward commodity price 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 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
-----------	----------

**(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 to 30	years
Buildings and constructions	5 to 40	years
Building improvements	2 to 33	years
Machinery and equipment	3 to 40	years
Oak barrels	10 to 20	years
Furniture, fixtures and office equipment	3 to 10	years
Vehicles	3 to 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 3(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 to 10	years
Trademarks	10 to 20	years
Licences	10	years
Right	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 and intangible assets that have indefinite useful lives or are not yet available for use, 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 the government 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 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.

*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.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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.

**(x) Segment reporting**

Segment results that are reported to the Group's CEO (the chief operating decision marker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly net foreign exchange gain or loss, parts of loans and related finance costs and some items of investments.

## 4. Related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group 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 to 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, associates of indirect subsidiaries and associates of subsidiary of indirect subsidiaries (as presented in Note 1) were as follows:

<b>Name of entities</b>	<b>Country of incorporation/ nationality</b>	<b>Nature of relationships</b>
1. Thai Alcohol Plc.	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. Pisetrkij Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
5. Thip Sugar Kamphaengphet Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
6. The Chonburi Sugar Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
7. Thai Agro Products Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
8. Thip Sugar Sukhothai Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly

<b>Name of entities</b>	<b>Country of incorporation/ nationality</b>	<b>Nature of relationships</b>
9. The Suphanburi Sugar Industry Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
10. The Southeast Insurance Plc.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
11. The Southeast Life Insurance Plc.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
12. Southeast Capital Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
13. T.C.C.Technology Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
14. Thai Glass Industries Plc.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
15. Bang-Na Glass Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
16. TCC Hotel Collection Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
17. Terragro Bio-Tech 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 Plc.	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

<b>Name of entities</b>	<b>Country of incorporation/ nationality</b>	<b>Nature of relationships</b>
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. Lertrattakarn Co., Ltd.	Thailand	Directors hold substantial shares indirectly
30. Thai Malaya Glass Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
31. Berli Jucker Foods Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
32. Dhanasindhi Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
33. Business Process Outsourcing Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
34. Dynamic Assets Property and Loan Fund	Thailand	Directors and controlling equity holders are the principal unit holder of this real estate investment fund
35. Best Fortune Property and Loan Fund	Thailand	Directors and controlling equity holders are the principal unit holder of this real estate investment fund
36. Regent Gold Property Fund	Thailand	Directors and controlling equity holders are the principal unit holder of this real estate investment fund
37. Thai Commercial Investment Freehold and Leasehold Fund	Thailand	Directors and controlling equity holders hold substantial shares indirectly
38. Berli Jucker Plc.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
39. Plaza Athenee Hotel (Thailand) Co., Ltd.	Thailand	Directors and controlling equity holders are the directors and hold substantial shares indirectly
40. North Park Golf And Sports Club Co., Ltd.	Thailand	Directors and controlling equity holders are the directors and hold substantial shares indirectly
41. Thai Beverage Can Co., Ltd.	Thailand	Directors and controlling equity holders hold 50% shares indirectly
42. PS Recycle Co., Ltd.	Thailand	Directors and controlling equity holders are relatives of controlling person
43. Gaew Grung Thai Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
44. T.C.C. International Limited	Hong Kong	Controlling equity holders hold substantial shares indirectly
45. Best Wishes Co., Ltd.	Hong Kong	Controlling equity holders hold substantial shares indirectly
46. Bangkok Glass Co., Ltd.	Thailand	A subsidiary holds shares
47. The Pet Co., Ltd.	Thailand	A subsidiary holds shares
48. Crown Seal Plc.	Thailand	A subsidiary holds shares
49. Petpak Co., Ltd.	Thailand	A subsidiary holds shares
50. TCC Holding Co., Ltd.	Thailand	Having common controlling equity holders

<b>Name of entities</b>	<b>Country of incorporation/ nationality</b>	<b>Nature of relationships</b>
51. TCC Assets Ltd.	British Virgin Islands	Directors and controlling equity holders hold substantial shares directly
52. N.C.C.Management and Development Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
53. InterContinental Singapore	Singapore	Directors and controlling equity holders hold substantial shares indirectly
54. TCC Hotel Asset Management Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
55. TCC Logistics & Warehouse Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
56. Riverside Homes Development Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
57. SMJC Real Estate Co., Ltd.	Thailand	Directors and controlling equity holders hold substantial shares indirectly
58. Golden Land Property Development Public Co., Ltd.	Thailand	Directors hold substantial shares indirectly
59. F&N Group and related parties of F&N Group	Singapore	A direct subsidiary holds 28.54% shares in Fraser and Neave, Limited, which is the parent company
60. FCL Group and related parties of FCL Group	Singapore	A direct subsidiary holds 28.49% shares in Frasers Centrepoint Limited, which is the parent company
61. 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 transactions with related parties are explained further below:

<b>Transactions</b>	<b>Pricing policies</b>
Revenue from sale of goods	Agreed prices which approximate market prices
Revenue from 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 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	Note	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
					(in million Baht)
<b>Subsidiaries</b>					
Management fees		-	-	3,329	3,470
Cost of rendering of services		-	-	369	407
Interest income		-	-	818	948
Interest expense		-	-	1,200	1,176
Dividend income	12	-	-	28,283	11,871
Other income		-	-	46	68
Administrative expenses		-	-	16	13
Purchases of investments		-	-	8	30
Increase in share capital of subsidiary		-	-	16,375	5,732
Disposal of investments		-	-	-	667
<b>Associates</b>	11				
Share of profit of associates, net of					
income tax		3,389	3,434	-	-
Share of other comprehensive income of associates		(2,243)	1,192	-	-
Dividend income		2,434	1,629	-	-
Cash received from capital reduction of associate		4,465	33,347	-	-
<b>Key management personnel</b>					
Key management personnel compensation					
Short-term employee benefits		387	454	360	416
Post-employment benefits		9	9	9	9
Total key management personnel compensation		396	463	369	425
<b>Other related parties</b>					
Revenue from sales of goods		549	377	-	-
Purchases of raw materials and packaging		9,129	9,380	-	-
Overhead costs		219	230	-	-
Cost of rendering of services		-	-	141	118
Dividend income		4	22	-	-
Other income		45	291	2	2
Selling and administrative expenses		832	703	6	4
Purchases of plant and equipment		185	440	-	-

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

<b>Trade accounts receivable from related parties</b>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
				(in million Baht)
<b>Associates</b>				
F&N Beverages Marketing Sdn. Bhd.	<b>16</b>	-	-	-
Fraser and Neave, Limited	<b>8</b>	4	-	-
<b>Total associates</b>	<b>24</b>	4	-	-
<b>Other related parties</b>				
Berli Jucker Plc.	<b>9</b>	20	-	-
TCC Logistics & Warehouse Co., Ltd.	<b>7</b>	-	-	-
PS Recycle Co., Ltd.	<b>5</b>	5	-	-
Terragro Bio-Tech Co., Ltd.	<b>2</b>	3	-	-
Pisetkit Co., Ltd.	<b>2</b>	2	-	-
Others	<b>4</b>	5	-	-
<b>Total other related parties</b>	<b>29</b>	35	-	-
<b>Total</b>	<b>53</b>	39	-	-

Short-term loans to and other receivables from related parties

	Consolidated financial statements				Separate financial statements				
	2014		2013		2014		2013		
	Short-term loans to	Other receivables	Total	Short-term loans to	Other receivables	Total	Short-term loans to	Other receivables	Total
<b>Subsidiaries</b>									
Beer Thai (1991) Plc.	-	-	-	-	-	-	661	7	668
Beer Thip Brewery (1991) Co., Ltd.	-	-	-	-	-	-	-	-	-
Sangsom Co., Ltd.	-	-	-	-	18	18	-	17	17
Fuengfuanant Co., Ltd.	-	-	-	-	4	4	-	5	5
Mongkolsamai Co., Ltd.	-	-	-	-	22	23	-	1	1
Thanapakdi Co., Ltd.	-	-	-	-	2	2	-	2	2
Kanchanasingkorn Co., Ltd.	-	-	-	-	2	2	-	2	2
Sura Bangyikhon Co., Ltd.	-	-	-	-	17	17	-	15	15
Athimart Co., Ltd.	-	-	-	-	5	5	-	4	4
S.S. Karnsura Co., Ltd.	-	-	-	-	29	34	-	5	5
Kankwan Co., Ltd.	-	-	-	-	5	5	-	5	5
Theparunothai Co., Ltd.	-	-	-	-	5	5	-	5	5
Red Bull Distillery (1988) Co., Ltd.	-	-	-	-	24	24	1,140	29	1,169
United Winery and Distillery Co., Ltd.	-	-	-	-	2	2	-	1	1
Simathurakij Co., Ltd.	-	-	-	-	3	3	-	2	2
Natechai Co., Ltd.	-	-	-	-	4	4	17	3	20
Luckchai Liquor Trading Co., Ltd.	-	-	-	-	2	2	-	1	1
Sura Piset Phatra Lanna Co., Ltd.	-	-	-	-	22	22	26	-	26
United Products Co., Ltd.	-	-	-	-	-	-	33	-	33
Modern Trade Management Co., Ltd.	-	-	-	-	28	28	-	29	29
Pomkit Co., Ltd.	-	-	-	-	4	4	-	4	4
Pomklung Co., Ltd.	-	-	-	-	5	5	-	6	6
Pomchok Co., Ltd.	-	-	-	-	3	3	-	4	4
Pomcharoen Co., Ltd.	-	-	-	-	2	2	-	3	3
Pomburapa Co., Ltd.	-	-	-	-	4	4	-	5	5
Pompalang Co., Ltd.	-	-	-	-	3	3	-	3	3
Pomnakorn Co., Ltd.	-	-	-	-	3	3	-	4	4
Pomthip (2012) Co., Ltd.	-	-	-	-	6	6	-	6	6
Num Yuk Co., Ltd.	-	-	-	-	17	17	-	14	14

	Consolidated financial statements					Separate financial statements				
	2014		2013			2014		2013		
	Short-term loans to receivables	Other receivables	Total	Short-term loans to receivables	Other receivables	Total	Short-term loans to receivables	Other receivables	Total	
<b>Subsidiaries (continued)</b>										
Num Kijjakam Co., Ltd.	-	-	-	-	-	21	-	19	19	
Num Palang Co., Ltd.	-	-	-	-	-	10	-	9	9	
Num Muang Co., Ltd.	-	-	-	-	-	14	-	12	12	
Num Nakorn Co., Ltd.	-	-	-	-	-	9	-	9	9	
Num Thurakij Co., Ltd.	-	-	-	-	-	13	-	12	12	
Numrungrud Co., Ltd.	-	-	-	-	-	19	-	17	17	
Numthip Co., Ltd.	-	-	-	-	-	10	-	9	9	
Thipchalothorn Co., Ltd.	-	-	-	-	-	22	76	24	100	
Krittajabun Co., Ltd.	-	-	-	-	-	42	1,094	47	1,141	
Surathip Co., Ltd.	-	-	-	-	-	28	329	28	357	
Sunthronpirom Co., Ltd.	-	-	-	-	-	41	286	34	320	
Piromsurang Co., Ltd.	-	-	-	-	-	15	-	14	14	
Thai Beverage Energy Co., Ltd.	-	-	-	-	-	1	-	-	-	
Thai Molasses Co., Ltd.	-	-	-	-	-	3	-	-	-	
Oishi Group Plc.	-	-	-	-	-	1	-	1	1	
Thai Beverage Recycle Co., Ltd.	-	-	-	-	-	4	248	2	252	
Thai Beverage Logistics Co., Ltd.	-	-	-	-	-	46	11,101	44	11,147	
Dhospaak Co., Ltd.	-	-	-	-	-	4	266	-	270	
Chang International Co., Ltd.	-	-	-	-	-	179	-	-	179	
International Beverage Holdings Limited	-	-	-	-	-	-	-	-	-	
C A C Co., Ltd.	-	-	-	-	-	247	78	100	100	
<b>Total subsidiaries</b>	-	-	-	-	-	<b>481</b>	<b>14,422</b>	<b>563</b>	<b>14,985</b>	

(in million Baht)

	Consolidated financial statements			Separate financial statements		
	2014			2013		
	Short-term loans to receivables	Other receivables	Total	Short-term loans to receivables	Other receivables	Total
<b>Other related parties</b>						
Thip Sugar Kamphaengphet Co., Ltd.	-	204	204	-	42	42
Thip Sugar Sukhothai Co., Ltd.	-	148	148	-	42	42
Thai Agro Products Co., Ltd.	-	35	35	-	137	137
The Suphanburi Sugar Industry Co., Ltd.	-	28	28	-	17	17
Regent Gold Property Fund	-	22	22	-	-	-
Best Fortune Property and Loan Fund	-	4	4	-	4	4
Others	-	12	12	-	7	7
<b>Total other related parties</b>	-	453	453	-	249	249
<b>Total</b>	-	453	453	12,182	481	12,663
				14,422	563	14,985

**Long-term loans to and other receivables from related parties**

	Consolidated financial statements			Separate financial statements		
	2014			2013		
	Long-term loans to receivables	Other receivables	Total	Long-term loans to receivables	Other receivables	Total
<b>Subsidiaries</b>						
Beer Thai (1991) Plc.	-	-	-	-	-	-
Red Bull Distillery (1988) Co., Ltd.	-	-	-	2,279	-	2,279
Sura Piset Phatra Lanna Co., Ltd.	-	-	-	13	-	13
Surathip Co., Ltd.	-	-	-	251	-	251
Sunthronpirom Co., Ltd.	-	-	-	350	-	350
Krittajabun Co., Ltd.	-	-	-	20	-	20
Pan International (Thailand) Co., Ltd.	-	-	-	-	1	1
Thai Beverage Recycle Co., Ltd.	-	-	-	577	-	577
C A C Co., Ltd.	-	-	-	229	-	229
Total subsidiaries	-	-	-	3,719	1	3,720
				2,197	1	2,198

**Long-term loans to and other receivables from related parties**

	Consolidated financial statements				Separate financial statements				
	2014		2013		2014		2013		
	Long-term loans to receivables	Other receivables	Long-term loans to receivables	Other receivables	Long-term loans to receivables	Other receivables	Long-term loans to receivables	Other receivables	
<b>Other related parties</b>									
North Park Real Estate Co., Ltd.	-	37	-	34	-	3	-	3	3
Thai Commercial Investment									
Freehold and Leasehold Fund	-	9	-	9	-	-	-	-	-
T.C.C. Technology Co., Ltd.	-	8	-	8	-	7	-	7	7
Best Fortune Property and Loan Fund	-	6	-	6	-	-	-	-	-
New Noble Property and Loan Fund	-	5	-	4	-	-	-	-	-
Lertrattakarn Co., Ltd.	-	5	-	3	-	-	-	-	-
The Pet Co., Ltd.	-	3	-	3	-	-	-	-	-
Others	-	5	-	6	-	-	-	-	-
<b>Total other related parties</b>	-	78	-	73	-	10	-	10	10
<b>Total</b>	-	78	-	73	3,719	11	2,197	11	2,208

(in million Baht)

<b>Summary of loans to related parties</b>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
				(in million Baht)
Short-term loans	-	-	<b>12,182</b>	14,422
Long-term loans	-	-	<b>3,719</b>	2,197
<b>Total</b>	<b>-</b>	<b>-</b>	<b>15,901</b>	16,619

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

<b>Loans to related parties</b>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
				(in million Baht)
Short-term loans				
Subsidiaries				
At 1 January	-	-	<b>14,422</b>	24,254
Increase	-	-	<b>1,333</b>	1,594
Decrease	-	-	<b>(3,573)</b>	(11,426)
<b>At 31 December</b>	<b>-</b>	<b>-</b>	<b>12,182</b>	14,422
Long-term loans				
Subsidiaries				
At 1 January	-	-	<b>2,197</b>	2,304
Increase	-	-	<b>2,211</b>	747
Decrease	-	-	<b>(689)</b>	(854)
<b>At 31 December</b>	<b>-</b>	<b>-</b>	<b>3,719</b>	2,197

The currency denomination of loans to and other receivables from related parties of the Group and the Company as at 31 December 2014 and 2013 was as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
				(in million Baht)
Thai Baht (THB) and other functional currencies of subsidiaries	<b>531</b>	322	<b>16,393</b>	17,093
Singapore Dollars (SGD)	-	-	-	100
<b>Total</b>	<b>531</b>	<b>322</b>	<b>16,393</b>	17,193

**Trade accounts payable to related parties**

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
			(in million Baht)	
<b>Associates</b>				
Petform (Thailand) Co., Ltd.	209	138	-	-
F&N Interflavine Pte. Ltd.	31	-	-	-
Others	1	1	-	-
<b>Total associate</b>	<b>241</b>	<b>139</b>	<b>-</b>	<b>-</b>
<b>Other related parties</b>				
Thai Malaya Glass Co., Ltd.	827	850	-	-
Thai Beverage Can Co., Ltd.	180	168	-	-
Crown Seal Plc.	99	123	-	-
The Pet Co., Ltd.	85	92	-	-
Berli Jucker Plc.	37	62	-	-
Bangkok Glass Co., Ltd.	20	19	-	-
The Southeast Insurance Plc.	14	-	-	-
Petpak Co., Ltd.	9	34	-	-
PS Recycle Co., Ltd.	8	7	-	-
Siam Food Products Plc.	5	5	-	-
Berli Jucker Foods Co., Ltd.	-	14	-	-
Others	14	11	-	-
<b>Total other related parties</b>	<b>1,298</b>	<b>1,385</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>1,539</b>	<b>1,524</b>	<b>-</b>	<b>-</b>



