

REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

TO THE SHAREHOLDERS AND BOARD OF DIRECTORS

S&P SYNDICATE PUBLIC COMPANY LIMITED

We have audited 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, which comprise the consolidated and separate statements of financial position as at December 31, 2014, and the related consolidated and separate statements of comprehensive income, changes in shareholders' 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 Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Thai Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the aforementioned consolidated and separate financial statements present fairly, in all material respects, the financial position of S&P Syndicate Public Company Limited and its subsidiaries and of S&P Syndicate Public Company Limited as at December 31, 2014, and financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

BANGKOK
February 20, 2015

Choopong Surachutikarn
Certified Public Accountant (Thailand)
Registration No. 4325
DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2014

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2014	2013	2014	2013
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	4.1	570,399,001	546,855,517	433,308,469	372,043,713
Temporary investments	5	321,395,736	439,211,582	314,111,001	427,086,031
Trade and other receivables	6 and 26	312,985,149	267,822,322	291,748,951	258,671,081
Loans to related parties	7 and 26	-	7,500,000	-	81,468,780
Inventories	8	328,832,472	317,951,587	312,052,973	302,752,505
Other current assets		11,115,461	15,559,977	11,144,289	6,824,789
Total Current Assets		<u>1,544,727,819</u>	<u>1,594,900,985</u>	<u>1,362,365,683</u>	<u>1,448,846,899</u>
NON-CURRENT ASSETS					
Deposits used as collateral	9	4,318,045	4,470,604	583,660	583,660
Investments in associates	10 and 26	85,995,168	62,510,912	73,995,000	48,998,000
Investments in subsidiaries	10 and 26	-	-	120,881,115	105,996,000
Other long-term investment	11	10,000,000	10,000,000	10,000,000	10,000,000
Loans to related parties	7 and 26	7,500,000	-	52,792,250	-
Property, plant and equipment	12	1,605,781,578	1,489,904,511	1,280,092,795	1,181,361,609
Leasehold rights	13	70,379,871	92,429,955	55,258,485	70,041,731
Intangible asset	14	13,633,168	13,781,941	13,331,438	13,624,219
Long-term deposits		225,521,985	213,664,495	167,378,288	153,926,464
Deferred tax assets	15	33,448,026	24,788,661	26,697,864	24,710,502
Other non-current assets		23,794,697	32,700,893	10,636,192	18,082,779
Total Non-current Assets		<u>2,080,372,538</u>	<u>1,944,251,972</u>	<u>1,811,647,087</u>	<u>1,627,324,964</u>
TOTAL ASSETS		<u><u>3,625,100,357</u></u>	<u><u>3,539,152,957</u></u>	<u><u>3,174,012,770</u></u>	<u><u>3,076,171,863</u></u>

Notes to the financial statements form an integral part of these statements

.....
 Pravesvudhi Raiva
 Director

.....
 Kessuda Raiva
 Director

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONTINUED)

AS AT DECEMBER 31, 2014

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2014	2013	2014	2013
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Bank overdrafts	16	905,810	2,057,658	-	-
Trade and other payables	17 and 26	933,113,847	880,487,100	788,055,415	764,522,574
Current portion of long-term borrowings					
from financial institutions	18	21,651,496	24,357,908	-	-
Corporate income tax payable		96,083,257	109,311,235	88,448,617	100,082,814
Provision for customer loyalty programmes		9,345,679	5,075,237	9,345,679	5,075,237
Other current liabilities		62,670,785	60,404,440	29,927,899	33,469,447
Total Current Liabilities		1,123,770,874	1,081,693,578	915,777,610	903,150,072
NON-CURRENT LIABILITIES					
Long-term borrowings from financial institutions	18	33,512,916	41,486,591	-	-
Deferred tax liabilities	15	2,129,730	2,438,114	-	-
Employee benefit obligation	19	110,522,944	112,832,717	105,648,566	105,722,258
Other non-current liabilities	20	36,477,005	9,487,486	34,347,132	5,843,882
Total Non-current Liabilities		182,642,595	166,244,908	139,995,698	111,566,140
TOTAL LIABILITIES		1,306,413,469	1,247,938,486	1,055,773,308	1,014,716,212

