

REVIEW REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

**TO THE BOARD OF DIRECTORS
S&P SYNDICATE PUBLIC COMPANY LIMITED**

We have reviewed the consolidated statement of financial position of S&P Syndicate Public Company Limited and its subsidiaries and the separate statement of financial position of S&P Syndicate Public Company Limited as at March 31, 2011, and the related consolidated and the separate statements of comprehensive income, changes in equity and cash flows for the quarters ended March 31, 2011 and 2010. These financial statements are the responsibility of the Company's management as to their correctness and completeness of the presentation. Our responsibility is to report on these financial statements based on our reviews.

We conducted our reviews in accordance with the Standard on Auditing applicable to review engagements. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit in accordance with generally accepted auditing standards, and accordingly, we do not express an opinion.

Based on our reviews, nothing has come to our attention that causes us to believe that the consolidated and the separate financial statements referred to in the first paragraph are not presented fairly, in all material respects, in accordance with generally accepted accounting principles.

We have previously audited, in accordance with generally accepted auditing standards, the consolidated financial statements of S&P Syndicate Public Company Limited and its subsidiaries and the separate financial statements of S&P Syndicate Public Company Limited for the year ended December 31, 2010, and expressed an unqualified opinion on our report dated February 21, 2011. The consolidated and the separate statements of financial position as at December 31, 2010, presented herein for comparison, have been derived from such consolidated and separate financial statements which we have audited and reported on. We have not performed any other audit procedures subsequent to such report date, except for an audit of the adjustments from the effect of changes in accounting policies as described in the following paragraph.

As discussed in Notes 2.1.2, 2.2.1 and 2.2.2 to the interim financial statements, during the quarter ended March 31, 2011, the Company and its subsidiaries changed their accounting policies for employee benefits, income taxes and customer loyalty program which they first-time adopted Thai Accounting Standard No. 19 "Employee Benefits" and elected to early adopted Thai Accounting Standard No. 12 "Income Taxes" and draft Thai Financial Reporting Interpretation No. 13 "Customer Loyalty Programmes" before the period in which they are initially applied. Therefore, the consolidated and separate financial statements for the quarter ended March 31, 2010 and the consolidated and the separate statements of financial position as at December 31, 2010, presented herein for comparison, have been restated from the effects of the changes in accounting policies. We have audited the adjustments to the consolidated and separated financial statements for the quarter ended March 31, 2010 and the consolidated and the separate statements of financial position as at December 31, 2010 and in our opinion, such adjustments are appropriate and properly applied.

As discussed in Note 2.1.1 to the interim financial statements, during the quarter ended March 31, 2011, the Company and its subsidiaries adopted the new and revised Thai Financial Reporting Standards issued by the Notification of Federation of Accounting Professions, which are effective for the financial statements for the accounting periods beginning on or after January 1, 2011 onwards, in preparation and presentation of these interim financial statements. The consolidated and the separate financial statements for the quarter ended March 31, 2010 and the consolidated and the separate statements of financial position as at December 31, 2010, presented herein for comparison, are presented in the new format to conform to the presentation of the consolidated and the separate financial statements for the quarter ended March 31, 2011.

BANGKOK
May 11, 2011

Thanawan Anuratbodee
Certified Public Accountant (Thailand)
Registration No. 3440
DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION
AS AT MARCH 31, 2011 AND DECEMBER 31, 2010

BAHT : '000

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		"UNAUDITED"		"UNAUDITED"	
		As at	As at	As at	As at
		March 31, 2011	December 31, 2010	March 31, 2011	December 31, 2010
		"RESTATED"	"RESTATED"		
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	5	695,880	742,201	545,081	569,528
Temporary investments	6	304,376	220,226	298,185	217,059
Trade accounts receivable - net	7, 10	113,214	182,565	102,389	173,142
Short-term loans to related parties	10	657	341	759	444
Inventories		164,830	203,254	156,127	194,092
Other current assets		32,584	34,451	20,208	19,058
Total Current Assets		<u>1,311,541</u>	<u>1,383,038</u>	<u>1,122,749</u>	<u>1,173,323</u>
NON-CURRENT ASSETS					
Deposits used as collateral	8	20,584	20,584	20,584	20,584
Investments in subsidiaries	9, 10	-	-	40,999	40,999
Investments in associates	9, 10	46,869	45,173	48,998	48,998
Property, plant and equipment - net		1,058,850	1,065,214	871,560	882,227
Intangible assets - net		3,608	3,000	3,608	3,000
Leasehold right - net		91,607	95,371	89,135	92,683
Long-term deposits		137,501	131,937	106,601	102,967
Deferred tax assets - net	11	20,818	20,605	20,742	20,529
Other non-current assets		1,748	2,046	779	675
Total Non-current Assets		<u>1,381,585</u>	<u>1,383,930</u>	<u>1,203,006</u>	<u>1,212,662</u>
TOTAL ASSETS		<u><u>2,693,126</u></u>	<u><u>2,766,968</u></u>	<u><u>2,325,755</u></u>	<u><u>2,385,985</u></u>

See notes to the interim financial statements

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION (CONTINUED)
AS AT MARCH 31, 2011 AND DECEMBER 31, 2010

BAHT : '000

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		"UNAUDITED"		"UNAUDITED"	
		As at	As at	As at	As at
		March 31, 2011	December 31, 2010	March 31, 2011	December 31, 2010
		"RESTATED"	"RESTATED"		
LIABILITIES AND EQUITY					
CURRENT LIABILITIES					
Short-term loan from a financial institution	12	3,082	3,747	-	-
Trade accounts payable	10	269,161	351,283	246,638	323,249
Short-term loans from related parties	10	268	352	268	353
Accrued income tax		154,471	109,248	146,591	101,840
Accrued expenses		160,661	274,972	140,694	247,043
Value-added-tax payable		32,340	34,090	16,378	19,967
Current portion of long-term loans					
from financial institutions	14	20,445	19,173	-	-
Current portion of financial lease liabilities	13	3,486	2,941	3,486	2,941
Provision for customer loyalty programmes		1,606	3,847	1,606	3,847
Other current liabilities		48,172	54,931	38,528	46,229
Total Current Liabilities		<u>693,692</u>	<u>854,584</u>	<u>594,189</u>	<u>745,469</u>
NON-CURRENT LIABILITIES					
Long-term loan from financial institutions	14	54,730	60,711	-	-
Financial lease liabilities	13	4,286	3,569	4,286	3,569
Deferred tax liabilities - net	11	1,555	1,343	-	-
Provision for employee severance pay	15	65,715	62,755	60,175	57,434
Other non-current liabilities		2,459	2,993	-	-
Total Non-current Liabilities		<u>128,745</u>	<u>131,371</u>	<u>64,461</u>	<u>61,003</u>
TOTAL LIABILITIES		<u>822,437</u>	<u>985,955</u>	<u>658,650</u>	<u>806,472</u>

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONTINUED)

AS AT MARCH 31, 2011 AND DECEMBER 31, 2010

BAHT : '000

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		"UNAUDITED"		"UNAUDITED"	
		As at	As at	As at	As at
		March 31, 2011	December 31, 2010	March 31, 2011	December 31, 2010
		"RESTATED"	"RESTATED"		
LIABILITIES AND EQUITY (CONTINUED)					
EQUITY					
SHARE CAPITAL					
Authorized share capital					
104,686,273 ordinary shares of Baht 5 each		523,431	523,431	523,431	523,431
Issued and paid-up share capital					
104,686,273 ordinary shares of Baht 5 each, fully paid		523,431	523,431	523,431	523,431
PREMIUM ON ORDINARY SHARES		689,981	689,981	689,981	689,981
RETAINED EARNINGS					
Appropriated					
Legal reserve	16	52,343	52,343	52,343	52,343
Treasury shares reserve	17	250,951	250,951	250,951	250,951
Unappropriated		562,746	477,418	401,350	313,758
OTHER COMPONENTS OF EQUITY		(35,744)	(36,929)	-	-
EQUITY ATTRIBUTABLE TO OWNERS					
OF THE COMPANY		2,043,708	1,957,195	1,918,056	1,830,464
TREASURY SHARES	17	(250,951)	(250,951)	(250,951)	(250,951)
NON-CONTROLLING INTERESTS		77,932	74,769	-	-
TOTAL EQUITY		1,870,689	1,781,013	1,667,105	1,579,513
TOTAL LIABILITIES AND EQUITY		2,693,126	2,766,968	2,325,755	2,385,985

See notes to the interim financial statements

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE QUARTERS ENDED MARCH 31, 2011 AND 2010

“UNAUDITED”