## Short-term loans from and other payables to related parties

	Consolidated financial statements				Separate financial statements			
	2014		2013		2014		2013	
	Short-term loans from	Other payables	Total	Short-term loans from	Other payables	Total	Short-term loans from	Other payables
<b>Subsidiaries</b>								
Beer Thai (1991) Plc.	-	-	-	684	2	686	-	-
Beer Thip Brewery (1991) Co., Ltd.	-	-	-	423	11	434	291	7
Sangsom Co., Ltd.	-	-	-	73	9	82	158	18
Fuengfuanant Co., Ltd.	-	-	-	196	1	197	-	2
Thanapakdi Co., Ltd.	-	-	-	24	-	24	-	-
Kanchanasingkorn Co., Ltd.	-	-	-	27	1	28	159	1
Sura Piset Thipparat Co., Ltd.	-	-	-	28	1	29	51	1
Sura Bangjikhhan Co., Ltd.	-	-	-	16	2	18	485	10
Athimart Co., Ltd.	-	-	-	237	1	238	297	2
S.S. Karnsura Co., Ltd.	-	-	-	-	-	-	18	1
Kankwan Co., Ltd.	-	-	-	8	-	8	152	1
Theparunothai Co., Ltd.	-	-	-	13	-	13	81	1
United Winery and Distillery Co., Ltd.	-	-	-	4	-	4	-	-
Simathurakij Co., Ltd.	-	-	-	38	2	40	6	3
Nateechai Co., Ltd.	-	-	-	49	-	49	-	-
Luckchai Liquor Trading Co., Ltd.	-	-	-	80	2	82	2	2
Thiphalothorn Co., Ltd.	-	-	-	-	1	1	-	-
Krittayabun Co., Ltd.	-	-	-	-	1	1	-	-
Modern Trade Management Co., Ltd.	-	-	-	-	2	2	68	4
Pomkit Co., Ltd.	-	-	-	75	1	76	168	3
Pomklung Co., Ltd.	-	-	-	142	2	144	95	3
Pomchok Co., Ltd.	-	-	-	47	1	48	111	3
Pomcharoen Co., Ltd.	-	-	-	60	1	61	100	1

(in million Baht)

## Short-term loans from and other payables to related parties

	Consolidated financial statements				Separate financial statements				
	2014		2013		2014		2013		
	Short-term loans from	Other payables	Total	Short-term loans from	Other payables	Total	Short-term loans from	Other payables	
<b>Subsidiaries (continued)</b>									
Pomburapa Co., Ltd.	-	-	-	-	83	2	85	276	3
Pompalang Co., Ltd.	-	-	-	-	104	1	105	46	1
Pomnakorn Co., Ltd.	-	-	-	-	28	1	29	118	2
Pomthip (2012) Co., Ltd.	-	-	-	-	119	2	121	341	2
Num Yuk Co., Ltd.	-	-	-	-	488	4	492	650	6
Num Kijjakarn Co., Ltd.	-	-	-	-	650	6	656	567	9
Num Palang Co., Ltd.	-	-	-	-	303	2	305	121	3
Num Muang Co., Ltd.	-	-	-	-	457	4	461	76	6
Num Nakorn Co., Ltd.	-	-	-	-	156	3	159	425	4
Num Thurakij Co., Ltd.	-	-	-	-	327	4	331	309	5
Numrungrud Co., Ltd.	-	-	-	-	589	4	593	494	6
Numthip Co., Ltd.	-	-	-	-	281	3	284	373	3
Piromsurang Co., Ltd.	-	-	-	-	197	1	198	59	1
Thai Beverage Energy Co., Ltd.	-	-	-	-	394	2	396	304	1
Thai Molasses Co., Ltd.	-	-	-	-	157	-	157	98	-
Thai Cooperage Co., Ltd.	-	-	-	-	13	1	14	55	-
Feed Addition Co., Ltd.	-	-	-	-	5	-	5	21	-
Pan International (Thailand) Co., Ltd.	-	-	-	-	3	1	4	14	1
Charun Business 52 Co., Ltd.	-	-	-	-	1	-	1	12	-
Thai Beverage Logistics Co., Ltd.	-	-	-	-	-	1	1	-	1
Thai Beverage Marketing Co., Ltd.	-	-	-	-	270	2	272	483	34
Dhospaak Co., Ltd.	-	-	-	-	-	143	143	-	92
Thai Beverage Training Co., Ltd.	-	-	-	-	-	4	4	-	3
Cosmos Brewery (Thailand) Co., Ltd.	-	-	-	-	455	3	458	196	2

(in million Baht)

## Short-term loans from and other payables to related parties

	Consolidated financial statements				Separate financial statements			
	2014		2013		2014		2013	
	Short-term loans from	Other payables	Short-term loans from	Other payables	Short-term loans from	Other payables	Short-term loans from	Other payables
			Total	Total			Total	Total
								(in million Baht)
Thiphalothorn Co., Ltd.	-	-	-	-	110	-	-	-
Beer Chang Co., Ltd.	-	-	-	-	-	1	35	2
Thai Drinks Co., Ltd.	-	-	-	-	103	2	56	2
International Beverage Holdings Limited	-	-	-	-	-	-	-	1
<b>Total subsidiaries</b>	-	-	-	-	<b>7,517</b>	<b>238</b>	<b>7,371</b>	<b>253</b>
<b>Associate</b>								
Fraser and Neave (Singapore) Pte. Ltd.	-	33	33	-	-	-	-	-
F&N Beverages Marketing Sdn. Bhd.	-	17	17	-	-	-	-	-
F&N Interflavine Pte. Ltd.	-	9	9	-	-	-	-	-
Fraser and Neave, Limited	-	1	1	3	-	-	-	-
<b>Total Associate</b>	-	<b>60</b>	<b>60</b>	<b>3</b>	-	-	-	-

## Short-term loans from and other payables to related parties

	Consolidated financial statements				Separate financial statements				
	2014		2013		2014		2013		
	Short-term loans from	Other payables	Total	Short-term loans from	Other payables	Total	Short-term loans from	Other payables	
<b>Other related parties</b>									
Dhanasindhi Co., Ltd.	-	73	73	-	108	108	-	-	-
T.C.C. Technology Co., Ltd.	-	31	31	-	10	10	-	-	8
The Southeast Insurance Plc.	-	28	28	-	33	33	-	-	-
TCC Hotel Asset Management Co., Ltd.	-	16	16	-	-	-	-	-	-
Thai Alcohol Plc.	-	15	15	-	-	-	-	-	-
Berli Jucker Plc.	-	10	10	-	17	17	-	-	-
Southeast Capital Co., Ltd.	-	9	9	-	9	9	-	-	3
F&B International Co., Ltd.	-	7	7	-	2	2	-	-	-
North Park Golf And Sports Club Co., Ltd.	-	4	4	-	4	4	-	-	-
Business Process Outsourcing Co., Ltd.	-	4	4	-	3	3	-	-	3
Plaza Athenee Hotel (Thailand) Co., Ltd.	-	1	1	-	27	27	-	-	-
TCC Hotel Collection Co., Ltd.	-	1	1	-	7	7	-	-	-
Others	-	11	11	-	15	15	-	-	2
<b>Total other related parties</b>	-	<b>210</b>	<b>210</b>	-	<b>235</b>	<b>235</b>	-	-	<b>16</b>
<b>Total</b>	-	<b>270</b>	<b>270</b>	-	<b>238</b>	<b>238</b>	<b>7,371</b>	<b>269</b>	<b>7,640</b>

(in million Baht)

## Long-term loans from and other payables to related parties

	Consolidated financial statements				Separate financial statements				
	2014		2013		2014		2013		
	Long-term loans from	Other payables	Total	Total	Long-term loans from	Other payables	Total	Total	
<b>Subsidiaries</b>									
Beer Thip Brewery (1991) Co., Ltd.	-	-	-	-	2,329	-	2,329	1,542	1,542
Sangsom Co., Ltd.	-	-	-	-	-	-	-	681	681
Fuengfuanant Co., Ltd.	-	-	-	-	179	-	179	511	511
Thanapakdi Co., Ltd.	-	-	-	-	60	-	60	133	133
Mongkolsamai Co., Ltd.	-	-	-	-	-	-	-	15	15
Kanchanasingkorn Co., Ltd.	-	-	-	-	80	-	80	173	173
Sura Piset Thipparat Co., Ltd.	-	-	-	-	215	-	215	200	200
Sura Bangjikhhan Co., Ltd.	-	-	-	-	604	-	604	1,972	1,972
Athimart Co., Ltd.	-	-	-	-	85	-	85	342	342
S.S. Karnsura Co., Ltd.	-	-	-	-	-	-	-	341	341
Kankwan Co., Ltd.	-	-	-	-	10	-	10	190	190
Theparunothai Co., Ltd.	-	-	-	-	15	-	15	275	275
United Winery and Distillery Co., Ltd.	-	-	-	-	17	-	17	51	51
Simathurakij Co., Ltd.	-	-	-	-	451	-	451	769	769
Luckchai Liquor Trading Co., Ltd.	-	-	-	-	286	-	286	443	443
Piromsurang Co., Ltd.	-	-	-	-	63	-	63	-	-
Thai Beverage Brands Co., Ltd.	-	-	-	-	7	-	7	14	14
Modern Trade Management Co., Ltd.	-	-	-	-	522	-	522	487	487
Pomkit Co., Ltd.	-	-	-	-	202	-	202	487	487
Pomklung Co., Ltd.	-	-	-	-	228	-	228	485	485
Pomchok Co., Ltd.	-	-	-	-	200	-	200	463	463
Pomcharoen Co., Ltd.	-	-	-	-	101	-	101	134	134
Pomburapa Co., Ltd.	-	-	-	-	224	-	224	348	348
Pompalang Co., Ltd.	-	-	-	-	124	-	124	193	193

## Long-term loans from and other payables to related parties

	Consolidated financial statements				Separate financial statements				
	2014		2013		2014		2013		
	Long-term loans from	Other payables	Total	Long-term loans from	Other payables	Total	Long-term loans from	Other payables	
<b>Subsidiaries (continued)</b>									(in million Baht)
Pomnakorn Co., Ltd.	-	-	-	-	-	185	267	-	267
Pomthip (2012) Co., Ltd.	-	-	-	-	-	286	-	-	-
Num Yuk Co., Ltd.	-	-	-	-	-	390	455	-	455
Num Thurakij Co., Ltd.	-	-	-	-	-	861	862	-	862
Num Muang Co., Ltd.	-	-	-	-	-	716	1,258	-	1,258
Num Nakorn Co., Ltd.	-	-	-	-	-	690	597	-	597
Num Palang Co., Ltd.	-	-	-	-	-	376	557	-	557
Num Kijjakarn Co., Ltd.	-	-	-	-	-	948	1,494	-	1,494
Numrunrod Co., Ltd.	-	-	-	-	-	854	841	-	841
Numthip Co., Ltd.	-	-	-	-	-	699	403	-	403
Feed Addition Co., Ltd.	-	-	-	-	-	20	70	-	70
Pan International (Thailand) Co., Ltd.	-	-	-	-	-	2	51	-	51
Charun Business 52 Co., Ltd.	-	-	-	-	-	61	49	-	49
Thai Cooperage Co., Ltd.	-	-	-	-	-	107	60	-	60
Cosmos Brewery (Thailand) Co., Ltd.	-	-	-	-	-	245	143	-	143
Beer Chang Co., Ltd.	-	-	-	-	-	121	333	-	333
Archa Beer Co., Ltd.	-	-	-	-	-	6	81	-	81
<b>Total</b>	-	-	-	-	-	<b>12,569</b>	<b>17,770</b>	-	<b>17,770</b>

<b>Summary of loans from related parties</b>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
				(in million Baht)
Short-term loans	-	-	<b>7,517</b>	7,371
Long-term loans	-	-	<b>12,569</b>	17,770
<b>Total</b>	<b>-</b>	<b>-</b>	<b>20,086</b>	25,141

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

<b>Loans from related parties</b>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
				(in million Baht)
<b>Short-term loans</b>				
<b>Subsidiaries</b>				
At 1 January	-	-	<b>7,371</b>	9,144
Increase	-	-	<b>2,765</b>	2,154
Decrease	-	-	<b>(2,619)</b>	(3,927)
<b>At 31 December</b>	<b>-</b>	<b>-</b>	<b>7,517</b>	7,371
<b>Long-term loans</b>				
<b>Subsidiaries</b>				
At 1 January	-	-	<b>17,770</b>	13,875
Increase	-	-	<b>1,749</b>	5,107
Decrease	-	-	<b>(6,950)</b>	(1,212)
<b>At 31 December</b>	<b>-</b>	<b>-</b>	<b>12,569</b>	17,770

The currency denomination of loans from and other payables to related parties of the Group and the Company as at 31 December 2014 and 2013 was as follows:

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Thai Baht (THB) and other functional currencies of subsidiaries	212	238	20,362	25,410
Singapore Dollars (SGD)	41	-	-	-
Malaysian Ringgit	17	-	-	-
<b>Total</b>	<b>270</b>	<b>238</b>	<b>20,362</b>	<b>25,410</b>

(in million Baht)

### 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 a period of one year from 1 January 2004 to 31 December 2004. Unless there are notifications to terminate the agreement not later than 30 days prior to 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 1% of their principal revenue.

#### *Application service provisioning agreement*

The Company entered into the application service provisioning agreement with T.C.C. Technology Co., Ltd., a related party company, for the provision of ongoing maintenance and development of the application. The Company is committed to pay the rental fee of system, computer hardware and software license and service fee on a monthly basis throughout the contract period for a period of five years, effective from 31 May 2006, under the fees and conditions stipulated in the agreement. Subsequently, the Company entered into additional agreements according to the additional number of users, which will be ended on 31 March 2016.

#### *Procurement agreements*

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

#### *Molasses purchase and sale agreements*

Thai Molasses Co., Ltd., the Company's subsidiary, entered into molasses purchase and sale agreements with various related companies in order to sell molasses to other subsidiaries within the Group, under the price and conditions stipulated in the agreements.

#### *Glass bottle purchase and sale agreement*

On 27 December 2012, Thai Beverage Recycle Co., Ltd., the Company's subsidiary, entered into the glass bottle purchase and sale agreement with Berli Jucker Plc., a related company, in order to sell glass bottle 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 stipulated in the agreement.



*License agreements*

- Beer Chang Co., Ltd. and Archa Beer Co., Ltd., the Company's subsidiaries, entered into license agreements with three subsidiaries for the rights and obligations for the sale of drinking water, soda water, beer, draft beer and lager beer under the trade names of "CHANG" and "ARCHA". The three subsidiaries are committed to pay fees at the 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 fund.
- Sura Bangyikhan Co., Ltd., the Company's subsidiary, entered into license agreements with 12 the Company's subsidiaries for the rights to use trademarks for white spirits and Chiang – Chun blended spirits as stipulated in the agreements. The trademark fee is at the rate ranging from Baht 0.50 – 1.20 per bottle, based on the content and size of the bottle.

*Sale distributor appointment agreements*

On 4 November 2008, Oishi Trading Co., Ltd., the Company's indirect subsidiary, entered into a sale distributor appointment agreement with another indirect subsidiary to act as a distributor for green tea products. The agreement shall be in effect until 3 November 2014. This agreement shall be automatically renewed for additional periods of one year, unless there is a written notice not to renew this agreement not later than 90 days prior to the expiration of the initial term or any renewal term.

On 4 June 2013, the said indirect subsidiary entered into a sale distributor appointment agreement with a related company to act as a distributor in Malaysia and Brunei according to the prices and conditions stipulated in the agreement. The agreement shall be in effect until 30 June 2015.

*Biogas purchase and sale agreements*

Thai Beverage Energy Co., Ltd., the Company's subsidiary, entered into biogas purchase and sale agreements with the 3 related companies for a period of nineteen years, effective from 2009 to 2028, to supply biogas to use as a fuel source in spirits distillery process under the price and conditions stipulated in the agreements. Subsequently in 2010, the aforementioned agreements were made with additional 2 related companies for a period of eighteen years, effective from 2010 to 2028.

*Revolving loan agreement*

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

In 2011, the Company entered into revolving loan agreements with subsidiaries for lending the loans with total credit limit of Baht 55,900 million, bearing interest at the rate of 5% per annum and repayable at call. Subsequently in 2013, the Company extended the credit limit and entered into the additional loan agreements with subsidiaries. As at 31 December 2014, the total credit limit was Baht 77,000 million.

*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 after one year from the drawdown date or other date which the Company would agree to extend.

In December 2012, International Beverage Holdings Limited, the Company's subsidiary, entered into term loan facility agreement with an indirect subsidiary to lend a loan facility to finance the investment amount of SGD 3,662.3 million which is repayable in semi-annual installments over five years and agreeable to extend the schedule.

*Sale and purchase goods agreement*

A subsidiary of the Company entered into sale and purchase goods agreement with a related company according to the minimum purchase quantity per month and the prices as stipulated in the agreement. The agreement shall be in effect for a period of two years, effective from 21 March 2013 to 20 March 2015. Either party shall give a written notice to extend the agreement not later than 60 days prior to the expiration date of the agreement. The aforesaid subsidiary is committed to purchase the remaining of the goods and materials from the seller as the supplied price within 30 days after the expiration of the agreement. Subsequently on 25 April 2014, the said agreement has been terminated, effective from 31 May 2014 onwards.

**Commitments with related parties**

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	(in million Baht)			
<b>Capital commitments</b>				
Land	424	-	-	-
Buildings and other constructions	5	42	-	-
Machinery and equipment	21	48	-	-
<b>Total</b>	<b>450</b>	<b>90</b>	<b>-</b>	<b>-</b>
<b>Non-cancellable operating lease commitments</b>				
Within one year	258	262	44	49
After one year but within five years	276	256	34	35
<b>Total</b>	<b>534</b>	<b>518</b>	<b>78</b>	<b>84</b>
<b>Other commitments</b>				
Purchase of molasses agreements	833	471	-	-
Sale of molasses agreements	31	-	-	-
Purchase of raw material agreements	3	4	-	-
Application service provisioning agreements	32	37	32	37
Brewing supervision agreement	20	22	-	-
Service agreements	83	63	34	35
Other agreements	-	2	22	20
<b>Total</b>	<b>1,002</b>	<b>599</b>	<b>88</b>	<b>92</b>

## 5. Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
				(in million Baht)
Cash on hand	73	122	-	-
Cash at banks – current accounts	979	1,501	2	1
Cash at banks – savings accounts	1,035	3,263	35	762
Highly liquid short-term investments	143	216	-	-
<b>Total</b>	<b>2,230</b>	<b>5,102</b>	<b>37</b>	<b>763</b>

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

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
				(in million Baht)
Thai Baht (THB) and other functional currencies of subsidiaries	1,737	5,070	37	763
Pound Sterling (GBP)	358	1	-	-
United States Dollars (USD)	129	12	-	-
Singapore Dollars (SGD)	2	1	-	-
Canada Dollars (CAD)	2	-	-	-
Hong Kong Dollars (HKD)	1	18	-	-
Euro (EUR)	1	-	-	-
<b>Total</b>	<b>2,230</b>	<b>5,102</b>	<b>37</b>	<b>763</b>

## 6. Other investments

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	(in million Baht)			
<b>Current investments</b>				
Investment in government bonds	-	7	-	-
	-	7	-	-
<b>Other long-term investments</b>				
Equity securities available-for-sale	55	58	-	-
Investment in government bonds	3	3	-	-
Other non-marketable equity securities	217	217	-	-
Less allowance for decline in value of investments	(4)	(4)	-	-
	216	216	-	-
	271	274	-	-
<b>Total</b>	<b>271</b>	<b>281</b>	<b>-</b>	<b>-</b>

As at 31 December 2014, an indirect subsidiary invested in the government bonds of Baht 3.66 million (2013: Baht 10.16 million), bearing interest rate of 4.125% per annum (2013: 5.90% and 4.125% per annum) with maturity date in 2016. The government bonds have been pledged as collateral for natural gas utilisation.