.....
 Pravesvudhi Raiva
 Director

.....
 Kessuda Raiva
 Director

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONTINUED)

AS AT DECEMBER 31, 2014

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2014	2013	2014	2013
LIABILITIES AND SHAREHOLDERS' EQUITY (CONTINUED)					
SHAREHOLDERS' EQUITY					
SHARE CAPITAL	22				
Authorized share capital					
490,408,365 ordinary shares of Baht 1 each		490,408,365		490,408,365	
98,081,673 ordinary shares of Baht 5 each			490,408,365		490,408,365
Issued and paid-up share capital					
490,408,365 ordinary shares of Baht 1 each, fully paid		490,408,365		490,408,365	
98,081,673 ordinary shares of Baht 5 each, fully paid			490,408,365		490,408,365
PREMIUM ON ORDINARY SHARES		689,980,549	689,980,549	689,980,549	689,980,549
RETAINED EARNINGS					
Appropriated					
Legal reserve	21	52,343,137	52,343,137	52,343,137	52,343,137
Unappropriated		1,035,818,446	990,972,640	885,507,411	828,723,600
OTHER COMPONENTS OF SHAREHOLDERS' EQUITY		(33,832,381)	(21,006,553)	-	-
TOTAL ATTRIBUTIONS TO OWNERS					
OF THE PARENT		2,234,718,116	2,202,698,138	2,118,239,462	2,061,455,651
NON-CONTROLLING INTERESTS		83,968,772	88,516,333	-	-
TOTAL SHAREHOLDERS' EQUITY		2,318,686,888	2,291,214,471	2,118,239,462	2,061,455,651
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		3,625,100,357	3,539,152,957	3,174,012,770	3,076,171,863

Notes to the financial statements form an integral part of these statements

.....
Pravesvudhi Raiva
Director

.....
Kessuda Raiva
Director

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2014	2013	2014	2013
Revenues from sales and services		7,256,854,663	7,000,152,983	6,075,849,330	6,046,715,384
Cost of sales and services		(3,936,797,971)	(3,804,207,560)	(3,622,268,347)	(3,547,575,068)
Gross profit		3,320,056,692	3,195,945,423	2,453,580,983	2,499,140,316
Dividend income	10 and 26	-	-	15,258,408	3,859,840
Unrealised gain on revaluation of trading securities		6,147,670	6,792,444	6,147,413	6,792,115
Interest income		2,525,995	8,295,673	4,477,180	8,751,210
Other income		81,165,868	69,300,480	87,879,253	57,672,326
Selling expenses		(240,455,324)	(271,225,555)	(216,137,032)	(247,798,917)
Administrative expenses		(2,478,290,733)	(2,175,675,961)	(1,659,748,079)	(1,517,468,227)
Management benefit expenses	26	(59,191,941)	(50,106,257)	(45,186,058)	(39,439,986)
Net gain (loss) on exchange rate		(5,017,549)	9,656,246	(2,528,434)	5,164,572
Finance costs		(2,889,378)	(4,277,009)	(302,421)	(122,836)
Share of profits of associates	26	5,746,165	9,017,635	-	-
Profit before income tax expense		629,797,465	797,723,119	643,441,213	776,550,413
Income tax expense	15	(132,861,968)	(163,093,118)	(130,431,174)	(150,741,432)
PROFIT FOR THE YEAR		496,935,497	634,630,001	513,010,039	625,808,981
OTHER COMPREHENSIVE INCOME (LOSS)					
Exchange differences on translation of financial statements		(15,306,834)	17,616,356	-	-
Unrealized gain on revaluation of available-for-sales securities (reversal)		(126,041)	188,625	-	-
Actuarial gain on defined employee benefit plan - net of tax		13,829,524	-	9,661,719	-
Income tax relating to components of other comprehensive income (loss)		25,208	(37,728)	-	-
TOTAL OTHER COMPREHENSIVE INCOME (LOSS)		(1,578,143)	17,767,253	9,661,719	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		495,357,354	652,397,254	522,671,758	625,808,981