BAHT : '000

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2011	2010	2011	2010
			"RESTATED"		"RESTATED"
Revenues from sales and services		1,321,561	1,196,863	1,144,791	1,023,307
Cost of sales and services		(745,341)	(668,345)	(698,785)	(621,815)
Gross profit		576,220	528,518	446,006	401,492
Other incomes					
Gain on exchange rate		3,806	-	1,810	-
Others		12,515	11,913	9,105	8,033
Profit before expenses		592,541	540,431	456,921	409,525
Selling expenses		(28,658)	(37,458)	(28,658)	(37,458)
Administrative expenses		(419,900)	(390,919)	(287,850)	(271,569)
Loss on exchange rate		-	(6,655)	-	(3,536)
Management benefit expenses	10	(10,302)	(9,758)	(8,152)	(7,089)
Total expenses		(458,860)	(444,790)	(324,660)	(319,652)
Share of other comprehensive income					
in associates	10	1,696	1,407	-	-
Profit before finance costs and income tax expense		135,377	97,048	132,261	89,873
Finance costs		(812)	(141)	-	(4)
Profit before income tax expense		134,565	96,907	132,261	89,869
Income tax expense	11	(48,003)	(28,585)	(44,669)	(24,229)
NET PROFIT FOR THE PERIODS		86,562	68,322	87,592	65,640
OTHER COMPREHENSIVE INCOME					
Differences on translation of financial statements		3,097	(18,151)	-	-
Unrealized loss on revaluation of available-for-sales securities		17	4	-	-
TOTAL OTHER COMPREHENSIVE INCOME					
FOR THE PERIODS - NET FROM INCOME TAX		3,114	(18,147)	-	-
TOTAL COMPREHENSIVE INCOME					
FOR THE PERIODS		89,676	50,175	87,592	65,640

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME (CONTINUED)
FOR THE QUARTERS ENDED MARCH 31, 2011 AND 2010
“UNAUDITED”

BAHT : '000

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2011	2010	2011	2010
		"RESTATED"		"RESTATED"	
PROFIT ATTRIBUTABLE TO:					
Owners of the Company		85,328	64,820	87,592	65,640
Non-controlling interests		1,234	3,502	-	-
		<u>86,562</u>	<u>68,322</u>	<u>87,592</u>	<u>65,640</u>
TOTAL COMPREHENSIVE INCOME					
ATTRIBUTABLE TO:					
Owners of the Company		86,513	53,572	87,592	65,640
Non-controlling interests		3,163	(3,397)	-	-
		<u>89,676</u>	<u>50,175</u>	<u>87,592</u>	<u>65,640</u>
BASIC EARNINGS ATTRIBUTABLE TO					
OWNERS OF THE COMPANY					
PER SHARE	18	BAHT	0.87	0.62	0.89
					0.63
WEIGHTED AVERAGE NUMBER					
OF ORDINARY SHARES	18	SHARES	98,081,673	104,686,273	98,081,673
					104,686,273

See notes to the interim financial statements

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CHANGES IN EQUITY

FOR THE QUARTERS ENDED MARCH 31, 2011 AND 2010

CONSOLIDATED FINANCIAL STATEMENTS

“UNAUDITED”

BAHT : '000

	Notes	Other components of equity							Total Owners of the Company	Non-controlling Interests	Total Equity
		Issued and Paid-up Share Capital	Premium on Ordinary Shares	Retained earnings		Differences on translation of Financial Statements	Unrealized Gain on Revaluation of Available-For-Sale Securities	Deferred tax			
			Appropriated Legal reserve	Unappropriated							
BEGINNING BALANCE AS AT JANUARY 1, 2010											
AS PREVIOUSLY REPORTED		523,431	689,981	52,343	709,880	-20,394	126	-	1,955,367	88,651	2,044,018
Cumulative effects of change in accounting policies	2	-	-	-	(32,545)	-	-	(32)	(32,577)	(1,000)	(33,577)
BEGINNING BALANCE AS AT JANUARY 1, 2010 - RESTATED		<u>523,431</u>	<u>689,981</u>	<u>52,343</u>	<u>677,335</u>	<u>(20,394)</u>	<u>126</u>	<u>(32)</u>	<u>1,922,790</u>	<u>87,651</u>	<u>2,010,441</u>
Total comprehensive income for the period											
ended March 31, 2010		-	-	-	64,820	(11,253)	6	(1)	53,572	(3,397)	50,175
ENDING BALANCE AS AT MARCH 31, 2010		<u><u>523,431</u></u>	<u><u>689,981</u></u>	<u><u>52,343</u></u>	<u><u>742,155</u></u>	<u><u>(31,647)</u></u>	<u><u>132</u></u>	<u><u>(33)</u></u>	<u><u>1,976,362</u></u>	<u><u>84,254</u></u>	<u><u>2,060,616</u></u>

See notes to the interim financial statements

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN EQUITY (CONTINUED)
FOR THE QUARTERS ENDED MARCH 31, 2011 AND 2010
CONSOLIDATED FINANCIAL STATEMENTS
“UNAUDITED”

BAHT : '000

Notes	Issued and Paid-up Share Capital	Premium on Ordinary Shares	Appropriated		Unappropriated	Other components of equity			Total Owners of the Company	Treasury Shares	Non-controlling Interests	Total Equity	
			Legal reserve	Treasury shares Reserve		Differences on translation of Financial Statements	Unrealized Gain on Revaluation of Available-For-Sale Securities	Deferred tax					
BEGINNING BALANCE AS AT JANUARY 1, 2011													
	AS PREVIOUSLY REPORTED	523,431	689,981	52,343	250,951	508,832	(37,045)	155	-	1,988,648	(250,951)	76,093	1,813,790
2	Cumulative effects of change in accounting policies	-	-	-	-	(31,414)	-	-	(39)	(31,453)	-	(1,324)	(32,777)
BEGINNING BALANCE AS AT JANUARY 1, 2011													
	RESTATED	523,431	689,981	52,343	250,951	477,418	(37,045)	155	(39)	1,957,195	(250,951)	74,769	1,781,013
Total comprehensive income for the period													
	ended March 31, 2011	-	-	-	-	85,328	1,167	24	(6)	86,513	-	3,163	89,676
ENDING BALANCE AS AT MARCH 31, 2011													
		523,431	689,981	52,343	250,951	562,746	(35,878)	179	(45)	2,043,708	(250,951)	77,932	1,870,689

See notes to the interim financial statements

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CHANGES IN EQUITY (CONTINUED)

FOR THE QUARTERS ENDED MARCH 31, 2011 AND 2010

SEPARATE FINANCIAL STATEMENTS

“UNAUDITED”

BAHT : '000

	Notes	Issued and Paid-up Share Capital	Premium on Ordinary Shares	Legal Reserve	Retained earnings Treasury Shares Reserve	Unappropriated	Treasury Shares	Total Owners of the Company
BEGINNING BALANCE AS AT JANUARY 1, 2010								
AS PREVIOUSLY REPORTED		523,431	689,981	52,343	-	528,064	-	1,793,819
Cumulative effects of change in accounting policies	2	-	-	-	-	(28,657)	-	(28,657)
BEGINNING BALANCE AS AT JANUARY 1, 2010 - RESTATED		<u>523,431</u>	<u>689,981</u>	<u>52,343</u>	<u>-</u>	<u>499,407</u>	<u>-</u>	<u>1,765,162</u>
Total comprehensive income for the period ended March 31, 2010		-	-	-	-	65,640	-	65,640
ENDING BALANCE AS AT MARCH 31, 2010		<u><u>523,431</u></u>	<u><u>689,981</u></u>	<u><u>52,343</u></u>	<u><u>-</u></u>	<u><u>565,047</u></u>	<u><u>-</u></u>	<u><u>1,830,802</u></u>
BEGINNING BALANCE AS AT JANUARY 1, 2011								
AS PREVIOUSLY REPORTED		523,431	689,981	52,343	250,951	339,948	(250,951)	1,605,703
Cumulative effects of change in accounting policies	2	-	-	-	-	(26,190)	-	(26,190)
BEGINNING BALANCE AS AT JANUARY 1, 2011 - RESTATED		<u>523,431</u>	<u>689,981</u>	<u>52,343</u>	<u>250,951</u>	<u>313,758</u>	<u>(250,951)</u>	<u>1,579,513</u>
Total comprehensive income for the period ended March 31, 2011		-	-	-	-	87,592	-	87,592
ENDING BALANCE AS AT MARCH 31, 2011		<u><u>523,431</u></u>	<u><u>689,981</u></u>	<u><u>52,343</u></u>	<u><u>250,951</u></u>	<u><u>401,350</u></u>	<u><u>(250,951)</u></u>	<u><u>1,667,105</u></u>

See notes to the interim financial statements

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE QUARTERS ENDED MARCH 31, 2011 AND 2010

“UNAUDITED”

BAHT : '000

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2011	2010	2011	2010
		"RESTATED"		"RESTATED"
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before income tax expense	134,565	96,907	132,261	89,869
Adjustments :				
Depreciation and amortization	65,918	64,216	58,305	57,875
Unrealized loss on exchange rate	166	1,349	62	790
Unrealized gain from temporary investments	(1,071)	(761)	(1,071)	(761)
Share of other comprehensive income in associates	(1,696)	(1,407)	-	-
Loss on writing-off of fixed assets	1,031	353	760	346
Loss on writing-off of intangible assets	-	2,019	-	-
Loss on impairment of fixed assets	-	2,500	-	2,500
Gain on sales of temporary investments	(55)	-	(55)	-
Gain on sales of fixed assets	(33)	(632)	(33)	(632)
Employee severance pay expense	1,981	193	2,741	1,627
Interest income	(1,539)	(1,014)	(1,362)	(627)
Interest expense	3,310	141	-	4
	<u>202,577</u>	<u>163,864</u>	<u>191,608</u>	<u>150,991</u>
Decrease in trade accounts receivable	69,279	52,791	70,753	53,059
Decrease in inventories	38,424	65,166	37,965	64,909
Decrease (increase) in other current assets	1,658	(9,368)	(1,304)	11,478
(Increase) decrease in long-term deposits	(5,564)	2,088	(3,634)	(2,921)
Decrease (increase) in other non-current assets	298	1,043	(104)	1,075
Decrease in trade accounts payable	(82,122)	(117,927)	(76,611)	(105,825)
Decrease in accrued expenses	(117,991)	(57,498)	(110,029)	(60,391)
Decrease in value-added-tax payable	(1,750)	(2,996)	(3,589)	(3,005)
Increase (decrease) in other current liabilities	2,584	(2,072)	2,165	4
Decrease in provision for customer loyalty programmes	(2,241)	(350)	(2,241)	(350)
Increase in other non-current liabilities	1,956	1,627	-	-
Cash generated from operations	<u>107,108</u>	<u>96,368</u>	<u>104,979</u>	<u>109,024</u>
Cash received for interest	1,560	1,014	1,385	627
Cash paid for interest	(3,310)	(141)	-	(4)
Cash paid for income tax	(2,806)	(6,273)	-	(158)
Net Cash Provided by Operating Activities	<u>102,552</u>	<u>90,968</u>	<u>106,364</u>	<u>109,489</u>