Other investments of the Group as at 31 December 2014 and 2013 were denominated entirely in Thai Baht.

## 7. Trade accounts receivable

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
		(in million Baht)			
Related parties	4	53	39	-	-
Other parties		3,692	3,920	-	-
<b>Total</b>		<b>3,745</b>	<b>3,959</b>	<b>-</b>	<b>-</b>
Less allowance for doubtful accounts		(77)	(68)	-	-
<b>Net</b>		<b>3,668</b>	<b>3,891</b>	<b>-</b>	<b>-</b>
Bad and doubtful debts expenses for the year		14	15	-	-

Aging analyses for trade accounts receivable were as follows:

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	(in million Baht)			
<b>Related parties</b>				
Within credit terms	45	35	-	-
Overdue:				
Less than 3 months	7	4	-	-
3-6 months	1	-	-	-
	53	39	-	-
<b>Other parties</b>				
Within credit terms	2,956	3,030	-	-
Overdue:				
Less than 3 months	634	804	-	-
3-6 months	30	25	-	-
6-12 months	40	43	-	-
Over 12 months	32	18	-	-
	3,692	3,920	-	-
Less allowance for doubtful accounts	(77)	(68)	-	-
	3,615	3,852	-	-
<b>Net</b>	<b>3,668</b>	<b>3,891</b>	<b>-</b>	<b>-</b>

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	
	2014	2013	2014	2013
	(in million Baht)			
Thai Baht (THB) and other functional currencies of subsidiaries	3,614	3,813	-	-
Euro (EUR)	34	36	-	-
United States Dollars (USD)	-	33	-	-
Others	20	9	-	-
<b>Total</b>	<b>3,668</b>	<b>3,891</b>	<b>-</b>	<b>-</b>

## 8. Inventories

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
				(in million Baht)
Finished goods	11,785	12,842	-	-
Maturing spirits	12,466	12,129	-	-
Work in progress	5,295	4,524	-	-
Raw materials	1,624	1,893	-	-
Packaging materials	3,109	2,540	-	-
Spare parts	505	529	-	-
Others	645	588	-	-
	35,429	35,045	-	-
Less allowance for decline in value	(345)	(208)	-	-
<b>Net</b>	<b>35,084</b>	<b>34,837</b>	<b>-</b>	<b>-</b>
Inventories recognised as an expense in 'Cost of sale of goods':				
- Cost	114,573	112,377	-	-
- Write-down to net realisable value	309	142	-	-
- Reversal of write-down	(172)	(486)	-	-
<b>Net</b>	<b>114,710</b>	<b>112,033</b>	<b>-</b>	<b>-</b>

## 9. Other current assets

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
				(in million Baht)
Prepaid excise tax	1,433	2,122	-	-
Deposits	1,230	1,013	-	-
Refundable VAT	573	546	18	14
Refundable excise tax	102	902	-	-
Others	381	439	-	-
<b>Total</b>	<b>3,719</b>	<b>5,022</b>	<b>18</b>	<b>14</b>

Other current assets of the Group and the Company as at 31 December 2014 and 2013 were denominated entirely in Thai Baht.

## 10. Non-current assets held for sale

At the Board of Directors' meeting of Sermsuk Public Company Limited ("Sermsuk"), an indirect subsidiary of the Company, held on 27 May 2014, the Board of Directors approved in principle for the plan to sell land and building of Sermsuk, and approved that the land sale procedure will be by public auction, with the minimum price of Baht 1,550 million. Subsequently, on 19 September 2014, a related company of Sermsuk has been recognised as the winning bidder with the price of Baht 1,809.8 million. At the Board of Director's meeting of Sermsuk, held on 29 September 2014, the Board of Directors approved the disposal of Sermsuk's land and building to the said related company and approved the appointment of an independent financial advisor to advise Sermsuk's shareholders. Subsequently, at the Extraordinary General Meeting of Shareholders held on 23 December 2014, the shareholders of Sermsuk approved the said transaction. In this regard, this transaction has been finalised and Sermsuk is expected to transfer these assets to the purchaser in April 2015.

## 11. Investments in associates

	<b>Consolidated financial statements</b>	
	<b>2014</b>	2013
	(in million Baht)	
At 1 January	<b>75,558</b>	104,320
Share of net profit of equity-accounted associates	<b>3,389</b>	3,434
Share of other comprehensive income of associates	<b>(2,243)</b>	1,192
Dividend income from associates	<b>(2,434)</b>	(1,629)
Capital reduction of associate	<b>(4,465)</b>	(33,347)
Translation differences on consolidation	<b>(2,191)</b>	1,588
<b>At 31 December</b>	<b>67,614</b>	75,558

At the Board of Directors meeting of Fraser and Neave, Limited ("F&N"), an associate of an indirect subsidiary of the Company, held on 27 August 2013, the Board of Directors of F&N approved the proposed demerger of its property business by effecting a distribution in specie (the "Proposed FCL Distribution") of all the ordinary shares in the issued share capital of Frasers Centrepoint Limited ("FCL"), a wholly owned subsidiary of F&N to the shareholders of F&N, on the basis of two ordinary shares in FCL for each ordinary share of F&N and the listing of the FCL shares on the main Board of the Singapore Exchange Securities Trading Limited ("SGX").

At the extraordinary general meeting of the shareholder of F&N, held on 13 November 2013, the shareholders of F&N approved the Proposed FCL Distribution. Prior to 31 December 2013, F&N subscribed for 1,806,520,790 new shares in FCL for a total subscription amount of SGD 670 million. Subsequently on 9 January 2014, F&N announced the completion of the Proposed FCL Distribution and the listing of FCL shares on the main Board of SGX. In this regard, the Group recognised the investment in FCL by allocating the investment cost based on the fair value of investment as at the acquisition date.

At the annual general meeting of the shareholders of FCL, held on 7 January 2014, the shareholders approved the dividend payment of SGD 0.0173 per share. The dividend was paid to the shareholders on 18 February 2014. In this regard, the Company's indirect subsidiary received the said dividend of approximately Baht 368 million.

At the annual general meeting of the shareholders of F&N, held on 27 January 2014, the shareholders approved the dividend payment of SGD 0.12 per share. The dividend was paid to the shareholders on 18 February 2014. In this regard, the Company's indirect subsidiary received the said dividend of approximately Baht 1,275 million.

On 11 February 2014, F&N announced a proposed capital reduction exercise involving a cash distribution to its shareholders of SGD 0.42 per ordinary share. Based on the number of existing issued shares, as at the date of this announcement, an aggregate amount was approximately SGD 607 million. The proposed capital reduction has been approved from regulatory authorities and the shareholders at the extraordinary general meeting of the shareholder of F&N held on 28 February 2014. The Company's indirect subsidiary already received capital reduction in cash amount of approximately SGD 173 million (equivalent to Baht 4,465 million).

At the Board of Directors' meeting of F&N and FCL, held on 9 May 2014, the Board of Directors of F&N and FCL approved the interim dividend payment of SGD 0.02 and SGD 0.024 per share, respectively. These interim dividend was paid to the shareholders on 12 June 2014. In this regard, the Company's indirect subsidiary received the said dividend of approximately Baht 733 million.

In June 2014, Frasers Hospitality Investments Melbourne Pte. Ltd., a subsidiary of FCL, acquired 100% of the issued shares capital of Ananke Holdings Pty Ltd. in Australia. The aggregated consideration is approximately AUD 202.7 million.

On 1 July 2014, Frasers Amethyst Pte. Ltd., a subsidiary of FCL, entered into a Bid Implementation Agreement to offer the acquisition of 100% of the issued stapled securities of Australand Property Group for cash consideration of AUD 4.48 per stapled security. The aggregated consideration is approximately AUD 2.4 billion. On 31 October 2014, the acquisition has been completed. Therefore, Australand Property Group has become a wholly-owned subsidiary of Frasers Amethyst Pte. Ltd.

On 14 July 2014, Frasers Hospitality Trust ("FHT") commenced trading on the Main Board of the Singapore Exchange Securities Trading Limited. The FCL Group holds 22% of the stapled securities of FHT through its subsidiary.

On 15 August 2014, a subsidiary of F&N entered into a conditional agreement to acquire 15 million issued share capital of Vietnam Dairy Products Joint Stock Company, a company incorporated in Socialist Republic of Vietnam. The total consideration of the acquisition is VND 1,849,955 million (equivalent to Baht 2,800 million). The said transaction was completed on 21 August 2014.

On 7 October 2014, FCL Treasury Pte. Ltd. ("FCLT"), a subsidiary of FCL, has issued SGD 200 million of 3.95 per cent notes due in 2021, under the SGD 3,000 million Multicurrency Debt Issuance Programme established by FCLT on 21 March 2012, which is guaranteed by FCL.

F&N received a letter from the lawyers of Myanmar Economic Holdings Limited ("MEHL"), F&N's joint venture partner in Myanmar Brewery Limited ("MBL"), stating MEHL's intention to issue a notice of arbitration in respect of a potential claim relating to F&N's 55% stake in MBL. On 9 September 2013, the lawyers representing MEHL sent F&N a document entitled Notice of Arbitration. F&N and MEHL have submitted their claims to the Arbitration Tribunal in Singapore. Subsequently on 31 October 2014, the arbitral tribunal has ruled that MEHL is entitled to buy F&N's 55% stake in MBL at fair value to be determined by an independent valuer to be appointed by both parties. F&N is presently reviewing the decision and considering all its options.

At the Extraordinary General meeting of the shareholders of FCL, held on 12 November 2014, the shareholders approved the proposed issue and placement of Perpetual Capital Securities to a related company, subject to a maximum of 50% of the proposed offer of SGD 600 million.

On 8 December 2014, Frasers (Thailand) Pte. Ltd. ("FTPL"), a wholly-owned subsidiary of FCL, has entered into agreements to sell its entire 49% shareholding interest in Riverside Homes Development Co., Ltd. ("RHD") to SMJC Real Estate Co., Ltd. ("SMJC"), the Company's related company, and its entire 40.45% shareholding in Krungthep Land Plc. ("KLand") to Golden Land Property Development Plc., the Company's related company. The consideration for the sale of FTPL's entire interest in RHD and KLand are Baht 836 million and Baht 1,440 million respectively, and will be settled wholly in cash. The said transaction was completed on 12 December 2014.



Investments in associates as at 31 December 2014 and 2013, 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		
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	
<b>Associates</b>	(in million Baht)														
<i>Held by indirect subsidiaries</i>															
Petform (Thailand) Co., Ltd.	25.86	25.86	Baht 75 million	Baht 75 million	30	30	-	-	30	30	377	276	58	81	
Fraser and Neave, Limited	28.54	28.54	SGD 845 million	SGD 1,451 million	16,372	59,056	-	-	16,372	59,056	29,118	75,140	1,491	1,548	
Fraser Centrepoint Limited	28.49	-	SGD 1,760 million	-	34,605	-	-	-	34,605	-	37,985	-	885	-	
<i>Held by subsidiary of indirect subsidiaries</i>															
Liquorland Limited	49.49	49.49	GBP 0.5 million	GBP 0.5 million	13	13	-	-	13	13	134	142	-	-	
<b>Total</b>															
					51,020	59,099	-	-	51,020	59,099	67,614	75,558	2,434	1,629	

The Group has the equity-accounted associates, Fraser and Neave, Limited ("F&N") and Fraser Centrepoint Limited ("FCL"), which are listed on the Singapore Exchange Securities Trading Limited ("SGX") with the closing price as at 31 December 2014 of SGD 2.73 per share and SGD 1.69 per share respectively (2013: the closing price of F&N was SGD 3.50 per share while FCL has not traded on SGX since 9 January 2014). The fair value calculated from the above mentioned closing price of the Group's investments in F&N and FCL are Baht 28,031 million (2013: Baht 37,361 million) and Baht 34,705 million (2013: nil) respectively.

The following summarised financial information on associates which has been accounted for using the equity method is not adjusted for the percentage of ownership held by the Group:

	Reporting date	Ownership interest (%)		Total assets		Total liabilities		Total revenues		Total expenses		Net Profit	
		2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
<b>Associates</b>													
<i>Held by indirect subsidiaries</i>													
Petform (Thailand) Co., Ltd.	31 December	25.86	25.86	2,303	2,105	1,354	1,414	2,875	2,186	2,471	1,781	404	405
Fraser and Neave, Limited	31 December	28.54	28.54	66,345	374,769	16,360	302,291	65,018	117,480	61,897	97,033	3,121	20,447
Fraser's Centrepoint Limited	31 December	28.49	-	516,014	-	276,146	-	90,838	-	74,738	-	16,100	-
<i>Held by subsidiary of indirect subsidiaries</i>													
Liquorland Limited	31 December	49.49	49.49	661	712	325	359	1,503	1,269	1,500	1,259	3	10
<b>Total</b>				<b>585,323</b>	<b>377,586</b>	<b>294,185</b>	<b>304,064</b>	<b>160,234</b>	<b>120,935</b>	<b>140,606</b>	<b>100,073</b>	<b>19,628</b>	<b>20,862</b>

(in million Baht)

## 12 Investments in subsidiaries

	Separate financial statements	
	2014	2013
	(in million Baht)	
At 1 January	<b>85,447</b>	80,352
Increase in share capital of subsidiary	<b>16,375</b>	5,732
Acquisitions	<b>8</b>	30
Disposals	-	(667)
<b>At 31 December</b>	<b>101,830</b>	85,447

At the Board of Directors' meeting held on 27 February 2014 and the Executive Board of Directors' meeting held on 28 November 2014, the Boards unanimously approved for International Beverage Holdings Limited, the Company's subsidiary, to increase its share capital. Subsequently on 17 June 2014, 17 December 2014 and 24 December 2014, the said subsidiary increased its authorised share capital from HKD 3,160.45 million (3,160.45 million ordinary shares with a HKD 1 par value) to be HKD 7,010.67 million (7,010.67 million ordinary shares with a HKD 1 par value) and called for the additional paid-up share capital from HKD 3,160.45 million to be HKD 7,010.67 million.

Investments in subsidiaries as at 31 December 2014 and 2013, and dividend income from those investments for the years ended were as follows:

	Separate financial statements									
	Ownership interest		Paid-up capital		Cost method		Dividend income			
	2014	2013	2014	2013	2014	2013	2014	2013		
	(%)								(in million Baht)	
<b>Subsidiaries</b>										
Beer Thai (1991) Plc.	100.00	100.00	5,550	5,550	12,500	12,500	316	333		
Beer Thip Brewery (1991) Co., Ltd.	100.00	100.00	6,600	6,600	12,500	12,500	323	350		
Sangsom Co., Ltd.	100.00	100.00	7,500	7,500	7,500	7,500	1,485	293		
Fuengfuanant Co., Ltd.	100.00	100.00	900	900	900	900	391	153		
Mongkolsamai Co., Ltd.	100.00	100.00	700	700	691	691	101	46		
Thanapakdi Co., Ltd.	100.00	100.00	700	700	697	697	131	84		
Kanchanasingkorn Co., Ltd.	100.00	100.00	700	700	700	700	204	106		
Sura Bangyikhan Co., Ltd.	100.00	100.00	4,000	4,000	4,000	4,000	3,216	1,772		
Athimart Co., Ltd.	100.00	100.00	900	900	900	900	453	153		
S.S. Karnsura Co., Ltd.	100.00	100.00	800	800	800	800	430	167		
Kankwan Co., Ltd.	100.00	100.00	800	800	800	800	502	162		
Theparunothai Co., Ltd.	100.00	100.00	700	700	700	700	451	146		
Red Bull Distillery (1988) Co., Ltd.	100.00	100.00	5,000	5,000	5,000	5,000	225	345		
United Winery and Distillery Co., Ltd.	100.00	100.00	1,800	1,800	1,800	1,800	108	90		
Simathurakij Co., Ltd.	100.00	100.00	900	900	888	888	602	259		
Nateechai Co., Ltd.	100.00	100.00	800	800	800	800	69	114		
Luckchai Liquor Trading Co., Ltd.	100.00	100.00	800	800	766	766	189	116		
Sura Piset Thipparat Co., Ltd.	100.00	100.00	1,000	1,000	1,010	1,010	5	10		
Modern Trade Management Co., Ltd.	100.00	100.00	10	10	10	10	1,201	390		
Horeca Management Co., Ltd.	100.00	-	2	-	2	-	-	-		
Pomkit Co., Ltd.	100.00	100.00	10	10	10	10	541	205		
Pomklung Co., Ltd.	100.00	100.00	10	10	10	10	453	186		
Pomchok Co., Ltd.	100.00	100.00	10	10	10	10	475	132		
Pomcharoen Co., Ltd.	100.00	100.00	10	10	10	10	157	85		
Pomburapa Co., Ltd.	100.00	100.00	10	10	10	10	485	189		
Pompalang Co., Ltd.	100.00	100.00	10	10	10	10	134	110		
Pomnakorn Co., Ltd.	100.00	100.00	10	10	10	10	245	138		
Pomthip (2012) Co., Ltd.	100.00	100.00	10	10	10	10	158	67		
Num Yuk Co., Ltd.	100.00	100.00	10	10	10	10	1,571	435		
Num Kijjakarn Co., Ltd.	100.00	100.00	10	10	10	10	2,274	544		
Num Palang Co., Ltd.	100.00	100.00	10	10	10	10	816	78		
Num Muang Co., Ltd.	100.00	100.00	10	10	10	10	1,534	342		
Num Nakorn Co., Ltd.	100.00	100.00	10	10	10	10	1,028	238		
Num Thurakij Co., Ltd.	100.00	100.00	10	10	10	10	1,384	348		

	Separate financial statements							
	Ownership interest		Paid-up capital		Cost method		Dividend income	
	2014	2013	2014	2013	2014	2013	2014	2013
	(%)				(in million Baht)			
<b>Subsidiaries (continued)</b>								
Numrungrud Co., Ltd.	100.00	100.00	10	10	10	10	1,226	400
Numthip Co., Ltd.	100.00	100.00	10	10	10	10	835	207
Thipchalothorn Co., Ltd.	100.00	100.00	1	1	3	3	373	294
Krittayabun Co., Ltd.	100.00	100.00	5	5	27	27	698	732
Surathip Co., Ltd.	100.00	100.00	1	1	7	7	293	268
Sunthronpirom Co., Ltd.	100.00	100.00	5	5	25	25	250	292
Piromsurang Co., Ltd.	100.00	100.00	5	5	24	24	393	208
Thai Beverage Energy Co., Ltd.	100.00	100.00	860	860	864	864	-	-
Thai Molasses Co., Ltd.	99.72	99.72	40	40	35	35	283	30
Feed Addition Co., Ltd.	100.00	100.00	1	1	32	32	121	43
Pan International (Thailand) Co., Ltd.	100.00	100.00	1	1	34	34	71	32
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	10	82
Thai Beverage Recycle Co., Ltd.	100.00	100.00	123	123	134	134	35	43
Thai Beverage Logistics Co., Ltd.	100.00	100.00	1,012	1,012	1,012	1,012	846	340
Thai Beverage Marketing Co., Ltd.	100.00	100.00	300	300	300	300	289	321
United Products Co., Ltd.	100.00	100.00	350	350	376	376	-	-
Dhospaak Co., Ltd.	100.00	100.00	25	25	61	61	31	12
Thai Beverage Training Co., Ltd.	100.00	100.00	3	3	2	2	6	11
C A C Co., Ltd.	100.00	100.00	30	30	30	30	-	-
International Beverage Holdings Limited	100.00	100.00	30,114	13,738	30,114	13,738	-	-
Cosmos Brewery (Thailand) Co., Ltd.	100.00	100.00	1,667	1,667	4,139	4,139	128	78
Thai Beverage Brands Co., Ltd.	100.00	100.00	5	5	39	39	10	1
Beer Chang Co., Ltd.	100.00	100.00	1	1	4,318	4,318	404	135
Archa beer Co., Ltd.	100.00	100.00	1	1	130	130	92	22
Sura Piset Phatra Lanna Co., Ltd.	100.00	100.00	1,000	1,000	1,015	1,015	-	-
Oishi Group Plc.	79.66	79.66	375	375	5,540	5,540	232	134
Thai Drinks Co., Ltd.	100.00	100.00	60	60	60	60	-	-
Chang International Co., Ltd.	100.00	-	5	-	5	-	-	-
<b>Total</b>			<b>76,734</b>	<b>60,351</b>	<b>101,830</b>	<b>85,447</b>	<b>28,283</b>	<b>11,871</b>

None of the Company's subsidiaries are publicly listed and consequently do not have published price quotations, except for Oishi Group Plc. which is listed on the Stock Exchange of Thailand. Based on the closing price of Baht 70.00 per share at 31 December 2014 (2013: Baht 86.50 per share), the fair value of the Company's investment in Oishi Group Plc. is Baht 10,455 million (2013: Baht 12,920 million).

### 13. Investment properties

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
(in million Baht)					
<b>Cost</b>					
At 1 January		1,232	1,070	-	-
Adjustment for the prior acquired in business combinations transaction		-	(4)	-	-
Transfer from property, plant and equipment	14	-	166	-	-
<b>At 31 December</b>		<b>1,232</b>	<b>1,232</b>	<b>-</b>	<b>-</b>
<b>Depreciation and impairment losses</b>					
At 1 January		217	211	-	-
Depreciation charge for the year		6	6	-	-
Reversal of allowance for impairment losses		(105)	-	-	-
<b>At 31 December</b>		<b>118</b>	<b>217</b>	<b>-</b>	<b>-</b>
<b>Net book value</b>					
<b>At 1 January 2013</b>		<b>859</b>	<b>859</b>	<b>-</b>	<b>-</b>
<b>At 31 December 2013 and 1 January 2014</b>		<b>1,015</b>	<b>1,015</b>	<b>-</b>	<b>-</b>
<b>At 31 December 2014</b>		<b>1,114</b>	<b>-</b>	<b>-</b>	<b>-</b>

In November 2014, the Group's investment properties were revalued by independent appraiser, which considered valuation using the market value basis. As at 31 December 2014, the appraised value of investment properties was Baht 1,934 million (2013: Baht 1,500.87 million).

Investment properties comprise of a number of commercial properties that are leased to third parties and unused land.

## 14. Property, plant and equipment

	Consolidated financial statements										Total (in million Baht)
	Note	Land	Land improvement	Building, buildings and leasehold improvements	Machinery and equipment	Oak barrels	Furniture, fixtures and office equipment	Vehicles	Assets under construction and installation		
<b>Cost/ revaluation</b>											
At 1 January 2013		16,242	1,557	21,800	50,501	2,754	1,349	4,534	1,733		100,470
Additions		148	8	295	776	47	169	42	3,357		4,842
Surplus on land revaluation		651	-	-	-	-	-	-	-		651
Transfers		-	95	856	1,814	-	39	12	(2,816)		-
Transfer to investment properties	13	(166)	-	-	-	-	-	-	-		(166)
Disposals		(2)	-	(124)	(413)	(18)	(61)	(313)	-		(931)
Translation differences on consolidation		11	-	109	98	28	1	(2)	17		262
<b>At 31 December 2013 and</b>											
<b>1 January 2014</b>		<b>16,884</b>	<b>1,660</b>	<b>22,936</b>	<b>52,776</b>	<b>2,811</b>	<b>1,497</b>	<b>4,273</b>	<b>2,291</b>		<b>105,128</b>
Additions		-	3	470	761	54	206	26	3,259		4,779
Transfer		-	93	1,291	2,196	-	32	71	(3,683)		-
Transfer to assets held for sale	10	(1,281)	-	(45)	-	-	-	-	-		(1,326)
Disposals		-	-	(39)	(347)	(5)	(65)	(254)	(6)		(716)
Translation differences on consolidation		(6)	-	(67)	(69)	(17)	(1)	4	(1)		(157)
<b>At 31 December 2014</b>		<b>15,597</b>	<b>1,756</b>	<b>24,546</b>	<b>55,317</b>	<b>2,843</b>	<b>1,669</b>	<b>4,120</b>	<b>1,860</b>		<b>107,708</b>

	Consolidated financial statements								Total (in million Baht)	
	Note	Land	Land improvement	Building, buildings and leasehold improvements	Machinery and equipment	Oak barrels	Furniture, fixtures and office equipment	Vehicles		Assets under construction and installation
<i>Depreciation and impairment losses</i>										
At 1 January 2013		-	946	10,573	37,688	2,097	915	2,894	37	55,150
Depreciation charge for the year		-	76	1,044	2,084	134	169	370	-	3,877
Impairment losses		-	-	-	(23)	-	(3)	-	-	(26)
Transfers		-	-	-	(4)	-	4	-	-	-
Disposals		-	-	(95)	(365)	(11)	(61)	(304)	-	(836)
Translation differences on consolidation		-	-	51	70	18	-	(3)	-	136
<b>At 31 December 2013 and 1 January 2014</b>		-	<b>1,022</b>	<b>11,573</b>	<b>39,450</b>	<b>2,238</b>	<b>1,024</b>	<b>2,957</b>	<b>37</b>	<b>58,301</b>
Depreciation charge for the year		-	83	1,122	2,078	131	183	341	-	3,938
Impairment losses		-	-	-	(37)	-	-	-	-	(37)
Transfers		-	6	74	(42)	-	(1)	-	(37)	-
Transfer to assets held for sale	10	-	-	(36)	-	-	-	-	-	(36)
Disposals		-	-	(29)	(280)	(4)	(62)	(253)	-	(628)
Translation differences on consolidation		-	-	(31)	(42)	(12)	-	4	-	(81)
<b>At 31 December 2014</b>		-	<b>1,111</b>	<b>12,673</b>	<b>41,127</b>	<b>2,353</b>	<b>1,144</b>	<b>3,049</b>	-	<b>61,457</b>
<b>Net book value</b>										
<b>At 1 January 2013</b>		<b>16,242</b>	<b>611</b>	<b>11,227</b>	<b>12,813</b>	<b>657</b>	<b>434</b>	<b>1,640</b>	<b>1,696</b>	<b>45,320</b>
<b>At 31 December 2013 and 1 January 2014</b>		<b>16,884</b>	<b>638</b>	<b>11,363</b>	<b>13,326</b>	<b>573</b>	<b>473</b>	<b>1,316</b>	<b>2,254</b>	<b>46,827</b>
<b>At 31 December 2014</b>		<b>15,597</b>	<b>645</b>	<b>11,873</b>	<b>14,190</b>	<b>490</b>	<b>525</b>	<b>1,071</b>	<b>1,860</b>	<b>46,251</b>



During 2010–2013, the plot of land of subsidiaries were revalued by independent appraiser, which considered valuation using the market value basis. In this regard, an indirect subsidiary recognised the revaluation surplus on land of Baht 651 million which was recognised in other comprehensive income and presented as the revaluation surplus in equity of equivalent amount net off related deferred tax liability of Baht 129 million in 2013.

In 2014, the Group reviewed the recoverable amount of property, plant and equipment in accordance with Thai Financial Reporting Standard and found that the recoverable amount of property, plant and equipment as at 31 December 2014 exceeded its carrying amount.

The gross amount of the Group's fully depreciated plant and equipment that was still in use as at 31 December 2014 amounted to Baht 37,490 million (2013: Baht 36,861 million).

	<b>Separate financial statements</b>				
	Leasehold improvements	Furniture, fixtures and office equipment	Vehicles	Assets under construction and installation	Total
	(in million Baht)				
<b>Cost</b>					
At 1 January 2013	13	162	18	5	198
Additions	-	21	8	1	30
Disposals	-	(1)	(1)	-	(2)
<b>At 31 December 2013 and 1 January 2014</b>	<b>13</b>	<b>182</b>	<b>25</b>	<b>6</b>	<b>226</b>
Additions	-	15	-	9	24
Transfers	-	2	-	(2)	-
Disposals	-	(10)	-	-	(10)
<b>At 31 December 2014</b>	<b>13</b>	<b>189</b>	<b>25</b>	<b>13</b>	<b>240</b>
<b>Depreciation and impairment losses</b>					
At 1 January 2013	7	129	13	-	149
Depreciation charge for the year	3	14	2	-	19
Disposals	-	(1)	(1)	-	(2)
<b>At 31 December 2013 and 1 January 2014</b>	<b>10</b>	<b>142</b>	<b>14</b>	<b>-</b>	<b>166</b>
Depreciation charge for the year	3	14	3	-	20
Disposals	-	(10)	-	-	(10)
<b>At 31 December 2014</b>	<b>13</b>	<b>146</b>	<b>17</b>	<b>-</b>	<b>176</b>
<b>Net book value</b>					
<b>At 1 January 2013</b>	<b>6</b>	<b>33</b>	<b>5</b>	<b>5</b>	<b>49</b>
<b>At 31 December 2013 and 1 January 2014</b>	<b>3</b>	<b>40</b>	<b>11</b>	<b>6</b>	<b>60</b>
<b>At 31 December 2014</b>	<b>-</b>	<b>43</b>	<b>8</b>	<b>13</b>	<b>64</b>

The gross amount of the Company's fully depreciated leasehold improvements and equipment that was still in use as at 31 December 2014 amounted to Baht 176 million (2013: Baht 115 million).

## 15. Goodwill

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	(in million Baht)			
<b>Cost</b>				
At 1 January	7,225	7,199	-	-
Translation differences on consolidation	(16)	26	-	-
<b>At 31 December</b>	<b>7,209</b>	<b>7,225</b>	<b>-</b>	<b>-</b>
<b>Impairment losses</b>				
At 1 January	173	161	-	-
Translation differences on consolidation	(8)	12	-	-
<b>At 31 December</b>	<b>165</b>	<b>173</b>	<b>-</b>	<b>-</b>
<b>Net book value</b>				
<b>At 1 January</b>	<b>7,052</b>	<b>7,038</b>	<b>-</b>	<b>-</b>
<b>At 31 December</b>	<b>7,044</b>	<b>7,052</b>	<b>-</b>	<b>-</b>

Goodwill as at 31 December was consisted of:

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	(in million Baht)			
<b>Subsidiaries</b>				
Sermasuk Plc.	3,976	3,976	-	-
Oishi Group Plc.	2,147	2,147	-	-
S.P.M. Foods & Beverages Co., Ltd.	547	547	-	-
United Products Co., Ltd.	159	159	-	-
Others	215	223	-	-
<b>Total</b>	<b>7,044</b>	<b>7,052</b>	<b>-</b>	<b>-</b>

In 2014, the Group reviewed the recoverable amount of goodwill and found that the recoverable amount of goodwill as at 31 December 2014 exceeded its carrying amount.

Recoverable amount corresponds to the higher of the asset's fair value less costs to sell and its value in use, calculated using the discounted cash flows method. An impairment loss is recognised for any significant excess of an asset's carrying amount over its recoverable amount.

## 16. Other intangible assets

	Consolidated financial statements				
	Computer software	Trademarks	Licences	Right	Total
	(in million Baht)				
<b>Cost</b>					
At 1 January 2013	204	398	28	-	630
Additions	36	3	-	-	39
Disposals	(3)	-	4	-	1
Translation differences on consolidation	-	8	-	-	8
<b>At 31 December 2013 and 1 January 2014</b>	<b>237</b>	<b>409</b>	<b>32</b>	<b>-</b>	<b>678</b>
Additions	31	-	-	2	33
Disposals	(2)	(3)	(11)	-	(16)
Translation differences on consolidation	-	(5)	-	-	(5)
<b>At 31 December 2014</b>	<b>266</b>	<b>401</b>	<b>21</b>	<b>2</b>	<b>690</b>
<b>Amortisation and impairment losses</b>					
At 1 January 2013	106	339	26	-	471
Amortisation for the year	28	8	1	-	37
Impairment losses	-	6	-	-	6
Disposals	(1)	-	(1)	-	(2)
Translation differences on consolidation	-	6	-	-	6
<b>At 31 December 2013 and 1 January 2014</b>	<b>133</b>	<b>359</b>	<b>26</b>	<b>-</b>	<b>518</b>
Amortisation for the year	23	7	1	-	31
Disposals	(1)	-	(6)	-	(7)
Translation differences on consolidation	-	(2)	-	-	(2)
<b>At 31 December 2014</b>	<b>155</b>	<b>364</b>	<b>21</b>	<b>-</b>	<b>540</b>
<b>Net book value</b>					
<b>At 1 January 2013</b>	<b>98</b>	<b>59</b>	<b>2</b>	<b>-</b>	<b>159</b>
<b>At 31 December 2013 and 1 January 2014</b>	<b>104</b>	<b>50</b>	<b>6</b>	<b>-</b>	<b>160</b>
<b>At 31 December 2014</b>	<b>111</b>	<b>37</b>	<b>-</b>	<b>2</b>	<b>150</b>

**Separate  
financial statements**

Computer software

(in million Baht)

<b>Cost</b>	
At 1 January 2013	63
Additions	12
<b>At 31 December 2013 and 1 January 2014</b>	<b>75</b>
Additions	8
<b>At 31 December 2014</b>	<b>83</b>
<b>Amortisation and impairment losses</b>	
At 1 January 2013	47
Amortisation for the year	6
<b>At 31 December 2013 and 1 January 2014</b>	<b>53</b>
Amortisation for the year	3
<b>At 31 December 2014</b>	<b>56</b>
<b>Net book value</b>	
<b>At 1 January 2013</b>	<b>16</b>
<b>At 31 December 2013 and 1 January 2014</b>	<b>22</b>
<b>At 31 December 2014</b>	<b>27</b>

## 17. Leasehold rights

	<b>Consolidated financial statements</b> (in million Baht)
<b>Cost</b>	
At 1 January 2013	274
Addition	1
Translation differences on consolidation	11
<b>At 31 December 2013 and 1 January 2014</b>	<b>286</b>
Translation differences on consolidation	(3)
<b>At 31 December 2014</b>	<b>283</b>
<b>Amortisation and impairment losses</b>	
At 1 January 2013	100
Amortisation for the year	13
Translation differences on consolidation	1
<b>At 31 December 2013 and 1 January 2014</b>	<b>114</b>
Amortisation for the year	12
Translation differences on consolidation	(1)
<b>At 31 December 2014</b>	<b>125</b>
<b>Net book value</b>	
<b>At 1 January 2013</b>	<b>174</b>
<b>At 31 December 2013 and 1 January 2014</b>	<b>172</b>
<b>At 31 December 2014</b>	<b>158</b>

## 18. Deferred tax

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

	<b>Consolidated financial statements</b>			
	<b>Assets</b>		<b>Liabilities</b>	
	<b>2014</b>	2013	<b>2014</b>	2013
	(in million Baht)			
Total	<b>1,662</b>	1,297	<b>(2,240)</b>	(2,220)
Set off of tax	<b>(1,275)</b>	(905)	<b>1,275</b>	905
<b>Net deferred tax assets (liabilities)</b>	<b>387</b>	392	<b>(965)</b>	(1,315)

	Separate financial statements			
	Assets		Liabilities	
	2014	2013	2014	2013
	(in million Baht)			
Total	33	30	-	-
<b>Net deferred tax assets</b>	<b>33</b>	<b>30</b>	<b>-</b>	<b>-</b>