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS (CONTINUED)

FOR THE QUARTERS ENDED MARCH 31, 2011 AND 2010

BAHT : '000

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2011	2010	2011	2010
		"RESTATED"		"RESTATED"
CASH FLOWS FROM INVESTING ACTIVITIES				
Increase in deposit used as collateral	-	(16,500)	-	(20,000)
Cash payments for investment in temporary investments	(283,196)	(290,500)	(280,196)	(290,000)
Cash received from sales of temporary investments	200,196	200,392	200,196	200,392
Cash payments for short-term loans to related parties	(367)	(490)	(548)	(4,420)
Cash received from short-term loans to related parties	51	319	233	5,082
Cash payments for purchases of fixed assets	(55,805)	(47,467)	(52,265)	(41,732)
Proceeds from sales of fixed assets	33	974	33	974
Cash payments for purchases of intangible assets	(935)	(50)	(935)	(50)
Net Cash Used in Investing Activities	<u>(140,023)</u>	<u>(153,322)</u>	<u>(133,482)</u>	<u>(149,754)</u>
CASH FLOWS FROM FINANCING ACTIVITIES				
Cash repayments for short-term loan from a financial institution	(665)	(485)	-	-
Cash repayments for short-term loans from related parties	(486)	(496)	(528)	(526)
Cash received from short-term loans from related parties	402	510	446	511
Cash repayments for long-term loan from a financial institutions	(4,710)	(1,340)	-	-
Cash repayments for financial lease liabilities	(865)	(1,427)	(865)	(1,427)
Dividend paid	3,680	-	3,680	-
Net Cash (Used in) Provided by Financing Activities	<u>(2,644)</u>	<u>(3,238)</u>	<u>2,733</u>	<u>(1,442)</u>
Unrealized exchange loss of cash and cash equivalents	(95)	(739)	(62)	(790)
Difference on translation of financial statements	(6,111)	(11,213)	-	-
Net decrease in cash and cash equivalents	<u>(46,321)</u>	<u>(77,544)</u>	<u>(24,447)</u>	<u>(42,497)</u>
Cash and cash equivalents as at January 1,	<u>742,201</u>	<u>475,113</u>	<u>569,528</u>	<u>328,103</u>
CASH AND CASH EQUIVALENTS AS AT MARCH 31,	<u><u>695,880</u></u>	<u><u>397,569</u></u>	<u><u>545,081</u></u>	<u><u>285,606</u></u>

See notes to the interim financial statements

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
NOTES TO INTERIM FINANCIAL STATEMENTS
FOR THE QUARTERS ENDED MARCH 31, 2011 AND 2010

1. BASIS FOR PREPARATION AND PRESENTATION OF THE INTERIM CONSOLIDATED AND THE SEPARATE FINANCIAL STATEMENTS

The interim consolidated and the separate financial statements of S&P Syndicate Public Company Limited (“the Company”) have been prepared in Thai Baht currency and in accordance with Thai Accounting Standard No. 34 (Revised 2009) “Interim Financial Reporting” and in accordance with accounting standards and practices generally accepted in Thailand. The format of financial statement presentation is in compliance with Thai Accounting Standard No. 1 (Revised 2009) “Presentation of Financial Statements” which is effective for the financial statements for the accounting periods beginning on or after January 1, 2011 onwards, and the additional disclosures in accordance with the Notification of the Office of the Securities and Exchange commission. The consolidated and the separate financial statements for the quarter ended March 31, 2010 and the consolidated and the separate statements of financial position as at December 31, 2010, presented herein for comparison, are presented in the new format to conform to the presentation of the consolidated and the separate financial statements for the quarter ended March 31, 2011.

The Company and its subsidiaries choose to present condensed interim financial statements. Therefore, certain financial information which is normally included in annual financial statements prepared in accordance with generally accepted accounting principles, but is not required for interim reporting purposes, has been omitted. Therefore, the interim financial statements should be read in conjunction with the audited financial statements for the year ended December 31, 2010.

The results of operations for the quarter ended March 31, 2011 are not necessarily indicative of the operating results anticipated for the full year.

The preparation of financial statements in conformity with generally accepted accounting principles also requires the Company’s management to exercise judgments in order to determine the accounting policies, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although, these estimates are based on management’s reasonable consideration of current events, actual results may differ from these estimates.

The Federation of Accounting Professions has issued the Notifications regarding the Thai Accounting Standard (TAS) and Thai Accounting Standard Interpretation (TSI) which will become effective for the financial statements for the accounting periods beginning on or after January 1, 2013 onwards as follows:

TAS

TAS 12	Income Taxes
TAS 20	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (Revised 2009)	The Effects of Changes in Foreign Exchange Rates

TSI

TSI 10	Government Assistance - No Specific Relation to Operating Activities
TSI 21	Income Taxes - Recovery of Revalued Non-Depreciable Assets
TSI 25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders

The Company and its subsidiaries' management will adopt the above relevant TAS and TSI in the preparation of the Company and its subsidiaries' financial statements when they become effective, except TAS 20, TSI 10, TSI 21 and TSI 25 which are not applicable to the Company and its subsidiaries' business activities. However, the Company and its subsidiaries have elected to early adopt TAS 12 "Income Tax".

In addition, the Company has elected to early adopt draft TFRI 13 "Customer Loyalty Programme" before the announcement in the Royal Gazette.

The accounting standards being adopted by the Company may not be in conformity with generally accepted accounting principles practiced in other countries because the interim financial statements are not intended to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries and jurisdictions other than Thailand. Accordingly, these interim financial statements have not been designed for those who are not familiar with Thai accounting principles and practices.

To facilitate the readers, an English version of interim financial statements have been translated from the Thai version of interim financial statements. Such financial statements have been prepared for domestic reporting purpose.

The interim consolidated financial statements include the financial statements of the Company and its subsidiaries in which the Company has control or invested over 50% of their voting rights. These subsidiaries are detailed as follows:

	Business type	Country of registration	Percentage of holdings	
			As at	As at
			March 31, 2011	December 31, 2010
Subsidiaries				
S&P Global Co., Ltd.	Investment in other companies	Thailand	80.00	80.00
S&P Asset Co., Ltd.	Office rental	Thailand	99.93	99.93
S&P Food Solution Co., Ltd. (formerly S&PizZanotti (Thailand) Limited) (1)	Restaurant	Thailand	99.99	99.99

- (1) On February 26, 2010, the Board of Directors' meeting of S&PizZanotti (Thailand) Limited passed a resolution to change its name from "S&PizZanotti (Thailand) Limited" to "S&P Food Solution Co., Ltd.". The Company registered the name change with the Department of Business Development on the same date.

On August 1, 2010, the Company has ceased its operation and transferred its assets to S&P Syndicate Company Public Limited.

Additionally, the interim consolidated financial statements include the results from the financial statements of overseas subsidiaries, in which S&P Global Co., Ltd., a subsidiary, has a shareholding, as such subsidiary has been given authority to provide technical assistance to, and management of overseas Thai food restaurants owned by the subsidiary under agreements as follows:

	Business type	Country of registration	Percentage of holdings	
			As at March 31, 2011	As at December 31, 2010
Shares held directly by S&P Global Co., Ltd.				
S&P Restaurant Limited	Restaurant	England	96.00	96.00
Patara (Geneva) SA	Restaurant	Switzerland	62.00	62.00
Theme Foods Pte. Ltd.	Restaurant	Singapore	50.00	50.00
SK Catering Pte. Ltd.	Restaurant	Singapore	50.00	50.00
Patara Taiwan Company Limited (1)	Ceased operation	Taiwan	50.00	50.00
Patio International Limited	Restaurant	Taiwan	60.00	60.00
Patara International Restaurant Management (Beijing) Co., Ltd. (2)	Restaurant	The People's Republic of China	91.25	90.79
Thai Development SA	Restaurant	Switzerland	45.00	45.00
Patara Restaurant, Vienna GmbH (4)	Restaurant	Austria	50.00	-
Shares held indirectly by Theme Foods Pte. Ltd.				
Siam Kitchen Sdn. Bhd. (3)	Ceased operation	Malaysia	99.99	99.99
Shares held indirectly by S&P Restaurant Limited and Thai Development SA				
Patara Restaurant, Vienna GmbH (4)	Restaurant	Austria	43.05	76.20

(1) During the year 2007, Patara Taiwan Company Limited has ceased its operation and its assets had been transferred to Patio International Limited.

(2) March 22, 2010, the Board of Directors' Meeting of S&P Global Co., Ltd. passed a resolution to approve an increase the registered share capital of Patara International Restaurant Management (Beijing) Co., Ltd. from RMB 3.50 million to RMB 3.80 million, by offering 100% of such share capital increase amounting to RMB 0.30 million, to S&P Global Co., Ltd. The Company registered such increase in share capital on April 2, 2010 so the proportion of S&P Global Co., Ltd. has changed from 90% to 90.79%.

On September 17, 2010, the Board of Directors' Meeting of S&P Global Co., Ltd. passed a resolution to approve an increase the registered share capital of Patara International Restaurant Management (Beijing) Co., Ltd. from RMB 3.80 million to RMB 4.30 million, by offering 100% of such share capital increase amounting to RMB 0.50 million.

Then, on February 4, 2011, Patara International Restaurant Management (Beijing) Co., Ltd. called up for paid-up share capital in amounting to RMB 0.20 million which S&P Global Co., Ltd. has paid-up share capital in the same date. Thus, the proportion of S&P Global Co., Ltd. as at March 31, 2011 is 91.25%.

(3) During the year 2005, Siam Kitchen Sdn. Bhd. has ceased its operations in Malaysia and is in process of dissolution.

(4) On June 29, 2010, the Board of Directors' Meeting of Patara Restaurant, Vienna GmbH passed a resolution to approve an increase the registered share capital of Patara Restaurant, Vienna GmbH from EUR 200,000 to EUR 300,000, by offering such share capital increase amounting to EUR 100,000, to the shareholder on the same former proportion and the Company has already registered the increase in share capital on September 17, 2010.

On March 15, 2011, the Board of Directors' Meeting of the Company passed a resolution to approve an increase the registered share capital of Patara Restaurant, Vienna GmbH from EUR 300,000 to EUR 1,200,000, by offering such share capital increase amounting to EUR 600,000 and EUR 300,000, to S&P Global Co., Ltd., and S&P Restaurants Limited, respectively. Such company is processing to register such increase in share capital. Therefore, it effected to shares held by S&P Global Co., Ltd. by having direct shares held in Patara Restaurant, Vienna GmbH at 50.00% and indirect shares held at 43.05%.

Significant intercompany transactions between the Company and its subsidiaries have been eliminated from the consolidated financial statements.

The consolidated financial statements for the quarter ended March 31, 2011 and for the year ended December 31, 2010, do not include the financial statements of Siam Kitchen Sdn. Bhd., which is a subsidiary registered in Malaysia which is owned by Theme Foods Pte. Ltd. as the amount is immaterial. As at March 31, 2011 and December 31, 2010, the carrying value of such investment is nil.

The consolidated financial statements for the quarter ended March 31, 2011 and for the year ended December 31, 2010, include the financial statements of Bangkok Jam and Patara Fine Thai Cuisine, which are sole proprietorship entities registered under the laws of Singapore which are under the control of SK Catering Pte. Ltd. and Theme Foods Pte. Ltd., respectively.

Assets and investments recorded by the equity method as at March 31, 2011 and December 31, 2010, revenues and the share of profit (loss) from investments recorded by the equity method in associates for the quarters ended March 31, 2011 and 2010 accounted for by the percentage of total assets, net assets (total assets net of total liabilities), consolidated revenues and total net profit, respectively, in the consolidated financial statements are summarized below:

Company's name	CONSOLIDATED FINANCIAL STATEMENTS							
	Assets of subsidiaries		Investments recorded		Revenues as		Share of profit (loss)	
	as percentage		by the equity method as		percentage of		as percentage of	
	of total assets		percentage of net assets		total revenues for		net profit for	
	As at	As at	As at	As at	the quarters ended	the quarters ended	the quarters ended	the quarters ended
March 31,	December 31,	March 31,	December 31,	ended March 31,	ended March 31,	ended March 31,	ended March 31,	
2011	2010	2011	2010	2011	2010	2011	2010	
Shares held by S&P Syndicate Public Company Limited								
Subsidiaries:								
S&P Global Co., Ltd. and subsidiaries	14.82	14.99	-	-	13.08	14.45	-	-
(Proportion of subsidiaries of S&P Global Co., Ltd. are presented below)								
S&P Asset Co., Ltd.	0.38	0.36	-	-	0.14	0.14	-	-
S&P Food Solution Co., Ltd. (formerly S&PizZanotti (Thailand) Limited)	0.04*	0.04*	-	-	-	0.24*	-	-
Associates:								
HD Distributors (Thailand) Co., Ltd.	-	-	2.50*	2.53*	-	-	2.02*	3.54*
Foodhouse Catering Service Co., Ltd.	-	-	-	-	-	-	-	(1.37)*
	<u>15.24</u>	<u>15.39</u>	<u>2.50</u>	<u>2.53</u>	<u>13.22</u>	<u>14.83</u>	<u>2.02</u>	<u>2.17</u>
Shares held directly by S&P Global Co., Ltd.								
S&P Restaurant Limited	5.08	5.54	-	-	4.39	5.47	-	-
Patara (Geneva) SA	0.85*	0.91*	-	-	1.47*	1.51*	-	-
Theme Foods Pte. Ltd.	0.71*	0.64*	-	-	0.86*	0.89*	-	-
SK Catering Pte. Ltd.	1.36*	1.62*	-	-	3.25*	3.33*	-	-
Patara Taiwan Company Limited	0.02*	0.02*	-	-	-	-	-	-
Patio International Limited	0.24*	0.26*	-	-	0.51*	1.11*	-	-
Thai Developments SA	1.18*	1.00*	-	-	1.69*	1.99*	-	-
Patara International Restaurant Management (Beijing) Co., Ltd	0.56*	0.54*	-	-	0.18*	0.14*	-	-
Patara Restaurant, Vienna GmbH	3.83*	-	-	-	0.73*	-	-	-
	<u>13.83</u>	<u>10.53</u>	<u>-</u>	<u>-</u>	<u>13.08</u>	<u>14.44</u>	<u>-</u>	<u>-</u>
Shares held indirectly by S&P Restaurant Limited and Thai Development SA								
Patara Restaurant, Vienna GmbH	-	2.93*	-	-	-	-	-	-
	<u>13.83</u>	<u>13.46</u>	<u>-</u>	<u>-</u>	<u>13.08</u>	<u>14.44</u>	<u>-</u>	<u>-</u>

* Information, which was provided by the management, was not audited or reviewed by an auditor.

2. ADOPTION OF NEW AND REVISED THAI FINANCIAL REPORTING STANDARDS

During the quarter ended March 31, 2011, the Company and its subsidiaries have adopted the new and revised Thai Financial Reporting Standards (TFRS) issued by the Federation of Accounting Professions, which are effective for the financial statements for the accounting periods beginning on or after January 1, 2011 onwards, in preparation of interim financial statements. Such TFRS have no significant impact to the Company and its subsidiaries' financial statements except for the following TFRS.

2.1 Adopting of new and revised Thai Financial Reporting Standards as at the effective date

2.1.1 TAS No. 1 (Revised 2009) "Presentation of Financial Statements"

Thai Accounting Standard No. 1 (Revised 2009) "Presentation of Financial Statements" changed requirements about the presentation in the financial statements. Therefore, it affected the reclassification in the consolidated and separate financial statements for the quarter ended March 31, 2010 and the consolidated and separate statements of financial position as at December 31, 2010, presented for comparison.

2.1.2 TAS No.19 "Employee Benefits"

During the quarter ended March 31, 2011, the Company and its subsidiaries have first-time adopted the Thai Accounting Standard No. 19 "Employee Benefits" by calculating the post-employment benefits obligation under the Thai Labor Protection Act based on actuarial assumptions using Projected Unit Credit Method at the end of reporting period. The Company and its subsidiaries elected to recognize past service cost and interest cost by restating the consolidated and separate financial statements for the quarter ended March 31, 2010 and for the year ended December 31, 2010, which are presented herein for comparison, as if the Company had recognized provision for employee severance pay according to the new accounting policy continuously, which is in compliance with the transitional provision of such standard.

2.1.3 Change in accounting estimates

During the quarter ended March 31, 2011, the Company and its subsidiaries have adopted Thai Accounting Standard No. 16 (Revised 2009) "Property Plant and Equipment" by changing the estimated useful life in order to more appropriately reflect the current usage condition and consumption of the economic benefit. As a result of such change in accounting estimates has affected to the financial statements for the period ended March 31, 2011, depreciation expense and net profit decreased in the same amount of Baht 1.68 million, and basic earnings per share decreased by Baht 0.02.

The Company elected to apply prospectively which is in compliance with the transitional provision of such standard only for assets which still have carrying amount as at January 1, 2011. Cost of assets which were fully depreciated but are still in use as at January 1, 2011 of Baht 1,058.80 million are not applied.

2.2 Adopting of new and draft Thai Financial Reporting Standards before the effective date

2.2.1 TAS No. 12 “Income Taxes”

During the quarter ended March 31, 2011, the Company and its subsidiaries have elected to early adopt Thai accounting Standard 12 “Income Taxes” before the period in which it is initially applied. The consolidated and separate financial statements for the quarter ended March 31, 2010 and for the year ended December 31, 2010, presented herein for comparison, have been restated consequent to the adoption of the financial reporting standard, as if the Company had recognized deferred tax according to the new accounting policy continuously.