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

	Consolidated financial statements			
	At 1 January 2014	(Charged) / credited to:		At 31 December 2014
		Profit or loss (Note 33)	Other comprehensive income	
	(in million Baht)			
<b>Deferred tax assets</b>				
Property, plant and equipment	250	8	-	258
Investment properties	21	(21)	-	-
Long-term investments	1	-	-	1
Inventories	223	(9)	-	214
Provisions	8	(1)	-	7
Employee benefit obligations	445	10	25	480
Loss carry forward	335	347	-	682
Others	14	6	-	20
<b>Total</b>	<b>1,297</b>	<b>340</b>	<b>25</b>	<b>1,662</b>
Set off of tax	(905)			(1,275)
	<b>392</b>			<b>387</b>
<b>Deferred tax liabilities</b>				
Property, plant and equipment	(2,182)	(24)	3	(2,203)
Others	(38)	-	1	(37)
<b>Total</b>	<b>(2,220)</b>	<b>(24)</b>	<b>4</b>	<b>(2,240)</b>
Set off of tax	905			1,275
	<b>(1,315)</b>			<b>(965)</b>
<b>Net</b>		<b>316</b>	<b>29</b>	

<b>Consolidated financial statements</b>				
	(Charged) / credited to:			
	At 1 January 2013	Profit or loss (Note 33)	Other comprehensive income	At 31 December 2013
	(in million Baht)			
<b>Deferred tax assets</b>				
Property, plant and equipment	191	59	-	250
Investment properties	21	-	-	21
Long-term investments	1	-	-	1
Inventories	323	(100)	-	223
Provisions	13	(5)	-	8
Employee benefit obligations	485	4	(44)	445
Loss carry forward	30	305	-	335
Others	37	(23)	-	14
<b>Total</b>	<b>1,101</b>	<b>240</b>	<b>(44)</b>	<b>1,297</b>
Set off of tax	(704)			(905)
	<b>397</b>			<b>392</b>

<b>Consolidated financial statements</b>				
	(Charged) / credited to:			
	At 1 January 2013	Profit or loss (Note 33)	Other comprehensive income	At 31 December 2013
	(in million Baht)			
<b>Deferred tax liabilities</b>				
Property, plant and equipment	(2,032)	(21)	(129)	(2,182)
Others	(46)	3	5	(38)
<b>Total</b>	<b>(2,078)</b>	<b>(18)</b>	<b>(124)</b>	<b>(2,220)</b>
Set off of tax	704			905
	<b>(1,374)</b>			<b>(1,315)</b>
<b>Net</b>		<b>222</b>	<b>(168)</b>	

## Separate financial statements

	(Charged) / credited to:			At 31 December 2014
	At 1 January 2014	Profit or loss (Note 33)	Other comprehensive income	
(in million Baht)				
<b>Deferred tax assets</b>				
Intangible assets	3	-	-	3
Employee benefit obligations	27	2	1	30
<b>Total</b>	<b>30</b>	<b>2</b>	<b>1</b>	<b>33</b>

## Separate financial statements

	(Charged) / credited to:			At 31 December 2013
	At 1 January 2013	Profit or loss (Note 33)	Other comprehensive income	
(in million Baht)				
<b>Deferred tax assets</b>				
Intangible assets	3	-	-	3
Employee benefit obligations	27	2	(2)	27
<b>Total</b>	<b>30</b>	<b>2</b>	<b>(2)</b>	<b>30</b>

## 19 Other non-current assets

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
(in million Baht)					
Advance payments to a specialist	38	1,479	1,529	277	287
Deposits		263	461	-	-
Others		111	92	-	-
<b>Total</b>		<b>1,853</b>	<b>2,082</b>	<b>277</b>	<b>287</b>



## 20 Interest-bearing liabilities

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
(in million Baht)					
<b>Current</b>					
Bank overdrafts					
Secured		1,029	1,218	-	-
Unsecured with letters of comfort		334	186	-	-
Short-term loans from financial institutions – promissory notes					
Unsecured		7,173	763	5,300	-
<b>Bank overdrafts and short-term loans from financial institutions</b>		<b>8,536</b>	<b>2,167</b>	<b>5,300</b>	<b>-</b>
Current portion of long-term loans from financial institutions					
Unsecured		2,900	2,667	2,500	2,667
Unsecured with guarantee		10,511	7,523	-	-
		13,411	10,190	2,500	2,667
Short-term loans from related parties					
Unsecured	4	-	-	7,517	7,371
<b>Total current</b>		<b>21,947</b>	<b>12,357</b>	<b>15,317</b>	<b>10,038</b>
<b>Non-current</b>					
Long-term loans from related parties					
Unsecured	4	-	-	12,569	17,770
Debentures					
Unsecured		1,000	1,000	-	-
Long-term loans from financial institutions					
Unsecured		4,600	7,500	4,000	6,500
Unsecured with guarantee		21,955	46,843	-	-
		26,555	54,343	4,000	6,500
<b>Total non-current</b>		<b>27,555</b>	<b>55,343</b>	<b>16,569</b>	<b>24,270</b>
<b>Grand total</b>		<b>49,502</b>	<b>67,700</b>	<b>31,886</b>	<b>34,308</b>

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

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	·(in million Baht)			
Within one year	21,947	12,357	15,317	10,038
After one year but within five years	27,555	55,343	16,569	24,270
<b>Total</b>	<b>49,502</b>	<b>67,700</b>	<b>31,886</b>	<b>34,308</b>

The principal features of the borrowings were as follows:

(a) Bank overdrafts of the Group are repayable on demand. As at 31 December 2014, the Group had total overdraft amounting to Baht 6,114 million (2013: Baht 6,065 million) which were partially supported by the letters of comfort issued by the Company.

(b) As at 31 December 2014, the Group had short-term loan facilities from several financial institutions totalling Baht 47,966 million (2013: Baht 47,112 million) with money market rates quoted by the financial institutions. The Group utilised short-term loans totalling Baht 7,173 million (2013: Baht 763 million), which consisted of promissory notes issued by the Group to several domestic financial institutions, and an indirect subsidiary had trust receipts facility with a financial institution totalling Baht 800 million (2013: Baht 800 million).

(c) 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 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	
			Each installment (in million Baht)	Payment due
No. 1	2,000	12	166.60 (last installment 167.40)	29 Nov.13 to 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 Feb.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
<b>Total</b>	<b>10,000</b>			

The aforementioned long-term loans from financial institutions are unsecured.

During 2014, the Company repaid the long-term loan of Baht 2,667 million. As at 31 December 2014, the Company had the outstanding balance of long-term loans from the financial institutions of Baht 6,500 million (2013: Baht 9,167 million).

(d) On 25 April 2012, the shareholders of a direct subsidiary approved to issue and offer the debentures not exceeding Baht 3,000 million for the operation and expansion of the business of the subsidiary with period 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. Subsequently on 7 August 2013, the aforesaid subsidiary issued the debentures totalling principle amount of Baht 1,000 million with three year redemption period on 7 August 2016 with interest rate at 4% per annum.

(e) 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 long-term loan is repayable in installments every six months over five years. The aforementioned long-term loans from financial institutions are unsecured, but guaranteed by the Company. During the year, the aforesaid subsidiary repaid the loan according to the payment schedule of SGD 297.00 million. In addition, on 19 February 2014, 11 April 2014 and 17 October 2014, the aforesaid subsidiary repaid the partial loans prior to the maturity date without any penalty fees totalling SGD 531.27 million. The outstanding balance of this long-term loan as at 31 December 2014 was SGD 1,290.42 million or equivalent to Baht 31,955 million (2013: SGD 2,118.69 million or equivalent to Baht 54,366 million).

(f) In March 2013, an indirect subsidiary entered into long-term loans agreement with a financial institution amounting to Baht 1,000 million which was to be repaid monthly in 5 installments, Baht 200 million each, commencing from November 2015 to March 2016, interest was monthly payable at 3.85% per annum. The outstanding balance of the long-term loans as at 31 December 2014 was Baht 1,000 million (2013: Baht 1,000 million).

(g) In December 2014, an overseas subsidiary entered into a long-term loan facility agreement with the foreign financial institution in the amount of GBP 10 million with three year period. The long-term loan is repayable in 12 consecutive quarterly installments. The first 11 installments shall be repayable in the amount of GBP 250,000 and the final installment shall be repayable in the remaining amount. The outstanding balance of the long-term loan as at 31 December 2014 was GBP 10 million or equivalent to Baht 511 million (2013: nil).

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

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
				(in million Baht)
Thai Baht (THB) and other functional currencies of subsidiaries	17,548	13,237	31,886	34,308
Singapore Dollars (SGD)	31,954	54,366	-	-
Pound Sterling (GBP)	-	97	-	-
<b>Total</b>	<b>49,502</b>	<b>67,700</b>	<b>31,886</b>	<b>34,308</b>

## 21. Trade accounts payable

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
(in million Baht)					
Related parties	4	1,539	1,524	-	-
Other parties		3,264	3,678	-	-
<b>Total</b>		<b>4,803</b>	<b>5,202</b>	<b>-</b>	<b>-</b>

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

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
(in million Baht)				
Thai Baht (THB) and other functional currencies of subsidiaries	4,490	4,923	-	-
Australian Dollars (AUD)	131	117	-	-
United States Dollars (USD)	86	81	-	-
Euro (EUR)	64	76	-	-
Singapore Dollars (SGD)	31	-	-	-
Others	1	5	-	-
<b>Total</b>	<b>4,803</b>	<b>5,202</b>	<b>-</b>	<b>-</b>

## 22. Other payables

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
(in million Baht)				
Accrued expenses	1,789	1,559	158	81
Accrued promotion expenses	1,420	1,171	-	-
Accounts payable for purchase of assets	489	538	9	12
Advanced payments from customers for purchase of goods	376	453	-	-
Others	304	218	47	46
<b>Total</b>	<b>4,378</b>	<b>3,939</b>	<b>214</b>	<b>139</b>

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

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
				(in million Baht)
Thai Baht (THB) and other functional currencies of subsidiaries	4,076	3,623	214	139
Japanese Yen (JPY)	113	-	-	-
Euro (EUR)	106	36	-	-
United States Dollars (USD)	43	51	-	-
Singapore Dollars (SGD)	39	62	-	-
Hong Kong Dollars (HKD)	-	159	-	-
Pound Sterling (GBP)	-	7	-	-
Others	1	1	-	-
<b>Total</b>	<b>4,378</b>	<b>3,939</b>	<b>214</b>	<b>139</b>

### 23. Employee benefit obligations

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
				(in million Baht)
<b>Statement of financial position</b>				
<b>Obligations for:</b>				
Short-term employee benefits				
- accumulated annual leave	9	9	-	-
Long-term employee benefits				
- long service award	57	52	-	-
Post-employment benefits				
- compensation plan based on Thai Labour law	2,511	2,253	173	138
<b>Total</b>	<b>2,577</b>	<b>2,314</b>	<b>173</b>	<b>138</b>
<b>Year ended 31 December</b>				
<b>Recognised in statement of income:</b>				
Compensation plan based on Thai Labour law	239	238	17	16
Actuarial gains recognised during the year	(9)	(29)	-	-
	<b>230</b>	<b>209</b>	<b>17</b>	<b>16</b>
<b>Recognised in statement of comprehensive income:</b>				
Actuarial (gains) losses recognised during the year	129	(218)	9	(10)
Cumulative actuarial gains recognised	(46)	(175)	(57)	(66)

**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.

Movement in the present value of the defined benefit obligations:

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	(in million Baht)			
Defined benefit obligations at 1 January	2,314	2,437	138	134
Benefits paid by the plan	(96)	(114)	9	(2)
Current service costs and interest	239	238	17	16
Actuarial (gains) losses recognised in other comprehensive income	129	(218)	9	(10)
Actuarial gains recognised in statement of income	(9)	(29)	-	-
<b>Defined benefit obligations at 31 December</b>	<b>2,577</b>	<b>2,314</b>	<b>173</b>	<b>138</b>

Expense recognised in statement of income:

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	(in million Baht)			
Current service costs	144	153	11	11
Interest on obligation	95	85	6	5
Actuarial gains recognised in statement of income	(9)	(29)	-	-
<b>Total</b>	<b>230</b>	<b>209</b>	<b>17</b>	<b>16</b>

The expense is recognised in the following line items in the statement of income:

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	(in million Baht)			
Cost of sales and cost of rendering of services	57	54	17	16
Selling expenses	99	101	-	-
Administrative expenses	74	54	-	-
<b>Total</b>	<b>230</b>	<b>209</b>	<b>17</b>	<b>16</b>

Actuarial (gains) and losses recognised in the statement of comprehensive income:

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	(in million Baht)			
Included in retained earnings:				
At 1 January	(175)	43	(66)	(56)
Recognised during the year	129	(218)	9	(10)
<b>At 31 December</b>	<b>(46)</b>	<b>(175)</b>	<b>(57)</b>	<b>(66)</b>

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	(% per annum)			
Discount rate	3.00 - 3.30	4.25	3.30	4.25
Future salary increases	5.00 - 6.00	5.00 - 6.00	5.00	5.00

Assumptions regarding future mortality are based on published statistics and mortality tables.

## 24. Share capital

	Par value per share (in Baht)	2014		2013	
		Number	Baht	Number	Baht
(million shares / million Baht)					
<b>Authorised</b>					
At 1 January					
- ordinary shares	1	29,000	29,000	29,000	29,000
<b>At 31 December</b>					
- ordinary shares	1	29,000	29,000	29,000	29,000
<b>Issued and paid-up</b>					
At 1 January					
- ordinary shares	1	25,110	25,110	25,110	25,110
<b>At 31 December</b>					
- 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.

**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.

**25. 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.



## 26. Operating segment

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:

Spirits	Production and sales of branded spirits products (mostly outside the Group);
Beer	Production and sales of branded beer products (mostly outside the Group);
Non-alcoholic beverages	Production and sales of branded water, soda, ready-to-drink coffee, energy drink, green tea and fruit flavoured drinks (mostly outside the Group); and
Food	Japanese restaurants and distribution of foods and beverages (mostly outside the Group).

### **Geographical information**

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 information, revenue is based on the geographical location of customers. Assets are based on the geographical location of the assets.

## Business segment results

	Spirits		Beer		Non-alcoholic beverages		Food		Elimination		Total	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Revenue from sale to external customers	104,511	99,866	35,183	32,925	15,766	17,013	6,580	5,967	-	-	162,040	155,771
Inter-segment revenue	81	50	10	10	9	5	22	9	(122)	(74)	-	-
Interest income	79	43	20	12	6	12	1	1	-	-	106	68
Other income	227	357	206	204	215	193	64	32	(68)	(73)	644	713
<b>Total allocated income</b>	<b>104,898</b>	<b>100,316</b>	<b>35,419</b>	<b>33,151</b>	<b>15,996</b>	<b>17,223</b>	<b>6,667</b>	<b>6,009</b>	<b>(190)</b>	<b>(147)</b>	<b>162,790</b>	<b>156,552</b>
Cost of sale of goods	70,183	67,696	28,817	28,059	11,773	12,746	4,025	3,578	(88)	(46)	114,710	112,033
Selling expenses	4,003	3,389	3,846	3,799	4,635	4,804	750	653	(45)	(54)	13,189	12,591
Administrative expenses	5,128	5,137	2,196	1,758	1,703	1,744	1,791	1,553	(57)	(47)	10,761	10,145
Finance costs	170	152	47	47	203	147	9	6	-	-	429	352
<b>Total allocated expenses</b>	<b>79,484</b>	<b>76,374</b>	<b>34,906</b>	<b>33,663</b>	<b>18,314</b>	<b>19,441</b>	<b>6,575</b>	<b>5,790</b>	<b>(190)</b>	<b>(147)</b>	<b>139,089</b>	<b>135,121</b>
<b>Share of profit of associates</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>159</b>	<b>162</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>159</b>	<b>162</b>
<b>Profit (loss) before income tax expense</b>	<b>25,414</b>	<b>23,942</b>	<b>513</b>	<b>(512)</b>	<b>(2,159)</b>	<b>(2,056)</b>	<b>92</b>	<b>219</b>	<b>-</b>	<b>-</b>	<b>23,860</b>	<b>21,593</b>
Income tax expense (income)	5,107	4,850	117	(65)	(690)	(592)	18	43	-	-	4,552	4,236
<b>Allocated profit (loss) for the year</b>	<b>20,307</b>	<b>19,092</b>	<b>396</b>	<b>(447)</b>	<b>(1,469)</b>	<b>(1,464)</b>	<b>74</b>	<b>176</b>	<b>-</b>	<b>-</b>	<b>19,308</b>	<b>17,357</b>
Unallocated items:												
- Share of profit of associates											3,230	3,272
- Net gain on foreign exchange											19	340
- Finance costs											(1,124)	(1,967)
<b>Total unallocated items</b>											<b>2,125</b>	<b>1,645</b>
<b>Profit for the year</b>											<b>21,433</b>	<b>19,002</b>

(in million Baht)

**Business segment financial position**

	Spirits		Beer		Non-alcoholic beverages		Food		Total	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Inventories	28,863	27,483	3,466	4,696	2,503	2,488	252	170	35,084	34,837
Property, plant and equipment	18,502	18,053	10,623	11,230	14,945	15,530	2,181	2,014	46,251	46,827
Other assets	9,455	11,938	2,311	4,255	10,503	9,022	1,280	1,310	23,549	26,525
<b>Total allocated assets</b>	<b>56,820</b>	<b>57,474</b>	<b>16,400</b>	<b>20,181</b>	<b>27,951</b>	<b>27,040</b>	<b>3,713</b>	<b>3,494</b>	<b>104,884</b>	<b>108,189</b>
<i>Unallocated items:</i>										
- Investments in associates									67,103	75,140
<b>Total assets</b>									<b>171,987</b>	<b>183,329</b>
Interest-bearing liabilities	8,554	6,266	1,969	2,013	6,667	4,800	358	251	17,548	13,330
Other liabilities	8,827	8,761	2,926	2,675	4,799	5,070	1,257	1,131	17,809	17,637
<b>Total allocated liabilities</b>	<b>17,381</b>	<b>15,027</b>	<b>4,895</b>	<b>4,688</b>	<b>11,466</b>	<b>9,870</b>	<b>1,615</b>	<b>1,382</b>	<b>35,357</b>	<b>30,967</b>
<i>Unallocated items:</i>										
- Loans from financial institutions									31,954	54,369
<b>Total liabilities</b>									<b>67,311</b>	<b>85,336</b>

(in million Baht)

Capital expenditure, depreciation, amortisation, and gain (loss) on disposal of assets based on business segments for the year ended 31 December 2014 and 2013 were as follows:

**Reportable segments**

Capital expenditure	1,613	1,369	332	429	2,234	1,966	633	1,117	4,812	4,881
Depreciation	1,542	1,517	701	703	1,254	1,309	446	354	3,943	3,883
Amortisation	18	19	4	5	11	14	10	12	43	50
(Reversal of) impairment losses	-	-	-	-	-	(22)	-	(4)	-	(26)
Gain (loss) on disposal of assets	32	37	89	50	50	65	(5)	(11)	166	141

Certain operating segment information in 2013 have been reclassified to conform to the presentation in 2014. The reclassification of the operating segment information regarding the results of each reportable segment have been made, because management believes that such information is the most relevant in evaluating the results of certain segments. The new classification is more appropriate to the Group's business.

### Geographical information

The geographical financial information of the Group in the consolidated financial statements as at 31 December and for the years ended 31 December was as follows:

	Consolidated financial statements			
	Revenue		Property, plant and equipment	
	2014	2013	2014	2013
	(in million Baht)			
Thailand	154,609	151,004	44,228	45,232
Overseas	8,181	5,548	2,023	1,595
<b>Total</b>	<b>162,790</b>	<b>156,552</b>	<b>46,251</b>	<b>46,827</b>

## 27. Other income

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	(in million Baht)			
Gain on disposal of assets	167	150	-	-
Reversal of impairment loss on assets	105	-	-	-
Revenue from sales of scraps	96	125	-	-
Revenue from sales of by products	30	29	-	-
Other service income	17	67	-	-
Insurance reimbursement and others	10	85	-	-
Gain on sale of investment	-	26	-	1,896
Others	171	290	48	84
<b>Total</b>	<b>596</b>	<b>772</b>	<b>48</b>	<b>1,980</b>

## 28. Selling expenses

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	(in million Baht)			
Personnel expenses	3,582	3,386	-	-
Marketing and advertising expenses	5,117	4,840	-	-
Travelling expenses	1,389	1,480	-	-
Transportation expenses	878	808	-	-
Commission expenses	228	248	-	-
Others	1,995	1,828	-	-
<b>Total</b>	<b>13,189</b>	<b>12,590</b>	<b>-</b>	<b>-</b>

## 29. Administrative expenses

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	(in million Baht)			
Personnel expenses	4,441	4,108	21	12
Management personnel compensation	381	365	369	425
Depreciation and amortisation charges	925	866	1	1
Idle capacity	514	595	-	-
Travelling expenses	382	375	3	2
Rental fee	593	491	1	1
Donation	672	691	7	5
Hire and service fees	607	455	-	-
Others	2,250	2,201	32	22
<b>Total</b>	<b>10,765</b>	<b>10,147</b>	<b>434</b>	<b>468</b>

### 30. Employee benefit expenses

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
(in million Baht)				
<b>Management</b>				
Salaries and wages	205	220	205	220
Bonus	133	168	133	168
Pension costs – defined contribution plans	4	4	3	4
Others	54	71	28	33
	<b>396</b>	463	<b>369</b>	425
<b>Other employees</b>				
Salaries and wages	7,699	7,459	316	279
Bonus	1,253	868	108	32
Overtime and per diem allowance	614	654	16	15
Pension costs – defined contribution plans	123	116	7	6
Others	1,553	1,431	94	93
	<b>11,242</b>	10,528	<b>541</b>	425
<b>Total employee benefit expenses</b>	<b>11,638</b>	10,991	<b>910</b>	850

#### Defined benefit plans

Details of the defined benefit plans are given in Note 23.

#### 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.

### 31. 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	
	2014	2013	2014	2013
	(in million Baht)			
<b><i>Included in cost of sales of goods and cost of rendering of services:</i></b>				
Changes in inventories of finished goods and work in progress	162	15	-	-
Raw materials, consumables and excise tax used	105,549	103,484	-	-
Employee benefit expenses	3,218	3,132	506	399
Depreciation and amortisation	2,451	2,357	22	24
<b><i>Included in selling expenses:</i></b>				
Employee benefit expenses	3,582	3,386	-	-
Marketing and sales promotion expenses	2,598	1,948	-	-
Advertising and public relations	2,519	2,892	-	-
<b><i>Included in administrative expenses:</i></b>				
Employee benefit expenses	4,822	4,473	390	437
Depreciation and amortisation	925	866	1	1
Rental fee	593	491	1	1

### 32. Finance costs

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
		(in million Baht)			
<b><i>Interest expense:</i></b>					
Related parties	4	-	-	1,200	1,176
Financial institutions		1,564	2,315	279	425
Exchange differences		1	3	-	-
<b>Total interest expense</b>		<b>1,565</b>	<b>2,318</b>	<b>1,479</b>	<b>1,601</b>
Other finance costs		1	1	-	-
<b>Total</b>		<b>1,566</b>	<b>2,319</b>	<b>1,479</b>	<b>1,601</b>
Less amounts included in the cost of property, plant and equipment		(13)	-	-	-
<b>Net</b>		<b>1,553</b>	<b>2,319</b>	<b>1,479</b>	<b>1,601</b>

### 33. Income tax expense

Income tax recognised in profit or loss

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
(in million Baht)					
<b>Current tax expense</b>					
Current year		4,868	4,446	188	670
Under (over) provided in prior years		-	12	(2)	(2)
		4,868	4,458	186	668
<b>Deferred tax expense</b>	18				
Movements in temporary differences		31	83	(2)	(2)
Recognition of previously unrecognised tax losses		(347)	(305)	-	-
		(316)	(222)	(2)	(2)
<b>Total income tax expense</b>		<b>4,552</b>	<b>4,236</b>	<b>184</b>	<b>666</b>

#### Income tax recognised in other comprehensive income

	Consolidated financial statements					
	2014			2013		
	Before tax	Tax benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
(in million Baht)						
Share of other comprehensive income of associates	(2,243)	-	(2,243)	1,192	-	1,192
Foreign currency translation differences for foreign operations	(1,056)	-	(1,056)	784	-	784
Revaluation of property	-	3	3	651	(129)	522
Defined benefit plan actuarial gains (losses)	(129)	25	(104)	218	(44)	174
Net change in fair value of available-for-sale investments	(3)	1	(2)	(26)	5	(21)
<b>Total</b>	<b>(3,431)</b>	<b>29</b>	<b>(3,402)</b>	<b>2,819</b>	<b>(168)</b>	<b>2,651</b>



## Separate financial statements

	2014			2013		
	Before tax	Tax benefit	Net of tax	Before tax	Tax expense	Net of tax
Defined benefit plan actuarial gains (losses)	(9)	1	(8)	10	(2)	8
<b>Total</b>	<b>(9)</b>	<b>1</b>	<b>(8)</b>	<b>10</b>	<b>(2)</b>	<b>8</b>

(in million Baht)

## Reconciliation of effective tax rate

## Consolidated financial statements

	2014		2013	
	Rate (%)	(in million Baht)	Rate (%)	(in million Baht)
Profit for the year		21,433		19,002
Total income tax expense		4,552		4,236
Profit before total income tax expense		25,985		23,238
Income tax using the Thai corporation tax rate	20.00	5,197	20.00	4,648
Effect of different tax rates in foreign jurisdictions		(138)		(98)
Income not subject to tax		(616)		(464)
Expenses not deductible for tax purposes		27		65
Current year losses for which no deferred tax asset was recognised		82		75
Others		-		10
<b>Total</b>	<b>17.52</b>	<b>4,552</b>	<b>18.23</b>	<b>4,236</b>

## Separate financial statements

	2014		2013	
	Rate (%)	(in million Baht)	Rate (%)	(in million Baht)
Profit for the year		28,911		14,525
Total income tax expense		184		666
Profit before total income tax expense		29,095		15,191
Income tax using the Thai corporation tax rate	20.00	5,819	20.00	3,038
Income not subject to tax		(5,657)		(2,374)
Expenses not deductible for tax purposes		24		4
Over provided in prior years		(2)		(2)
<b>Total</b>	<b>0.63</b>	<b>184</b>	<b>4.38</b>	<b>666</b>

*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. Royal Decree No. 577 B.E. 2557 dated 10 November 2014 extends the reduction to 20% for the accounting period 2015 which begins on or after 1 January 2015.

The Group has applied the reduced tax rate of 20% in measuring deferred tax assets and liabilities as at 31 December 2014 and 2013 in accordance with tax clarification issued by the FAP in 2012.

### **34. 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 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 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	
	2014	2013	2014	2013
	(in million Baht)			
Promoted businesses	5,090	4,909	-	-
Non-promoted businesses	156,950	150,862	-	-
<b>Total income</b>	<b>162,040</b>	<b>155,771</b>	<b>-</b>	<b>-</b>

#### **Privileges granted to business operator in Free Zone**

In 2004, a 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.

#### **35. Basic earnings per share**

The calculations of basic earnings per share for the years ended 31 December 2014 and 2013 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	
	2014	2013	2014	2013
	(in million Baht / million shares)			
Profit attributable to ordinary shareholders of the Company (basic)	21,694	19,130	28,911	14,525
Number of ordinary shares outstanding	25,110	25,110	25,110	25,110
<b>Earnings per share (basic) (in Baht)</b>	<b>0.86</b>	<b>0.76</b>	<b>1.15</b>	<b>0.58</b>

#### **36. Dividends**

At the meeting of the Board of Directors held on 14 August 2014, the Board of Directors unanimously approved the interim dividend payment for 2014 of Baht 0.15 per share, totalling Baht 3,767 million. The said dividend was paid to the shareholders on 11 September 2014.

At the annual general meeting of the shareholders of the Company held on 25 April 2014, the shareholders had the resolution to approve the appropriation of dividend of Baht 0.44 per share, totalling Baht 11,048 million. On 11 September 2013, a portion of the said dividend has been paid as the interim dividend of Baht 0.14 per share, totalling Baht 3,515 million. The remaining dividend of Baht 0.30 per share, totalling Baht 7,533 million, was paid to the shareholders on 22 May 2014.

At the meeting of the Board of Directors held on 14 August 2013, the Board of Directors unanimously approved the interim dividend payment for 2013 of Baht 0.14 per share, totalling Baht 3,515 million. The said dividend was paid to the shareholders on 11 September 2013.

At the annual general meeting of the shareholders of the Company held on 25 April 2013, the shareholders had the resolution to approve the appropriation of dividend of Baht 0.42 per share, totalling Baht 10,546 million. On 11 September 2012, a portion of the said dividend has been paid as the interim dividend of Baht 0.14 per share, totalling Baht 3,515 million. The remaining dividend of Baht 0.28 per share, totalling Baht 7,031 million, was paid to the shareholders on 22 May 2013.

### **37. 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 and 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 20). 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		Total (in million Baht)
		Within 1 year	After 1 year but within 5 years	
<b>2014</b>				
<b>Current</b>				
Short-term loans receivable - related parties	5.00	12,182	-	12,182
<b>Non-current</b>				
Long-term loans receivable - related parties	5.00	-	3,719	3,719
<b>Total</b>		12,182	3,719	15,901
<b>2013</b>				
<b>Current</b>				
Short-term loans receivable - related parties	5.00	14,422	-	14,422
<b>Non-current</b>				
Long-term loans receivable - related parties	5.00	-	2,197	2,197
<b>Total</b>		14,422	2,197	16,619

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:

	Consolidated financial statements			Total (in million Baht)
	Effective interest rate (% per annum)	Within 1 year	After 1 year but within 5 years	
<b>2014</b>				
<b>Current</b>				
Bank overdrafts	1.87	1,363	-	1,363
Short-term loans payable – financial institutions	2.37	7,173	-	7,173
Current portion of long-term loans – financial institutions	2.18	13,411	-	13,411
<b>Non-current</b>				
Debentures	4.00	-	1,000	1,000
Long-term loans payable – financial institutions	2.17	-	26,555	26,555
<b>Total</b>		21,947	27,555	49,502
<b>2013</b>				
<b>Current</b>				
Bank overdrafts	1.84	1,404	-	1,404
Short-term loans payable – financial institutions	2.93	763	-	763
Current portion of long-term loans – financial institutions	2.28	10,190	-	10,190
<b>Non-current</b>				
Debentures	4.00	-	1,000	1,000
Long-term loans payable – financial institutions	2.01	-	54,343	54,343
<b>Total</b>		12,357	55,343	67,700

	Separate financial statements			
	Effective interest rate  (% per annum)	Within 1 year	After 1 year but within 5 years	Total  (in million Baht)
<b>2014</b>				
<b>Current</b>				
Short-term loans payable – financial	2.30	5,300	-	5,300
Current portion of long-term loans – financial institutions	3.06	2,500	-	2,500
Short-term loans payable – related parties	5.00	7,517	-	7,517
<b>Non-current</b>				
Long-term loans payable – financial institutions	3.38	-	4,000	4,000
Long-term loans payable – related parties	5.00	-	12,569	12,569
<b>Total</b>		<b>15,317</b>	<b>16,569</b>	<b>31,886</b>
<b>2013</b>				
<b>Current</b>				
Current portion of long-term loans – financial institutions	3.57	2,667	-	2,667
Short-term loans payable – related parties	5.00	7,371	-	7,371
<b>Non-current</b>				
Long-term loans payable – financial institutions	3.25	-	6,500	6,500
Long-term loans payable – related parties	5.00	-	17,770	17,770
<b>Total</b>		<b>10,038</b>	<b>24,270</b>	<b>34,308</b>

**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	
		2014	2013	2014	2013
(in million Baht)					
<b>Singapore Dollars</b>					
Cash and cash equivalents	5	2	1	-	-
Trade accounts payable	21	(31)	-	-	-
Loans to (from) and other receivables from (payables to) related parties	4	(41)	-	-	100
Interest-bearing liabilities	20	(31,954)	(54,366)	-	-
Other payables	22	(39)	(62)	1	-
<b>Gross statement of financial position exposure</b>		<b>(32,063)</b>	<b>(54,427)</b>	<b>1</b>	<b>100</b>
<b>United States Dollars</b>					
Cash and cash equivalents	5	129	12	-	-
Trade accounts receivable	7	-	33	-	-
Other receivables		16	2	-	-
Trade accounts payable	21	(86)	(81)	-	-
Other payables	22	(43)	(51)	-	-
<b>Gross statement of financial position exposure</b>		<b>16</b>	<b>(85)</b>	<b>-</b>	<b>-</b>
Estimated forecast purchase of goods		(1,084)	(676)	-	-
Estimated forecast other liabilities		(824)	(27)	-	-
<b>Gross exposure</b>		<b>(1,892)</b>	<b>(788)</b>	<b>-</b>	<b>-</b>
Forwards to buy foreign currency		65	17	-	-
<b>Net exposure</b>		<b>(1,827)</b>	<b>(771)</b>	<b>-</b>	<b>-</b>



	Note	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
<b>(in million Baht)</b>					
<b>Euro</b>					
Cash and cash equivalents	5	1	-	-	-
Trade accounts receivable	7	34	36	-	-
Other receivables		-	1	-	-
Trade accounts payable	21	(64)	(76)	-	-
Other payables	22	(106)	(36)	-	-
<b>Gross statement of financial position exposure</b>		<b>(135)</b>	<b>(75)</b>	<b>-</b>	<b>-</b>
Estimated forecast purchase of goods		(476)	(95)	-	-
Estimated forecast payment for advertising		(24)	-	-	-
Estimated forecast purchase of assets		(32)	(138)	-	-
Other provisions		(33)	(149)	-	-
<b>Gross exposure</b>		<b>(700)</b>	<b>(457)</b>	<b>-</b>	<b>-</b>
Forwards to buy foreign currency		11	53	-	-
<b>Net exposure</b>		<b>(689)</b>	<b>(404)</b>	<b>-</b>	<b>-</b>
<b>Pound Sterling</b>					
Cash and cash equivalents	5	358	1	-	-
Interest-bearing liabilities	20	-	(97)	-	-
Trade accounts payable	21	(1)	-	-	-
Other payables	22	-	(7)	-	-
<b>Gross statement of financial position exposure</b>		<b>357</b>	<b>(103)</b>	<b>-</b>	<b>-</b>
Estimated forecast payment for advertising		(763)	(130)	-	-
<b>Gross exposure</b>		<b>(406)</b>	<b>(233)</b>	<b>-</b>	<b>-</b>
<b>Australian Dollars</b>					
Trade accounts payable	21	(131)	(117)	-	-
<b>Gross statement of financial position exposure</b>		<b>(131)</b>	<b>(117)</b>	<b>-</b>	<b>-</b>
Estimated forecast purchase of goods		(55)	(367)	-	-
<b>Gross exposure</b>		<b>(186)</b>	<b>(484)</b>	<b>-</b>	<b>-</b>
Forwards to buy foreign currency		77	162	-	-
<b>Net exposure</b>		<b>(109)</b>	<b>(322)</b>	<b>-</b>	<b>-</b>

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
(in million Baht)					
<b>Hong Kong Dollars</b>					
Cash and cash equivalents	5	1	18	-	-
Other payables	22	-	(159)	-	-
<b>Gross statement of financial position exposure</b>		<b>1</b>	<b>(141)</b>	<b>-</b>	<b>-</b>
<b>Japanese Yen</b>					
Other payables	22	(113)	-	-	-
<b>Gross statement of financial position exposure</b>		<b>(113)</b>	<b>-</b>	<b>-</b>	<b>-</b>
Estimated forecast purchase of machinery		-	(470)	-	-
<b>Gross exposure</b>		<b>(113)</b>	<b>(470)</b>	<b>-</b>	<b>-</b>
Forwards to buy foreign currency		-	54	-	-
<b>Net exposure</b>		<b>(113)</b>	<b>(416)</b>	<b>-</b>	<b>-</b>
<b>Other foreign currencies</b>					
Cash and cash equivalents	5	2	-	-	-
Trade accounts receivable	7	20	9	-	-
Other receivables		-	4	-	-
Trade accounts payable	21	-	(5)	-	-
Other payables to related parties	4	(17)	-	-	-
Other payables	22	(1)	(1)	-	-
<b>Gross statement of financial position exposure</b>		<b>4</b>	<b>7</b>	<b>-</b>	<b>-</b>
Other provisions		-	(1)	-	-
<b>Gross exposure</b>		<b>4</b>	<b>6</b>	<b>-</b>	<b>-</b>

**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 receivables and loans to and other receivables from related parties is taken to approximate the carrying value.

The fair value of other non-quoted long-term investments is taken to approximate the carrying value based on comparison with underlying net assets value.