2.2.2 Draft TFRI No. 13 “Customer Loyalty Programmes”

During the quarter ended March 31, 2011, the Company has adopted draft TFRI No. 13 “Customer Loyalty Programmes” before the announcement in the Royal Gazette. The consolidated and separate financial statements for the quarter ended March 31, 2010 and for the year ended December 31, 2010, presented herein for comparison, have been restated consequent to the adoption of the financial reporting standard, as if the Company had recognized customer loyalty programmer according to the new accounting policy continuously.

Therefore, the comparative information to the statement of comprehensive income for the quarter ended March 31, 2010 and the statement of financial position as at December 31, 2010 have been restated to conform to the new accounting policy.

Statements of comprehensive income	Unit : Thousand Baht	
	Consolidated Financial Statements For the quarter ended March 31, 2010	Separate Financial Statements
Decrease in selling expenses	(350)	(350)
Increase in administrative expenses	153	-
Decrease in income tax expenses	(814)	(544)
Increase in net profit	1,011	894
Increase in profit attributable to owners of the Company	993	-
Increase in profit attributable to non-controlling interests	18	-
Increase in total comprehensive income attributable to owners of the company	993	-
Increase in total comprehensive income attributable to non-controlling interests	18	-
Increase in total comprehensive income attributable per share	0.01	0.01

Statements of financial position	Unit : Thousand Baht	
	Consolidated	Separate
	Financial Statements	Financial Statements
	As at December 31, 2010	
Decrease in retained earnings brought forward as of January 1, 2010	32,545	28,657
Decrease in other comprehensive income - deferred tax as of January 1, 2010	32	-
Decrease in non-controlling interest brought forward as of January 1, 2010	1,000	-
Increase in deferred tax assets	20,605	20,529
Increase in provision for employee severance pay	62,755	57,434
Increase in deferred tax liabilities	1,343	-
Increase in provision for customer loyalty programme	3,847	3,847
Decrease in other components of equity	39	-
Decrease in non-controlling interest	1,324	-
Decrease in retained earnings carried forward as of December 31, 2010	31,414	26,190

3. SIGNIFICANT ACCOUNTING POLICIES

The interim financial statements have been prepared based on the basis, accounting policies and calculation method consistent with those used in the financial statements for the year ended December 31, 2010, except for the changes in accounting policies as described in Note 2.

4. SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION

4.1 Non-cash transactions for the quarters ended March 31, 2011 and 2010 are as follows:

	Unit : Thousand Baht			
	Consolidated		Separate	
	Financial Statements	Financial Statements	Financial Statements	Financial Statements
	2011	2010	2011	2010
Liabilities incurred from acquisition of fixed assets as at January 1,	36,045	21,172	34,444	21,172
<u>Add</u> Purchases of fixed assets	47,285	50,609	44,523	44,874
Purchases of intangible assets	935	50	935	50
<u>Less</u> Cash payment - fixed assets	(55,805)	(47,467)	(52,265)	(41,732)
- Intangible assets	(935)	(50)	(935)	(50)
Purchase of assets under finance lease	(2,126)	(3,060)	(2,126)	(3,060)
Liabilities incurred from acquisition of fixed assets as at March 31,	<u>25,399</u>	<u>21,254</u>	<u>24,576</u>	<u>21,254</u>

4.2 Amounts of unused credit facilities are as follows:

	As at March 31, 2011	As at December 31, 2010	As at March 31, 2011	As at December 31, 2010	As at March 31, 2011	As at December 31, 2010
	In Million Baht		In Million Pound Sterling		In Million US Dollars	
Short-term loans	345.00	345.00	1.05	-	-	-
Bank overdrafts	91.00	91.00	0.20	0.40	-	-
Letters of guarantee	277.64	277.69	-	-	-	-
FOREX Credit limited	95.00	95.00	-	-	1.00	1.00
Total	<u>808.64</u>	<u>808.69</u>	<u>1.25</u>	<u>0.40</u>	<u>1.00</u>	<u>1.00</u>

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at March 31, 2011 and December 31, 2010, consist of:

	Consolidated Financial Statements		Unit : Thousand Baht Separate Financial Statements	
	As at March 31, 2011	As at December 31, 2010	As at March 31, 2011	As at December 31, 2010
Cash	8,071	9,497	5,760	7,395
Bank deposits in savings and current accounts	382,933	466,427	250,608	335,567
Fixed deposits (1 month and 3 months)	304,876	266,277	288,713	226,566
	<u>695,880</u>	<u>742,201</u>	<u>545,081</u>	<u>569,528</u>

6. TEMPORARY INVESTMENTS

Temporary investments as at March 31, 2011 and December 31, 2010, consist of:

	Consolidated Financial Statements		Unit : Thousand Baht Separate Financial Statements	
	As at March 31, 2011	As at December 31, 2010	As at March 31, 2011	As at December 31, 2010
Time deposits	12	12	-	-
Trading securities				
- Fixed income open-ended Funds	298,185	217,059	298,185	217,059
Available-for-sales securities				
- Fixed income open-ended Funds	6,179	3,155	-	-
Total Temporary Investments	<u>304,376</u>	<u>220,226</u>	<u>298,185</u>	<u>217,059</u>

Additional details of temporary investments in the consolidated financial statements are as follows:

As at March 31, 2011

	Unit : Thousand Baht		
	Cost Value As at March 31, 2011	Unrealized gain on revaluation of temporary investment	Fair Value As at March 31, 2011
Trading securities			
- Fixed income open-ended Funds	297,114	1,071	298,185
Available-for-sales securities			
- Fixed income open-ended Funds	<u>6,000</u>	<u>179</u>	<u>6,179</u>
Total Temporary Investments	<u><u>303,114</u></u>	<u><u>1,250</u></u>	<u><u>304,364</u></u>

As at December 31, 2010

	Unit : Thousand Baht		
	Cost Value As at December 31, 2010	Unrealized gain on revaluation of temporary investment	Fair Value As at December 31, 2010
Trading securities			
- Fixed income open-ended Funds	215,239	1,820	217,059
Available-for-sales securities			
- Fixed income open-ended Funds	<u>3,000</u>	<u>155</u>	<u>3,155</u>
Total Temporary Investments	<u><u>218,239</u></u>	<u><u>1,975</u></u>	<u><u>220,214</u></u>

Additional details of temporary investments in the separate financial statements are as follows:

As at March 31, 2011

	Unit : Thousand Baht		
	Cost Value As at March 31, 2011	Unrealized gain on revaluation of temporary investment	Fair Value As at March 31, 2011
Trading securities			
- Fixed income open-ended Funds	<u>297,114</u>	<u>1,071</u>	<u>298,185</u>
Total Temporary Investments	<u><u>297,114</u></u>	<u><u>1,071</u></u>	<u><u>298,185</u></u>

As at December 31, 2010

	Unit : Thousand Baht		
	Cost Value As at December 31, 2010	Unrealized gain on revaluation of temporary investment	Fair Value As at December 31, 2010
Trading securities			
- Fixed income open-ended Funds	215,239	1,820	217,059
Total Temporary Investments	<u>215,239</u>	<u>1,820</u>	<u>217,059</u>

7. TRADE ACCOUNTS RECEIVABLE - NET

Trade accounts receivable - net as at March 31, 2011 and December 31, 2010, are classified by aging as follows:

	Consolidated		Unit : Thousand Baht Separate	
	Financial Statements		Financial Statements	
	As at March 31, 2011	As at December 31, 2010	As at March 31, 2011	As at December 31, 2010
Trade accounts receivable				
Other companies				
Current	66,204	91,612	55,325	82,132
Overdue				
3 months or less	25,675	75,296	25,675	75,296
Over 3 months up to 6 months	164	461	164	461
Over 6 months up to 12 months	132	192	132	192
Over 12 months	2,292	2,189	2,292	2,189
Total	<u>94,467</u>	<u>169,750</u>	<u>83,588</u>	<u>160,270</u>
Related companies				
Current	8,867	5,212	8,921	5,264
Overdue				
3 months or less	8,227	5,696	8,227	5,696
Over 3 months up to 6 months	1,601	1,374	1,601	1,527
Over 6 months up to 12 months	2,200	2,677	2,200	3,147
Over 12 months	5	9	1,800	1,186
Total	<u>20,900</u>	<u>14,968</u>	<u>22,749</u>	<u>16,820</u>
Total trade accounts receivable	115,367	184,718	106,337	177,090
<u>Less</u> Allowance for doubtful accounts	<u>(2,153)</u>	<u>(2,153)</u>	<u>(3,948)</u>	<u>(3,948)</u>
Trade Accounts Receivable - net	<u>113,214</u>	<u>182,565</u>	<u>102,389</u>	<u>173,142</u>

8. DEPOSITS USED AS COLLATERAL

8.1 As at March 31, 2011 and December 31, 2010, cash at banks of the Company of Baht 0.58 million was used as collateral against letter of guarantee from a bank for electricity usage (see Note 22.3).

8.2 As at March 31, 2011 and December 31, 2010, 12-month fixed deposit of the Company at a local commercial bank of Baht 20 million was pledged as collateral for loan of Patara Restaurant, Vienna GmbH, an indirect subsidiary, in the amount of EUR 1.8 million (see Note 14.2).

9. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES

Investments recorded by the equity method in the consolidated financial statements as at March 31, 2011 and December 31, 2010 consist of:

				Unit : Thousand Baht			
				As at March 31, 2011			
	Type of business	Relationship	Paid-up capital	% Share holding	At cost method	At equity method	Dividend income For the quarters ended March 31, 2011 2010
Shares held by S&P Global Co., Ltd.							
Subsidiary :							
	Siam Kitchen Sdn. Bhd.	Ceased operation	Co-shareholders and co-management team	2,845	50.00	1,423	-
						-	-
						1,423	-
Shares held by S&P Syndicate Public Company Limited							
Associates :							
	HD Distributors (Thailand) Co., Ltd.	Agency for food distribution	Co-shareholders and co-management team	100,000	47.99	48,998	46,869
	Foodhouse Catering Services Co., Ltd.	Catering	Co-shareholders and co-management team	10,000	49.97	4,997	-
	<u>Less</u> Allowance for impairment of investment					(4,997)	-
						-	-
						48,998	46,869
	Total					50,421	46,869

				Unit : Thousand Baht			
				As at December 31, 2010			
	Type of business	Relationship	Paid-up capital	% Share holding	At cost method	At equity method	
Shares held by S&P Global Co., Ltd.							
Subsidiary :							
	Siam Kitchen Sdn. Bhd. Co., Ltd.	Ceased operation	Co-shareholders and co-management team	2,845	50.00	1,423	-
						1,423	-
Shares held by S&P Syndicate Public Company Limited							
Associates :							
	HD Distributors (Thailand) Co., Ltd.	Agency for food distribution	Co-shareholders and co-management team	100,000	47.99	48,998	45,173
	Foodhouse Catering Services Co., Ltd.	Catering	Co-shareholders and co-management team	10,000	49.97	4,997	-
	<u>Less</u> Allowance for impairment of investment					(4,997)	-
						-	-
						48,998	45,173
	Total					50,421	45,173

Investments recorded by the cost method in the separate financial statements as at March 31, 2011 and December 31, 2010 consist of:

							Unit : Thousand Baht		
Type of business	Relationship	As at March 31, 2011			Dividend income For the quarters ended March 31, 2011 2010				
		Paid-up capital	% Share holding	At cost method					
Shares held by S&P Syndicate Public Company Limited									
Subsidiaries :									
S&P Global Co., Ltd.	Invest in other companies	Co-shareholders and co-management team	50,000	80.00	40,000	-	-		
S&P Asset Co., Ltd.	Office rental	Co-shareholders and co-management team	1,000	99.93	999	-	-		
S&P Food Solution Co., Ltd. (formerly S&PizZanotti (Thailand) Limited)	Restaurant	Co-shareholders and co-management team	20,000	99.99	10,034	-	-		
<u>Less</u> Allowance for impairment of investment					(10,034)				
					-				
Total					40,999				
Associates :									
HD Distributors (Thailand) Co., Ltd.	Agency for food distribution	Co-shareholders and co-management team	100,000	47.99	48,998	-	-		
Foodhouse Catering Services Co., Ltd.	Catering	Co-shareholders and co-management team	10,000	49.97	4,997	-	-		
<u>Less</u> Allowance for impairment of investment					(4,997)				
					-				
Total					48,998				
							Unit : Thousand Baht		
							As at December 31, 2010		
Type of business	Relationship		Paid-up capital	% Share holding	At cost method				
Shares held by S&P Syndicate Public Company Limited									
Subsidiaries :									
S&P Global Co., Ltd.	Invest in other companies	Co-shareholders and co-management team	50,000	80.00	40,000				
S&P Asset Co., Ltd.	Office rental	Co-shareholders and co-management team	1,000	99.93	999				
S&P Food Solution Co., Ltd. (formerly S&PizZanotti (Thailand) Limited)	Restaurant	Co-shareholders and co-management team	20,000	99.99	10,034				
<u>Less</u> Allowance for impairment of investment					(10,034)				
					-				
Total					40,999				
Associates :									
HD Distributors (Thailand) Co., Ltd.	Agency for food distribution	Co-shareholders and co-management team	100,000	47.99	48,998				
Foodhouse Catering Services Co., Ltd.	Catering	Co-shareholders and co-management team	10,000	49.97	4,997				
<u>Less</u> Allowance for impairment of investment					(4,997)				
					-				
Total					48,998				

10. TRANSACTIONS WITH RELATED PARTIES

The Company has transactions with its subsidiaries, associates and other related parties. Certain portions of the Company's assets, liabilities, sales, other incomes, costs of sales, selling expenses and administrative expenses represent transactions occurred with its subsidiaries, associates and other related parties. These parties are related through common shareholders and/or directorships. Those significant transactions with subsidiaries, associates and other related parties as included in the financial statements are determined at the market price in general or the price as stipulated in the agreement if no market price exists. The significant balances of assets, liabilities, and transactions occurred with the related parties are as follows:

Balances with related parties as at March 31, 2011 and December 31, 2010 are as follows:

Account name/ Company's name	Relationship	Unit : Thousand Baht			
		Consolidated		Separate	
		As at March 31, 2011	As at December 31, 2010	As at March 31, 2011	As at December 31, 2010
Trade accounts receivable					
(included in trade accounts receivable)					
S&P Global Co., Ltd.	Subsidiary	-	-	54	57
S&P Food Solution Co., Ltd. (formerly S&PizZanotti (Thailand) Limited)	Subsidiary	-	-	1,795	1,795
<u>Less</u> Allowance for doubtful account		-	-	(1,795)	(1,795)
		-	-	-	-
HD Distributors (Thailand) Co., Ltd.	Associate	145	121	145	121
Foodhouse Catering Services Co., Ltd.	Associate	5,462	6,060	5,462	6,060
The Minor Food Group Public Co., Ltd.	Related company	7,339	5,730	7,339	5,730
Other related companies	Related company	7,954	3,057	7,954	3,057
		<u>20,900</u>	<u>14,968</u>	<u>20,954</u>	<u>15,025</u>
Short-term loans to related parties					
Cash advance (No interest)					
S&P Global Co., Ltd.	Subsidiary	-	-	72	73
S&P Food Solution Co., Ltd. (formerly S&PizZanotti (Thailand) Limited)	Subsidiary	-	-	2,535	2,535
<u>Less</u> Allowance for doubtful account - cash advance to a related party		-	-	(2,505)	(2,505)
		-	-	30	30
		<u>657</u>	<u>341</u>	<u>657</u>	<u>341</u>
		<u>657</u>	<u>341</u>	<u>759</u>	<u>444</u>
Investments in subsidiaries					
S&P Global Co., Ltd.	Subsidiary	-	-	40,000	40,000
S&P Asset Co., Ltd.	Subsidiary	-	-	999	999
		-	-	40,999	40,999
Investments in associates					
HD Distributors (Thailand) Co., Ltd.	Associate	46,869	45,173	48,998	48,998
		<u>46,869</u>	<u>45,173</u>	<u>48,998</u>	<u>48,998</u>
Trade accounts payable					
(included in trade accounts payable)					
S&P Asset Co., Ltd.	Subsidiary	-	-	317	123
HD Distributors (Thailand) Co., Ltd.	Associate	3,053	2,068	3,053	2,068
		<u>3,053</u>	<u>2,068</u>	<u>3,370</u>	<u>2,191</u>
Short-term loans from related parties					
Cash advance (No interest)					
S&P Global Co., Ltd.	Subsidiary	-	-	1	1
HD Distributors (Thailand) Co., Ltd.	Associate	268	352	268	352
		<u>268</u>	<u>352</u>	<u>269</u>	<u>353</u>

Transactions with related companies for the quarters ended March 31, 2011 and 2010 are as follows:

Account name/ Company's name	Relationship	Unit : Thousand Baht			
		Consolidated Financial Statements		Separate Financial Statements	
		For the quarters ended March 31,			
		2011	2010	2011	2010
Revenues from sales					
S&P Global Co., Ltd.	Subsidiary	-	-	54	126
S&P Food Solution Co., Ltd. (formerly S&PizZanotti (Thailand) Limited)	Subsidiary	-	-	-	42
HD Distributors (Thailand) Co., Ltd.	Associate	120	592	120	592
Foodhouse Catering Services Co., Ltd.	Associate	1,193	1,755	1,193	1,755
The Minor Food Group Public Co., Ltd.	Related company	9,849	7,710	9,849	7,710
Other related companies	Related company	8,776	8,166	8,776	8,166
		<u>19,938</u>	<u>18,223</u>	<u>19,992</u>	<u>18,391</u>
Rental income from buildings and equipment					
S&P Global Co., Ltd.	Subsidiary	-	-	90	90
S&P Food Solution Co., Ltd. (formerly S&PizZanotti (Thailand) Limited)	Subsidiary	-	-	-	234
HD Distributors (Thailand) Co., Ltd.	Associate	261	273	261	273
		<u>261</u>	<u>273</u>	<u>351</u>	<u>597</u>
Other income					
S&P Food Solution Co., Ltd. (formerly S&PizZanotti (Thailand) Limited)	Subsidiary	-	-	-	142
S&P Asset Co., Ltd.	Subsidiary	-	-	24	24
HD Distributors (Thailand) Co., Ltd.	Associate	75	96	75	96
		<u>75</u>	<u>96</u>	<u>99</u>	<u>262</u>
Share of other comprehensive income from investments recorded by the equity method					
HD Distributors (Thailand) Co., Ltd.	Associate	1,696	2,297	-	-
Foodhouse Catering Services Co., Ltd.	Associate	-	(890)	-	-
		<u>1,696</u>	<u>1,407</u>	<u>-</u>	<u>-</u>
Purchases of goods/services					
S&P Asset Co., Ltd.	Subsidiary	-	-	1,044	770
S&P Food Solution Co., Ltd. (formerly S&PizZanotti (Thailand) Limited)	Subsidiary	-	-	-	99
HD Distributors (Thailand) Co., Ltd.	Associate	2,262	2,452	2,262	2,452
Directors	Directors	918	678	918	678
		<u>3,180</u>	<u>3,130</u>	<u>4,224</u>	<u>3,999</u>
Management benefit expenses	Management	10,302	9,758	8,152	7,089