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:

<b>Consolidated financial statements</b>				
	<b>Foreign currency denomination</b>			
	<b>2014</b>	2013	<b>2014</b>	2013
	<b>(in million)</b>		<b>(in million Baht)</b>	
<b>Currency forwards</b>				
<b>Assets</b>				
Hong Kong Dollars (HKD)	-	4.26	-	17
Singapore Dollars (SGD)	-	0.24	-	6
Pound Sterling (GBP)	-	0.03	-	1
<b>Total</b>			-	24
<b>Liabilities</b>				
Australian Dollars (AUD)	<b>3</b>	6	<b>76</b>	161
United States Dollars (USD)	<b>2</b>	1	<b>65</b>	17
Pound Sterling (GBP)	<b>1</b>	-	<b>43</b>	-
Euro (EUR)	-	1	<b>11</b>	52
Japanese Yen (JPY)	-	170	-	53
<b>Total</b>			<b>195</b>	283

### 38. Commitments with non-related parties

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
	(in million Baht)			
<b>Capital commitments</b>				
<i>Contracted but not provided for:</i>				
Land	-	2	-	-
Buildings and other constructions	234	227	-	-
Machinery and equipment	205	1,307	-	-
Computer software	2	4	-	-
<b>Total</b>	<b>441</b>	<b>1,540</b>	<b>-</b>	<b>-</b>
<b>Non-cancellable operating lease commitments</b>				
Within one year	535	489	12	12
After one year but within five years	547	492	21	26
After five years	89	99	-	-
<b>Total</b>	<b>1,171</b>	<b>1,080</b>	<b>33</b>	<b>38</b>
<b>Other commitments</b>				
Purchases of molasses agreements	1,954	1,668	-	-
Purchases of goods and raw materials agreements	1,684	1,212	-	-
Advertising services and sponsorship agreements	1,229	866	-	-
Specialist agreements	1,082	1,164	183	197
Bank guarantees	1,032	354	44	42
Service agreements	809	658	1	4
Unused letters of credit for goods and supplies	240	102	-	-
Forward contracts to buy foreign currencies	198	286	-	-
Forward contracts to sell foreign currencies	-	(25)	-	-
Other agreements	17	35	-	-
<b>Total</b>	<b>8,245</b>	<b>6,320</b>	<b>228</b>	<b>243</b>

### **Other significant commitments**

#### *Specialist agreements*

In 2004, the Company and four subsidiaries entered into production and blending control agreements with a specialist for a period of forty 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 2014, the remaining commitments to be paid, relating to these agreements, amounted to Baht 1,082.2 million (2013: Baht 1,163.9 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 agreements, 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 as the conditions specified in the agreements.

In 2014, a subsidiary entered into an advertising services agreement and a sponsorship agreement with Everton Football Club, in the United Kingdom, for a period of three years from 1 June 2014 to 31 May 2017 in order to promote the Group's businesses globally. Under the conditions as stipulated in the agreements, the subsidiary is obliged to pay a minimum payment of GBP 0.75 million and a maximum payment of GBP 3.05 million per year and minimum special bonus with the minimum amount of GBP 0.03 million and the maximum amount of GBP 1.70 million per year, depending on performance of Everton football in each year.

#### *Material and package trading agreement*

The Company's subsidiary and Oishi Ramen Co., Ltd., the Company's indirect subsidiary, entered into a material and package trading agreement with a local company for distribution of their products to the Group's restaurants and for materials and packaging management to the Company's subsidiary and its indirect subsidiary. The Company's subsidiary and its indirect subsidiary agreed to pay the service charge at the rate as specified in the agreement for a period of three years, from 1 January 2014 to 31 December 2016.

#### *Transportation agreement*

The Company's subsidiary and Oishi Trading Co., Ltd., the Company's indirect subsidiary, entered into a transportation agreement with a local company to transport their products from factory to the defined destination. Transportation cost is calculated for each trip at the rate as specified in the agreement. The agreement shall be in effect for a period of two years from 1 July 2010 to 30 June 2012. Unless there is notification from either party to terminate the agreement at the expiration date, this agreement continues to be in effect for a successive one year term.

*Purchase natural gas agreement*

On 30 September 2009, Oishi Trading Co., Ltd., the Company's indirect subsidiary, entered into a purchase natural gas agreement with a local company. The aforesaid indirect subsidiary agreed to pay disbursements and comply with the conditions as stipulated in the agreement. This agreements shall be in effect for a period of seven years, from 21 December 2009 to 30 November 2016, with a renewal option whereby either party gives a written notification to other not later than 90 days prior to the expiration date.

**39. Events after the reporting period**

- (a) On 21 January 2015, Sinomax International Pte. Ltd. ("Sinomax"), an indirect wholly-owned subsidiary of FCL, has entered into a conditional agreement to sell its entire shareholding interest in Beijing Sin Hua Yan Real Estate Development Co., Ltd. ("BJSHY") to Beijing Haina Junan Investment Co., Ltd. The completion of the transaction is subject to the fulfilment of certain conditions as set out in the agreement. The consideration for the sale of Sinomax's entire shareholding interest in BJSHY is approximately RMB 357.4 million (approximately Baht 1,894.31 million), and will be settled in cash.
- (b) On 13 February 2015, Food of Asia Co., Ltd., the Company's direct subsidiary, was incorporated in Thailand with an authorised share capital of Baht 10 million by issuing 1 million ordinary shares with Baht 10 par value. The initially called up capital was Baht 2.5 million, equivalent to 25%.
- (c) On 13 February 2015, Cash Van Management Co., Ltd., the Company's direct subsidiary, was incorporated in Thailand with an authorised share capital of Baht 10 million by issuing 1 million ordinary shares with Baht 10 par value. The initially called up capital was Baht 2.5 million, equivalent to 25%.
- (d) On 23 February 2015, an overseas direct subsidiary partially repaid the Singapore Dollar denominated long-term loans with financial institutions, prior to the maturity date together with interest payable without any penalty fee. The repaid principle amounting to SGD 378.78 million. After the loan repayment, the outstanding balance of the aforesaid long-term loan was SGD 911.64 million (31 December 2014: SGD 1,290.42 million).
- (e) At the Board of Directors' meeting held on 26 February 2015, the Board unanimously approved for International Beverage Holdings Limited ("IBHL"), the Company's subsidiary, to increase its authorised share capital amounting to SGD 1,000 million and approved in principle for IBHL to increase in authorised share capital of InterBev Investment Limited, the Company's indirect subsidiary.
- (f) At the Board of Directors' meeting held on 26 February 2015, the Board of Directors agreed to propose a dividend payment for the year of Baht 0.61 per share, totalling Baht 15,317 million. The interim dividend paid was Baht 0.15 per share, totalling Baht 3,767 million. The remaining dividend payment is Baht 0.46 per share, totalling Baht 11,550 million.

#### 40. Thai Financial Reporting Standards (TFRS) not yet adopted

A number of new and revised TFRS have been issued but are not yet effective and have not been applied in preparing these financial statements. Those new and revised TFRS that may be relevant to the Group's operations, which become effective for annual financial periods beginning on or after 1 January in the year indicated, are set out below. The Group does not plan to adopt these TFRS early.

<b>TFRS</b>	<b>Topic</b>	<b>Year effective</b>
TAS 1 (revised 2014)	Presentation of Financial Statement	2015
TAS 2 (revised 2014)	Inventories	2015
TAS 7 (revised 2014)	Statement of Cash Flows	2015
TAS 8 (revised 2014)	Accounting Policies, Changes in Accounting Estimates and Errors	2015
TAS 10 (revised 2014)	Events after the Reporting Period	2015
TAS 11 (revised 2014)	Construction Contracts	2015
TAS 12 (revised 2014)	Income Taxes	2015
TAS 16 (revised 2014)	Property, Plant and Equipment	2015
TAS 17 (revised 2014)	Leases	2015
TAS 18 (revised 2014)	Revenue	2015
TAS 19 (revised 2014)	Employee Benefits	2015
TAS 21 (revised 2014)	The Effects of Changes in Foreign Exchange Rates	2015
TAS 23 (revised 2014)	Borrowing Costs	2015
TAS 24 (revised 2014)	Related Party Disclosures	2015
TAS 26 (revised 2014)	Accounting and Reporting by Retirement Benefit Plans	2015
TAS 27 (revised 2014)	Separate Financial Statements	2015
TAS 28 (revised 2014)	Investments in Associates and Joint Ventures	2015
TAS 33 (revised 2014)	Earnings per Share	2015
TAS 34 (revised 2014)	Interim Financial Reporting	2015
TAS 36 (revised 2014)	Impairment of Assets	2015
TAS 37 (revised 2014)	Provisions, Contingent Liabilities and Contingent Assets	2015
TAS 38 (revised 2014)	Intangible Assets	2015
TAS 40 (revised 2014)	Investment Property	2015



<b>TFRS</b>	<b>Topic</b>	<b>Year effective</b>
TFRS 3 (revised 2014)	Business Combinations	2015
TFRS 5 (revised 2014)	Non-current Assets Held for Sale and Discontinued Operations	2015
TFRS 8 (revised 2014)	Operating Segments	2015
TFRS 10	Consolidated Financial Statements	2015
TFRS 11	Joint Arrangements	2015
TFRS 12	Disclosure of Interests in Other Entities	2015
TFRS 13	Fair Value Measurement	2015
TSIC 15 (revised 2014)	Operating Leases – Incentives	2015
TSIC 25 (revised 2014)	Income Taxes – Changes in the Tax Status of an Entity or its Shareholders	2015
TSIC 27 (revised 2014)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	2015
TSIC 31 (revised 2014)	Revenue – Barter Transactions Involving Advertising Services	2015
TSIC 32 (revised 2014)	Intangible Assets – Web Site Costs	2015
TFRIC 1 (revised 2014)	Changes in Existing Decommissioning, Restoration and Similar Liabilities	2015
TFRIC 4 (revised 2014)	Determining whether an Arrangement contains a Lease	2015
TFRIC 5 (revised 2014)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds	2015
TFRIC 10 (revised 2014)	Interim Financial Reporting and Impairment	2015
TFRIC 13 (revised 2014)	Customer Loyalty Programmes	2015
TFRIC 14	TAS 19 (revised 2014) – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	2015
TFRIC 15 (revised 2014)	Agreements for the Construction of Real Estate	2015
TFRIC 17 (revised 2014)	Distributions of Non-cash Assets to Owners	2015
TFRIC 18 (revised 2014)	Transfers of Assets from Customers	2015

The Group has made a preliminary assessment of the potential initial impact on the consolidated and separate financial statements of these new and revised TFRS and expects that there will be no material impact on the financial statements in the period of initial application.

# Interested Persons Transactions

Thai Beverage Public Company Limited  
For the year ended 31 December 2014

Aggregate value of all interested persons transactions during the year ended 31 December 2014 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

	Aggregate value of all interested persons transactions during the year ended 31 December 2014 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
<b>A. Revenue from sales and service income</b>		
1. Pisetrkij Co., Ltd.	-	25,164.47
2. PS Recycle Co., Ltd.	-	95,128.77
3. Berli Jucker PCL	-	30,542.06
4. Berli Jucker Logistics Co., Ltd.	-	2,663.42
5. Berli Jucker Foods Co., Ltd.	-	15,709.20
6. TCC Hotel Collection Co., Ltd.	-	3,343.01
7. F&B International Co., Ltd.	-	2,945.79
8. Terragro Bio-Tech Co., Ltd.	-	11,017.77
9. Thai Alcohol PCL	-	272,872.40
10. F&N Beverages Marketing Sdn Bhd	-	55,998.23
11. TCC Hotel Asset Management Co., Ltd.	-	3,659.25
12. TCC Logistics & Warehouse Co., Ltd.	-	6,735.44
<b>B. Other income</b>		
1. Pisetrkij Co., Ltd.	-	9,718.43
2. PS Recycle Co., Ltd.	-	5,352.58
3. Berli Jucker PCL	-	7,910.54
4. F&N Dairies (Thailand) Limited	-	7,875.87
<b>C Cost of sales</b>		
1. PS Recycle Co., Ltd.	-	133,650.87
2. Thip Sugar Kamphaengphet Co., Ltd. ***	-	254,485.66
3. The Suphanburi Sugar Industry Co., Ltd.	-	79,609.56
4. Southeast Capital Co., Ltd.	-	9,996.11
5. T.C.C. Technology Co., Ltd.	-	6,037.76
6. Thai Beverage Can Co., Ltd.	-	1,356,719.30
7. Berli Jucker PCL	-	274,063.02
8. The Southeast Insurance PCL **	-	134,284.78
9. The Southeast Life Insurance PCL **	-	7,469.95
10. Thip Sugar Sukhothai Co., Ltd.	-	280,809.63
11. Berli Jucker Foods Co., Ltd.	-	26,240.16
12. New Noble Property and Loan Fund	-	19,180.92
13. Siam Food Products PCL	-	30,794.18
14. Thai Malaya Glass Co., Ltd.	-	4,203,940.63
15. Dhanasindhi Co., Ltd.	-	28,510.36
16. F&N Dairies (Thailand) Limited	-	5,209.94
17. Gaew Grung Thai Co., Ltd.	-	21,021.33
18. Thai Agro Products Co., Ltd.	-	229,433.57
19. Gaewsarnsiri Co., Ltd.	-	5,813.33
20. Waste Recycling Management Center Co., Ltd.	-	2,565.61

Interested Persons Transactions Report

	Aggregate value of all interested persons transactions during the year ended 31 December 2014 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
<b>D. Selling expenses</b>		
1. Southeast Capital Co., Ltd.	-	11,744.69
2. Berli Jucker PCL	-	9,748.96
3. The Southeast Insurance PCL **	-	31,469.71
4. N.C.C. Management and Development Co., Ltd.	-	7,379.39
5. F&B International Co., Ltd.	-	11,768.44
6. Thippatana Arcade Co., Ltd.	-	4,410.33
7. at mediafront Co., Ltd.	-	15,378.64
8. Riverside Masterplan Co., Ltd.	-	3,095.00
9. Fraser & Neave (Singapore) Pte Ltd	-	4,897.43
10. F&N Beverages Marketing Sdn Bhd	-	22,499.76
<b>E. Administrative expenses</b>		
1. Bang-Na Glass Co., Ltd.	-	7,290.25
2. Southeast Capital Co., Ltd.	-	193,281.53
3. T.C.C. Technology Co., Ltd.	-	73,987.73
4. Thai Beverage Can Co., Ltd.	-	3,331.58
5. Berli Jucker PCL	-	10,532.00
6. The Southeast Insurance PCL **	-	61,689.46
7. The Southeast Life Insurance PCL **	-	18,231.03
8. Plaza Athenee Hotel (Thailand) Co., Ltd.	-	12,477.60
9. North Park Golf And Sports Club Co., Ltd.	-	27,884.89
10. TCC Hotels Group Co., Ltd.	-	4,453.82
11. TCC Hotel Collection Co., Ltd.	-	6,981.51
12. Dynamic Assets Property and Loan Fund	-	6,248.28
13. Best Wishes Co., Ltd	-	6,865.41
14. Best Fortune Property and Loan Fund	-	37,494.35
15. Thippatana Arcade Co., Ltd.	-	2,881.07
16. Thai Alcohol PCL	-	13,682.71
17. InterContinental Singapore	-	9,754.62
18. Fraser & Neave (Singapore) Pte Ltd	-	28,145.57
19. F&N Interflavine Pte Ltd	-	6,521.61
20. Business Process Outsourcing Co., Ltd.	-	14,480.10
21. Lertrattakarn Co., Ltd.	-	38,535.01
22. Thai Commercial Investment Freehold and Leasehold Fund	-	32,887.72
23. Fraser Centrepoint Limited	-	2,632.57
24. TCC Hotel Asset Management Co., Ltd.	-	35,654.53
25. Dhamma Land Property Development Co., Ltd.	-	3,861.48
26. PI Hotel Management Limited	-	3,199.68
<b>F. Purchase of assets</b>		
1. T.C.C. Technology Co., Ltd.	3,264.51	-
2. Berli Jucker PCL	36,188.30	-
3. Dhanasindhi Co., Ltd.	-	141,441.80

\* Exchange rate Baht 25.13 per 1 SGD.

\*\* Converted from company limited to public company limited

\*\*\* Formerly : The Maewang Sugar Industry Co., Ltd.

This Appendix of the Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions (the "**Shareholders' Mandate**") will be proposed to the 2015 Annual General Meeting of Shareholders for consideration and approval.

# Appendix

## Proposed 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 2, 2015 (the "**Notice**"), accompanying the 2014 annual report (the "**Annual Report**"), convening the Annual General Meeting ("**AGM**") of the Company to be held on April 22, 2015, 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"> <li>(i) his immediate family member (that is, the person's spouse, child, adopted child, step-child, sibling and parent);</li> <li>(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</li> <li>(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and</li> </ul> (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"> <li>(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</li> <li>(b) in fact exercises control over the company</li> </ul>
"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 9.1 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, April 27, 2012, April 25, 2013 and April 25, 2014 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, pages 216 to 229, pages 214 to 227 and pages 220 to 231 of the Company’s annual reports for the financial years ended December 31, 2006, 2007, 2008, 2009, 2010, 2011, 2012 and 2013, respectively.

### 4. Proposed Renewal of the Shareholders’ Mandate

The Shareholders’ Mandate was expressed to take effect until the conclusion of the subsequent AGM. Accordingly, the Directors propose that the Shareholders’ Mandate be renewed at the forthcoming AGM on April 22, 2015 (the “**2015 AGM**”), to take effect until the next AGM of the Company.

## 5. Details of the Shareholders' Mandate

Details of the Shareholders' Mandate, 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.

## 6. Audit Committee Statement

- 6.1 The Audit Committee has reviewed the terms of the Shareholders' Mandate 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.
- 6.2 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.

## 7. 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, 2015 and March 3, 2015 respectively can be found in the Annual Report in respect of the financial year ended December 31, 2014 to be or which has been, distributed to the Shareholders.

## 8. 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 renewal of the Shareholders' Mandate, in respect of their shareholdings in the Company, if any, at the 2015 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.

## 9. Independent Directors' Recommendation

- 9.1 The Directors who are considered independent for the purposes of the proposed renewal of the Shareholders' Mandate are Mr. Komen Tantiwivatthanaphan, Mr. Narong Srisa-an, Ms. Kanoknart Rangsitienchai, 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, Dr. 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 is in the best interests of the Company.
- 9.2 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 renewal of the Shareholders' Mandate at the 2015 AGM.