11. DEFERRED INCOME TAX - NET

The movements of deferred tax assets and liabilities during the periods are as follows:

Unit : Thousand Baht				
Consolidated Financial Statements				
	Balance As at December 31, 2010	Addition	Utilized	Balance As at March 31, 2011
Deferred tax assets				
Allowance for doubtful accounts	722	-	-	722
The difference of depreciation expense	-	504	-	504
Provision for impairment of investments	1,499	-	-	1,499
Provision for customer loyalty programmers	1,154	-	(672)	482
Provision for employee severance pay	17,230	889	-	18,119
Total	<u>20,605</u>	<u>1,393</u>	<u>(672)</u>	<u>21,326</u>
Deferred tax liability				
Unearned incomes	-	508	-	508
Total	<u>-</u>	<u>508</u>	<u>-</u>	<u>508</u>
Deferred tax assets - net	<u>20,605</u>	<u>885</u>	<u>(672)</u>	<u>20,818</u>
Deferred tax liabilities				
Available-for-sales securities	39	6	-	45
The difference of depreciation expense	1,304	206	-	1,510
Deferred tax liabilities	<u>1,343</u>	<u>212</u>	<u>-</u>	<u>1,555</u>

Unit : Thousand Baht				
Consolidated Financial Statements				
	Balance As at December 31, 2009	Addition	Utilized	Balance As at December 31, 2010
Deferred tax assets				
Allowance for doubtful accounts	1,395	-	(673)	722
The difference of depreciation expense	412	-	(412)	-
Provision for impairment of investments	1,499	-	-	1,499
Provision for customer loyalty programmers	1,256	63	(165)	1,154
Provision for employee severance pay	14,362	3,000	(132)	17,230
Deferred tax assets	<u>18,924</u>	<u>3,063</u>	<u>(1,382)</u>	<u>20,605</u>
Deferred tax liabilities				
Available-for-sales securities	32	7	-	39
The difference of depreciation expense	860	444	-	1,304
Deferred tax liabilities	<u>892</u>	<u>451</u>	<u>-</u>	<u>1,343</u>

Unit : Thousand Baht				
Separated Financial Statements				
	Balance As at December 31, 2010	Addition	Utilized	Balance As at March 31, 2011
Deferred tax assets				
Allowance for doubtful accounts	646	-	-	646
The difference of depreciation expense	-	504	-	504
Provision for impairment of investments	1,499	-	-	1,499
Provision for customer loyalty programmers	1,154	-	(672)	482
Provision for employee severance pay	17,230	889	-	18,119
Total	<u>20,529</u>	<u>1,393</u>	<u>(672)</u>	<u>21,250</u>
Deferred tax liability				
Unearned incomes	-	508	-	508
Total	<u>-</u>	<u>508</u>	<u>-</u>	<u>508</u>
Deferred tax assets - net	<u>20,529</u>	<u>885</u>	<u>(672)</u>	<u>20,742</u>

Unit : Thousand Baht				
Separated Financial Statements				
	Balance As at December 31, 2009	Addition	Utilized	Balance As at December 31, 2010
Deferred tax assets				
Allowance for doubtful accounts	1,285	-	(639)	646
Provision for impairment of investments	1,499	-	-	1,499
Provision for customer loyalty programmers	1,256	63	(165)	1,154
Provision for employee severance pay	14,362	3,000	(132)	17,230
Deferred tax assets	<u>18,402</u>	<u>3,063</u>	<u>(936)</u>	<u>20,529</u>

Income tax expenses of the Company and its subsidiaries for the quarters ended March 31, 2011 and 2010 are consist of :

	Unit : Thousand Baht			
	Consolidated Financial Statements		Separate Financial Statements	
	For the quarters ended March 31,			
	2011	2010	2011	2010
Current income tax expense	48,216	29,399	44,882	24,773
Deferred tax relating to temporary differences	(213)	(814)	(213)	(544)
Income tax expenses	<u>48,003</u>	<u>28,585</u>	<u>44,669</u>	<u>24,229</u>

Corporate income tax for the Company is calculated on net income for the periods adjusted by adding back certain expenses and deducting exempted income in compliance with the Revenue Code for net taxable profit at the tax rate of 30 percent. For net taxable profit for the years from 2008 to 2010 under Baht 300 million, the tax rate is calculated at the rate of 25 percent and over Baht 300 million at the rate of 30 percent.

Corporate income tax for a domestic subsidiary is calculated on net income for the period adjusted by adding back certain expenses and deducting exempted income in compliance with the Revenue Code at the rate of 30 percent of net taxable profit.

Corporate income tax for another domestic subsidiary is calculated on net income for the period adjusted by adding back certain expenses and deducting exempted in compliance with the Revenue Code at the rates for Small and Medium Enterprises as follows:

Profit before income tax expenses (Baht)	Rate
1 - 150,000	Exempted
150,001 - 1,000,000	15 %
1,000,001 - 3,000,000	25 %
Over 3,000,000	30 %

12. SHORT-TERM LOAN FROM A FINANCIAL INSTITUTION

As at March 31, 2011 and December 31, 2010, Patio International Limited has a short-term loan from a commercial bank of TWD 3 million, carried interest at the rates of 2.50% and 2.80% per annum, respectively. The loan has guaranteed by a letter of credit which is secured by S&P Syndicate Public Company Limited (see Note 22.4).

13. FINANCE LEASE LIABILITIES

The Company and its subsidiaries have entered into finance lease agreements for vehicles and office equipment under financial leases as at March 31, 2011 and December 31, 2010 as follows:

	Consolidated		Unit : Thousand Baht	
	Financial Statements		Separate	
	As at	As at	As at	As at
	March 31,	December 31,	March 31,	December 31,
	2011	2010	2011	2010
Within 1 year	3,486	2,941	3,486	2,941
Over 1 year to 5 years	4,286	3,569	4,286	3,569
Finance lease liabilities	<u>7,772</u>	<u>6,510</u>	<u>7,772</u>	<u>6,510</u>

14. LONG-TERM LOANS FROM FINANCIAL INSTITUTIONS

As at March 31, 2011 and December 31, 2010, the long-term loans from financial institutions are as follows:

	Consolidated		Unit : Thousand Baht	
	Financial Statements		Separate	
	As at	As at	As at	As at
	March 31,	December 31,	March 31,	December 31,
	2011	2010	2011	2010
Loans from financial institutions	75,175	79,884	-	-
<u>Less Current portion of long-term loans</u>				
from financial institutions	<u>(20,445)</u>	<u>(19,173)</u>	-	-
Long-term loans from financial institutions	<u>54,730</u>	<u>60,711</u>	-	-

Long-term loans from financial institutions of the subsidiaries

- 14.1 Thai Development SA has a long-term loan facility of CHF 400,000 with a commercial bank. Outstanding balance as at March 31, 2011 and December 31, 2010 is CHF 200,000 and CHF 250,000, respectively. The loan carried interest at the rate of 4.25% per annum. Principal is repayable on a quarterly basis on March 31, June 30, September 30, and December 31, respectively of which the 1st - 16th installments are CHF 25,000 per installment. The first installment was commenced on June 30, 2009 and the loan shall be due for full repayment on March 31, 2013.
- 14.2 Patara Restaurant, Vienna GmbH has a long-term loan facility of EUR 1,800,000 with a commercial bank. The subsidiary had withdrawn money to full credit limit. The loan carried interest at the rate 3.85% per annum. Outstanding balance as at March 31, 2011 and December 31, 2010 is EUR 1,600,000 and EUR 1,800,000, respectively. Principal is repayable on semi-annual installments of EUR 200,000 per installment. The first installment will be commencing on March 26, 2011 and the loan shall be due for full repayment on March 26, 2015. The subsidiary used deposit at bank of S&P Syndicate Public Company Limited as collateral (see Note 8.2).

15. PROVISION FOR EMPLOYEE SEVERANCE PAY

Amounts recognized in the statement of comprehensive income in respect of the defined benefit plans for the quarters ended March 31, 2011 and 2010 are as follows:

	Consolidated		Unit : Thousand Baht	
	Financial Statements		Separate	
	Financial Statements		Financial Statements	
	For the quarters ended March 31,			
	2011	2010	2011	2010
Current service cost	2,357	1,446	2,193	1,302
Interest cost	603	674	548	325
Expenses recorded in the income statement	<u>2,960</u>	<u>2,120</u>	<u>2,741</u>	<u>1,627</u>

Movements in the present of the defined benefit plans as at March 31, 2011 and December 31, 2010 are as follows:

	Consolidated		Unit : Thousand Baht	
	Financial Statements		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	March 31,	December 31,	March 31,	December 31,
	2011	2010	2011	2010
Beginning present value of defined benefit plan	62,755	52,422	57,434	47,873
Current service cost	2,357	8,105	2,193	7,527
Interest cost	603	2,228	548	2,034
Ending present value of defined benefit plan	<u>65,715</u>	<u>62,755</u>	<u>60,175</u>	<u>57,434</u>

The principle actuarial assumptions used to calculate the defined benefit plan are as follows:

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financial statements**

Discount rate	4.25%
Normal retirement	60 years
Expected rate of salary increase	3.0% - 5.0%
Employee turnover rate	8.0% - 30.0%

16. LEGAL RESERVE

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a legal reserve of at least 5 percent of net earnings after deducting accumulated deficit brought forward (if any) until the reserve reaches 10 percent of the registered share capital and the reserve is not available for distribution as dividends.