## 10. 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 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.

## 11. Action to Be Taken By Shareholders

- 11.1 Shareholders, other than those who hold their shares in the Company through CDP, who are unable to attend the 2015 AGM and wish to appoint a proxy to attend and vote at the 2015 AGM on their behalf, will find attached to the Invitation to the 2015 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 2015 AGM; or (b) at the venue of the 2015 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.
- 11.2 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 2015 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 13, 2015. 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 2015 AGM.
- 11.3 Persons who hold Shares in Securities Accounts with CDP who wish to personally attend and vote in their own names at the 2015 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 2, 2015, 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 2015 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](mailto:cdp@sgx.com)) should you require any guidance on the process of such transfer and registration.

## 12. Others

- 12.1 The SGX-ST takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Appendix.
- 12.2 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.
- 12.3 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 for 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 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 Mandated Interested Persons which will be covered by the Shareholders' Mandate ("**Mandated Transactions**") relating to the provision to, or obtaining from, 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 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 Mandated Interested Persons of insurance and insurance-related services;
- (c) purchases from 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 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 Mandated Interested Persons of leases or subleases of office space, warehouses, passenger cars and land;
- (f) provision to Mandated Interested Persons of services including procurement services, property improvement services, advertising and sales services and manufacturing services;
- (g) lease or sub-lease to Mandated Interested Persons of office space, warehouses, passenger cars and land;
- (h) sale to 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 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 Person 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:

<b>Approval Limits</b>	<b>Relevant Approving Authority</b>
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 27, 2012 entered into between Thai Beverage Recycle Co., Ltd. (formerly known as Bang-Na Logistic Co., Ltd.), Berli Jucker Public Company Limited 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:

<b>Approval Limits</b>	<b>Relevant Approving Authority</b>
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 Listing Manual, including the threshold, approval and other requirements under Rules 905 and 906 of the 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 it is carried out on normal commercial terms and not prejudicial to the interests of our Company and minority Shareholders:

<b>Approval Limits</b>	<b>Relevant Approving Authority</b>
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. Regent Gold Property Fund
2. Bang-Na Glass Co., Ltd.	26. Siam Realty Co., Ltd.
3. Berli Jucker Cellox Co., Ltd.	27. Southeast Capital Co., Ltd.
4. BJC Industrial and Trading Company Limited <sup>(1)</sup>	28. The Southeast Insurance Public Company Limited <sup>(4)</sup>
5. Berli Jucker Foods Co., Ltd.	29. The Southeast Life Insurance Public Company Limited <sup>(5)</sup>
6. Berli Jucker Logistics Co., Ltd.	30. The Suphanburi Sugar Industry Co., Ltd.
7. Berli Jucker Public Company Limited	31. T.C.C. Service Apartment Co., Ltd. <sup>(6)</sup>
8. Berli Jucker Specialties Co., Ltd.	32. Terragro Co., Ltd. <sup>(7)</sup>
9. BJC Marketing Co., Ltd.	33. Southeast Group Co., Ltd. <sup>(8)</sup>
10. BJC Healthcare Co., Ltd. <sup>(2)</sup>	34. T.C.C. Commercial Property Management Co., Ltd.
11. Chalitarp Co., Ltd.	35. T.C.C. Technology Co., Ltd.
12. Golden Wealth Co., Ltd.	36. Thai Beverage Can Co., Ltd.
13. Indara Insurance Public Company Limited	37. The Chonburi Sugar Corporation Limited
14. Lake View Golf and Yacht Club Co., Ltd.	38. Thai Glass Industries Public Company Limited
15. Lake View Land Co., Ltd.	39. Thip Sugar Kamphaengphet Co., Ltd. <sup>(9)</sup>
16. TCC Value Hotels Co., Ltd. <sup>(3)</sup>	40. The New Imperial Hotel Public Company Limited
17. N.C.C. Management and Development Co., Ltd.	41. Thip Sugar Sukhothai Co., Ltd. <sup>(10)</sup>
18. New Noble Property and Loan Fund	42. Plantheon Trading Co., Ltd.
19. Nongkhai Country Golf Club Co., Ltd.	43. Thai Alcohol Public Company Limited
20. North Park Golf and Sports Club Co., Ltd.	44. Thai Malaya Glass Co., Ltd.
21. PS Recycle Co., Ltd.	45. Fraser and Neave, Limited
22. Pisetkij Co., Ltd.	46. Univentures Public Company Limited
23. Plaza Athenee Hotel (Thailand) Co., Ltd.	47. Business Process Outsourcing Co., Ltd.
24. Queen's Park Hotel 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 Mae Ping Hotel (1988) Co., Ltd.
- (4) Its former name was The Southeast Insurance (2000) Co., Ltd. and transforming the private company to public limited company
- (5) Transforming the private company to public limited company
- (6) Its former name was Tara Hotel Co., Ltd.
- (7) Its former name was T.C.C. Agro Co., Ltd.
- (8) Its former name was T.C.C. Capital Co., Ltd.
- (9) Its former name was The Maewang Sugar Industry Co., Ltd.
- (10) Its former name was The Uttaradit Sugar Industry Co., Ltd.

# Announcements to SGX in 2014

## Compliance with Singapore Exchange Regulations and Best Practices

The Company recognizes the importance of the transparency of information disclosure. In 2014, the Company made **45 announcements** via SGX-NET categorized as follows:

1. **4 announcements** of quarterly and full year financial statements.
2. **1 announcement/report** involving with occupying the positions of Directors and Executives of Thai Beverage Public Company Limited:
  - Cessation of Mr. Vichai Chaiyavaranurak from Senior Vice President – Related Business in January 2014.
3. **11 announcements** of acquisitions and realizations of assets and related matters of other companies resulting from the capital increase of direct and indirect wholly owned subsidiaries, the acquisition of *est* brand of indirect wholly owned subsidiary, the incorporation of Horeca Management Co., Ltd. and Oishi Group's companies which are (1) Oishi Myanmar Limited (joint venture company), (2) Oishi Snack Co., Ltd. (indirect wholly owned subsidiary) and the cessation of Vidhayathan Co., Ltd., the indirect wholly owned subsidiary.
4. **29 general announcements** to either conform with the regulations of the SGX or to give information to investors, involving the Annual Information Meeting for shareholders in Singapore, the corporate rating by TRIS Rating Co., Ltd., the disclosure of ThaiBev "Vision 2020" Strategic Roadmap, the details of the notice of book closure date for determination of rights of shareholders, 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	
<b>Brewery Group</b>				
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) 289 333-42	(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) 744 920-26	(035) 744 916	Factory
<b>Distillery Group</b>				
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) 285 016-18	(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
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	
	488 Moo 1, Tambon Wangdong Amphoe Muang Kanchanaburi Kanchanaburi 71190	(034) 527 100	(034) 527 111	Factory

General Corporate Information

Company Name	Address	Business Contact		Remark
		Telephone	Fax	
7. Sura Bangyikhan Co., Ltd.	82 Moo 3, Tambon Bang Ku Wat Amphoe Muang Pathum Thani Pathum Thani 12000	(02) 598 2850-9	(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) 441 439 (043) 441 479	(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	
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

General Corporate Information

Company Name	Address	Business Contact		Remark
		Telephone	Fax	
<b>Sales Group</b>				
<b>Beer Sales Group</b>				
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.	383 Moo 8, Tambon Banpo 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, Klang Muang Road 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	
<b>Spirits Sales Group</b>				
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.	383 Moo 8, Tambon Banpo 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 Chulachomklao Road Tambon Tha Kham, Amphoe Phun Phin Surat Thani 84130	(077) 914 242	(077) 914 248	
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	

Company Name	Address	Business Contact		Remark
		Telephone	Fax	
<b>Sales Channels Management Group<sup>(1)</sup></b>				
1. Modern Trade Management Co., Ltd.	333 Lao Peng Nguan Tower 1, 26 <sup>th</sup> Floor Soi Choei Phuang, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 7878	(02) 785 7878 Ext. 7833	
2. Horeca Management Co., Ltd. <sup>(2)</sup>	14 Sangsom Building, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 272 3026	
<p><sup>(1)</sup> Cash Van Management Co., Ltd. was incorporated on February 27, 2015. It is located at 14 Vibhavadi Rangsit Road, Chomphon Sub-District, Chatuchak District, Bangkok 10900 Telephone No: (02) 785 5555</p> <p><sup>(2)</sup> Incorporated on October 2, 2014.</p>				
<b>Sale Agent Group</b>				
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	
<b>Marketing Group</b>				
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.	90 Cyber World 15 <sup>th</sup> Fl. Units B 1501-2 and 16 <sup>th</sup> Fl. Units B 1602, Ratchadaphisek Road Huai Khwang Sub-District Huai Khwang District, Bangkok 10310	(02) 785 9900	(02) 785 9908 (02) 785 9909	
<b>Related Business Group</b>				
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 7140	(02) 785 7148	
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	

General Corporate Information

Company Name	Address	Business Contact		Remark
		Telephone	Fax	
5. Charun Business 52 Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5327	(02) 272 2316	
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 7030	(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	
<b>Non-Alcohol Beverage Business Group</b>				
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
<b>Group of Listed Companies on the Stock Exchange in Thailand</b>				
<b>Oishi Group<sup>(1)</sup></b>				
1. Oishi Group Public Company Limited	19 <sup>th</sup> -20 <sup>th</sup> Floors, Park Ventures Ecoplex 57 Wireless Road, Lumpini Sub-District Pathumwan District, Bangkok 10330	(02) 785 8888	(02) 785 8889	
2. Oishi Trading Co., Ltd.	19 <sup>th</sup> -20 <sup>th</sup> Floors, Park Ventures Ecoplex 57 Wireless Road, Lumpini Sub-District Pathumwan District, Bangkok 10330	(02) 785 8888	(02) 785 8889	
3. Oishi Ramen Co., Ltd.	19 <sup>th</sup> -20 <sup>th</sup> Floors, Park Ventures Ecoplex 57 Wireless Road, Lumpini Sub-District Pathumwan District, Bangkok 10330	(02) 785 8888	(02) 785 8889	
4. Oishi International Holdings Limited	Room 901-2, Silvercord Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong			
5. Oishi F&B (Singapore) Pte. Ltd. <sup>(2)</sup>	No. 438 Alexandra Road, #05-01 Alexandra Point, Singapore 119958	(65) 6435 2880	(65) 6265 1819	
6. Oishi Snack Co., Ltd. <sup>(3)</sup>	19 <sup>th</sup> -20 <sup>th</sup> Floors, Park Ventures Ecoplex 57 Wireless Road, Lumpini Sub-District Pathumwan District, Bangkok 10330	(02) 785 8888	(02) 785 8889	
7. Oishi Myanmar Limited <sup>(4)</sup>	No. 1-11, Padonmar Stadium (East Wing), Bargayar Street, Sanchanung Township, Yangon Republic of the Union of Myanmar			
<p><sup>(1)</sup> Oishi Group Limited Liability Company was incorporated in the Socialist Republic of Vietnam on February 14, 2015. It is located at No. 11A, Phan Ke Binh street, Da Kao ward, District 1, Ho Chi Minh City, the Socialist Republic of Vietnam.</p> <p><sup>(2)</sup> Incorporated in Singapore on February 3, 2014 and relocated the registered office on May 26, 2014.</p> <p><sup>(3)</sup> Incorporated on April 28, 2014.</p> <p><sup>(4)</sup> Incorporated in Republic of the Union of Myanmar on May 9, 2014.</p>				
<b>Sersuk Group</b>				
1. Sersuk Public Company Limited	252/35-36, Muang Thai Phatra Complex 27-28 <sup>th</sup> Floor, Rachadaphisek Road Huay Kwang Sub-District Huay Kwang District, Bangkok 10310	(02) 693 2255-65	(02) 693 2266	

General Corporate Information

Company Name	Address	Business Contact		Remark
		Telephone	Fax	
2. Sermasuk Holdings Co., Ltd.	252/35-36, Muang Thai-Phatra Complex Bldg. 1 27-28 <sup>th</sup> Floor, Rachadaphisek Road Huay Kwang Sub-District Huay Kwang District, Bangkok 10310	(02) 693 2255-65	(02) 693 2266	
3. Sermasuk Beverage Co., Ltd.	252/35-36, Muang Thai-Phatra Complex Bldg. 1 27-28 <sup>th</sup> Floor, Rachadaphisek Road Huay Kwang Sub-District Huay Kwang District, Bangkok 10310	(02) 693 2255-65	(02) 693 2266	
4. Sermasuk Training Co., Ltd.	252/35-36, Muang Thai-Phatra Complex Bldg. 1 27-28 <sup>th</sup> Floor, Rachadaphisek Road Huay Kwang Sub-District Huay Kwang District, Bangkok 10310	(02) 693 2255-65	(02) 693 2266	
5. Petform (Thailand) Co., Ltd.	75/102 Ocean Tower 2, 37 <sup>th</sup> Floor Sukhumvit Soi 19 (Wattana), Asoke Road Klongtoey Nua Sub-District Wattana District, Bangkok 10110	(02) 661 6661	(02) 661 6664-5	
6. Great Brands Limited	Room 901-2, Silvercord Tower 1, 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong	(852) 2375 6648	(852) 2375 6188	
7. Wrangyer Beverage (2008) Co., Ltd.	252/35-36, Muang Thai-Phatra Complex Bldg. 1 27-28 <sup>th</sup> Floor, Rachadaphisek Road Huay Kwang Sub-District Huay Kwang District, Bangkok 10310	(02) 693 2255-65	(02) 693 2266	
<b>Others<sup>(1)</sup></b>				
1. Thai Beverage Training Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 7341	02 785 7345	
2. C A C Co., Ltd.	90 CyberWorld Tower 10 <sup>th</sup> Floor Ratchadapisek Road, Huai Khwang Sub-District Huai Khwang District, Bangkok 10310	(02) 785 9999	(02) 785 9990	
3. Thai Thum Distillery Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	Non- Trading
4. Sura Piset Sahasan Co., Ltd.	14 Sangsom Building, Soi Yasoob 1 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	Non- Trading
5. Sura Piset Samphan Co., Ltd.	14 Sangsom Building, Soi Yasoob 1 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 278 4321	(02) 278 4381	Non- Trading
<sup>(1)</sup> Food of Asia Co., Ltd. was incorporated on February 27, 2015. It is located at 14 Vibhavadi Rangsit Road, Chomphon Sub-District, Chatuchak District, Bangkok 10900 Telephone No: (02) 785 5555				
<b>Trademark Group</b>				
1. Thai Beverage Brands Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 617 9668	
2. Archa Beer Co., Ltd.	14 Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 617 9668	
3. Beer Chang Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 617 9668	
4. Chang Beer International Co., Ltd.	15 Moo 14, Vibhavadi Rangsit Road Chomphon Sub-District Chatuchak District, Bangkok 10900	(02) 785 5555	(02) 617 9668	Dormant

General Corporate Information

Company Name	Address	Business Contact		Remark
		Telephone	Fax	
<b>International Business Group<sup>(1)</sup></b>				
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 <sup>(2)</sup>	No. 438 Alexandra Road, #05-01 Alexandra Point, Singapore 119958	(65) 6435 2880	(65) 6265 1819	
3. InterBev (Cambodia) Co., Ltd.	No. 01, Street 484 corner 97 Sangkat Psar Deum Trov, Khan Chamkamorn Phnom Penh, Kingdom of 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 <sup>th</sup> 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. <sup>(2)</sup>	No. 438 Alexandra Road, #05-01 Alexandra Point, Singapore 119958	(65) 6435 2880	(65) 6265 1819	
9. Beer Chang International Limited <sup>(2)</sup>	No. 438 Alexandra Road, #05-01 Alexandra Point, Singapore 119958	(65) 6435 2880	(65) 6265 1819	
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. <sup>(3)</sup>	17785 Center Court Dr., Suite 640 Cerritos, CA 90703, USA	(1) 562 865 6500	(1) 562 865 6111	
12. Blairmhor 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 Kunluo 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. Blairmhor 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

Company Name	Address	Business Contact		Remark
		Telephone	Fax	
26. Speyburn-Glenlivet Distillery Company Limited	Moffat Distillery, Airdrie, ML6 8PL, Scotland	(44) 1236 769377	(44) 1236 769781	Dormant
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. Interbev Investment Limited	Room 901-2, Silvercord Tower 1 30 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong	(852) 2375 6648	(852) 2375 6188	
31. InterBev Trading (Hong Kong) 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 <sup>(4)</sup>	438 Alexandra Road, #20-00 Alexandra Point, Singapore 119958	(65) 6318 9393	(65) 6271 0811	
33. Frasers Centrepoint Limited <sup>(5)</sup>	438 Alexandra Road, #21-00 Alexandra Point, Singapore 119958	(65) 6276 4882	(65) 6276 6328	

<sup>(1)</sup> InterBev Timor, Unipessoal, was incorporated in Timor-Leste on January 19, 2015  
It is located at A Praid Dos Coqueiro, Comoro, Dom Aleixo, Dili, Timor-Leste. Telephone No: 670 772 48006.

<sup>(2)</sup> Registered the change of Company's address on May 26, 2014.

<sup>(3)</sup> Registered the change of Company's address on May 6, 2014.

<sup>(4)</sup> Registered the change of Company's address on September 30, 2014.

<sup>(5)</sup> Was listed and commenced trading on the Main Board of the SGX on January 9, 2014.

#### Legal Advisor

Weerawong, Chinnavat & Peangpanor Ltd.  
22<sup>nd</sup> Floor, Mercury Tower  
540 Ploenchit Road  
Lumpini, Pathumwan  
Bangkok 10330

#### Compliance Advisor

WongPartnership LLP  
12 Marina Boulevard Level 28  
Marina Bay Financial Centre Tower 3  
Singapore 018982

#### Certified Public Accountant

KPMG Phoomchai Audit Ltd.  
Partner-in-charge: Mr. Nirand Lilamethwat (CPA No. 2316)  
(Effect from financial year ended 2012)





N 13° 48' E 100° 33'



**Thai Beverage Public Company Limited**

14 Vibhavadi Rangsit Road, Chomphon Sub-District, Chatuchak District, Bangkok 10900, THAILAND

Tel. +66 2 785 5555 Fax. +66 2 785 5882 [www.thaibev.com](http://www.thaibev.com)