17. TREASURY SHARES AND TREASURY SHARES RESERVE

At the resolutions of the Board of Directors' Meeting No. 1/2010 held on February 24, 2010, the Company's directors resolved to approve the share repurchase program for financial management purpose in accordance with Section 66/1(2) of the Limited Public Company Act (No. 2) B.E. 2544 in the amount not exceeding Baht 350 million. The number of ordinary shares to be repurchased not exceeding 10.47 million shares (par value of Baht 5 per share); equal to 10% of the total number of paid-up share capital of the Company. The Company shall repurchase its ordinary shares through the main board of the Stock Exchange of Thailand during the period from March 11, 2010 to September 10, 2010. The Board of Directors has considered the share resale procedures by resale its ordinary shares through the main board of the Stock Exchange of Thailand or by public offering depending on the prevailing situation at that time of shares sold. Period for the resale of share is from March 11, 2011 to September 10, 2013 (after 6 months from the completion date of share repurchase and not exceeding 3 years from the completion date of share repurchase).

Details of treasury shares as at March 31, 2011 and December 31, 2010 are as follows:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	March 31,	December 31,	March 31,	December 31,
	2011	2010	2011	2010
Value of treasury shares (Thousand Baht)	250,951	250,951	250,951	250,951
Number of treasury shares (Thousand shares)	6,605	6,605	6,605	6,605
Average cost per share (Baht)	38.00	38.00	38.00	38.00
The number of treasury shares to the share capital issued by the Company (Percentage)	6.31	6.31	6.31	6.31

As at March 31, 2011 and December 31, 2010, the Company appropriated Baht 250.95 million from its retained earnings to a reserve for treasury shares.

18. BASIC EARNINGS PER SHARE

Basic earnings per share for the quarters ended March 31, 2011 and 2010 are calculated as follows:

	Consolidated Financial Statements		Separate Financial Statements	
	For the quarters ended March 31,			
	2011	2010	2011	2010
Net profit attributable to owners of the Company (Thousand Baht)	85,328	64,836	87,592	65,640
Number of ordinary shares as at January 1, (Thousand shares)	98,082	104,686	98,082	104,686
Weighted average number of treasury shares during the periods (Thousand shares)	-	-	-	-
Weighted average number of ordinary shares as at March 31, (Thousand shares)	98,082	104,686	98,082	104,686
Basic earnings per share (Baht)	0.87	0.62	0.89	0.63

19. EXPENSES BY NATURE

Net profit for the quarters ended March 31, 2011 and 2010 has been arrived at after charging of the following significant items:

	Consolidated Financial Statements		Unit : Thousand Baht Separate Financial Statements	
	For the quarters ended March 31,			
	2011	2010	2011	2010
Changes in inventories of finished goods and work in process increase	(18,898)	(1,919)	(18,898)	(1,919)
Raw materials and consumables used	451,436	398,157	405,898	352,399
Cost of finished goods purchased	13,919	12,459	13,919	12,459
Depreciation and amortization	65,918	64,216	58,305	57,875
Employee expenses	324,541	297,039	257,182	237,264

20. DISCLOSURE OF FINANCIAL INSTRUMENTS

The Company presents and discloses financial instruments as follows:

20.1 Credit Risk

Credit risk refers to the risk that counterparty will default on its trading terms and conditions resulting in collection loss to the Company and subsidiaries. Concentrations of credit risk are limited since the Company and subsidiaries have adopted the policy of dealing with creditworthy counterparty as a mean of mitigating the risk of financial losses from defaults.

In case of recognized financial assets in the balance sheet, the carrying amounts of the assets recorded in the balance sheet represent the maximum exposure to credit risk.

20.2 Interest Rate Risk

Interest rate risk arises from the potential for a change in interest rate to have an adverse effect on the Company and its subsidiaries in the current reporting period and in future years. The Company and its subsidiaries do not expect to incur material incremental effect on their interest expense because loans of the Company and its subsidiaries are insignificant amount.

20.3 Foreign Exchange Risk

Foreign exchange risk arises from the potential for a change in foreign exchange rate to have an adverse effect on the Company and its subsidiaries in the current reporting period and in future years. The Company and its domestic subsidiaries do not expect to incur material incremental effect on their financial assets or liabilities in foreign currencies as the majority of their businesses are engaged in Thai Baht. However, the change in foreign exchange rate may has material effect on financial assets and liabilities of the overseas subsidiaries. The Company and its subsidiaries do not use any financial instruments to manage such risk.

20.4 Estimated Fair Value of Financial Assets and Liabilities

For the fair value disclosures, the Company has to use considerable managements judgement to estimate fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amount that could be realized in a current market exchange.

The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value.

Cash and cash equivalents, temporary investments, trade accounts receivable, short-term loans to related parties, bank overdraft and short-term loans from financial institutions, trade accounts payable, and short-term loans from related parties; the carrying values approximate their fair values due to the relatively short period to maturity.

Long-term loan from financial institution, the carrying value is approximate its fair value due to having floating interest rate.

21. SEGMENT INFORMATION

The Company and its subsidiaries have been engaged in the food and bakery business. All business activities of the Company and its subsidiaries shall be classified by segments, based on revenues and results of operations, for the quarters ended March 31, 2011 and 2010 and total assets as at March 31, 2011 and December 31, 2010 for the Company and its subsidiaries as follows:

For the quarters ended March 31, 2011 and 2010:

Classified by Geographical Areas	Unit : Thousand Baht					
	Domestic		Overseas		Total	
	2011	2010	2011	2010	2011	2010
Revenues from sales and services	1,145,638	1,026,915	175,923	169,948	1,321,561	1,196,863
Net profit before non-controlling interest	86,704	60,374	(142)	7,948	86,562	68,322

As at March 31, 2011 and December 31, 2010:

Classified by Geographical Areas	Unit : Thousand Baht					
	Domestic		Overseas		Total	
	2011	2010	2011	2010	2011	2010
Total assets	2,320,084	2,393,969	373,042	372,999	2,693,126	2,766,968

22. COMMITMENTS AND LETTERS OF GUARANTEE

As at March 31, 2011 and December 31, 2010, the Company and its subsidiaries had commitments and letters of guarantee as follows:

22.1 Commitments to pay rental under long-term lease contracts are as follows:

Domestic branch, vehicles and computer equipment rental expenses

	Unit : Million Baht	
	As at March 31, 2011	As at December 31, 2010
Within 1 year	222.26	202.56
Over 1 year to 5 years	342.02	292.19
Over 5 years	19.98	20.75

Overseas branch rental expenses

	Unit : Million Pound Sterling	
	As at March 31, 2011	As at December 31, 2010
Within 1 year	0.46	0.43
Over 1 year to 5 years	1.79	1.85
Over 5 years	2.44	2.51

22.2 As at March 31, 2011 and December 31, 2010, the Company had outstanding capital commitments relating to hire of work and purchase of materials for the construction of new branches and shops of Baht 30.90 million and Baht 36.41 million, respectively.

22.3 As at March 31, 2011 and December 31, 2010, the Company has letters of guarantee issued by a bank to guarantee for electricity usage for the Company of Baht 31.68 million and Baht 31.90 million, respectively. Such amount included the letters of guarantee of Baht 0.58 million which deposit at bank was used as collateral (see Note 8.1).

22.4 As at March 31, 2011 and December 31, 2010, the Company has a letter of credit issued by a local commercial bank to guarantee loan of Patio International Limited, a subsidiary of S&P Global Co., Ltd, in the amount of TWD 3 million (see Note 12).

23. EVENT AFTER THE BALANCE SHEET DATE

On April 28, 2011, the annual general shareholders' meeting of the Company passed a resolution to distribute an annual dividend from the operations of the year 2010 for 98,081,673 shares at Baht 3.25 per share, totaling Baht 318.77 million. The dividend consists of interim dividend at Baht 1.25 per share totaling Baht 122.60 million which was paid on September 10, 2010 and additional dividend of 98,081,673 shares at Baht 2.00 per share, totaling Baht 196.17 million, which will be paid on May 19, 2011.

24. RECLASSIFICATIONS

Certain reclassifications have been made to the consolidated and separate financial statements as at December 31, 2010 and for the quarter ended March 31, 2010, to conform to the classifications used in the consolidated and separate financial statements as at March 31, 2011 and for the quarter ended March 31, 2011.

Items	Previously presented as	Reclassified to	Unit : Thousand Baht	
			Consolidated Financial statements Baht	Separate Financial statements Baht
Other non-current liabilities	Other non-current liabilities	Provision for employee severance pay	15,541	14,561
Management benefit expense	Administrative expenses	Management benefit expense	9,758	7,089

25. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements have been approved for issue by the authorized director of the Company on May 11, 2011.