.....
Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2014
CONSOLIDATED FINANCIAL STATEMENTS

UNIT : BAHT

Notes	Equity attributable to owners of the parent								Total attributions to owners of the parent	Treasury shares	Non-controlling interests	Total shareholders' equity	
	Issued and paid-up share capital	Premium on ordinary shares	Retained earnings		Unappropriated	Other components of shareholders' equity							
			Appropriated			Other comprehensive income (loss)							
			Legal reserve	Treasury shares reserve		Exchange differences on translation of financial statements	Unrealized gain on revaluation of available-for-sale securities	Income tax relating to components of other comprehensive income (loss)					
BEGINNING BALANCE													
	AS AT JANUARY 1, 2013	523,431,365	689,980,549	52,343,137	250,951,475	895,901,042	(35,161,589)	423,913	(84,782)	2,377,785,110	-250,951,475	65,950,502	2,192,784,137
22	Capital reduction due to treasury shares	(33,023,000)	-	-	-	(217,928,475)	-	-	-	(250,951,475)	250,951,475	-	-
23	Reversal of treasury shares reserve	-	-	-	(250,951,475)	250,951,475	-	-	-	-	-	-	-
	Increase in non-controlling interests												
	resulting from increasing the capital of subsidiaries	-	-	-	-	-	-	-	-	-	-	11,828,742	11,828,742
	Total comprehensive income for year 2013	-	-	-	-	626,018,218	13,665,008	188,625	-37,728	639,834,123	-	12,563,131	652,397,254
25	Dividends paid	-	-	-	-	-563,969,620	-	-	-	-563,969,620	-	-	(563,969,620)
25	Share dividends paid by subsidiary	-	-	-	-	-	-	-	-	-	-	(1,826,042)	(1,826,042)
ENDING BALANCE													
	AS AT DECEMBER 31, 2013	<u>490,408,365</u>	<u>689,980,549</u>	<u>52,343,137</u>	<u>-</u>	<u>990,972,640</u>	<u>(21,496,581)</u>	<u>612,538</u>	<u>(122,510)</u>	<u>2,202,698,138</u>	<u>-</u>	<u>88,516,333</u>	<u>2,291,214,471</u>

.....
Pravesvudhi Raiva
Director

.....
Kessuda Raiva
Director

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2014
CONSOLIDATED FINANCIAL STATEMENTS

UNIT : BAHT

	Notes	Equity attributable to owners of the parent						Non-controlling interests	Total shareholders' equity		
		Issued and paid-up share capital	Premium on ordinary shares	Retained earnings		Other components of shareholders' equity				Total attributions to owners of the parent	
				Appropriated	Unappropriated	Other comprehensive income (loss)					
				Legal reserve		Exchange differences on translation of financial statements	Unrealized gain on revaluation of available-for-sale securities	Income tax relating to components of other comprehensive income (loss)			
BEGINNING BALANCE AS AT JANUARY 1, 2014		490,408,365	689,980,549	52,343,137	990,972,640	(21,496,581)	612,538	(122,510)	2,202,698,138	88,516,333	2,291,214,471
Increase in non-controlling interests											
resulting from increasing the capital of subsidiaries		-	-	-	-	-	-	-	-	6,510	6,510
Total comprehensive income for year 2014		-	-	-	510,733,753	(12,724,995)	(126,041)	25,208	497,907,925	(2,550,571)	495,357,354
Dividends paid	25	-	-	-	-465,887,947	-	-	-	(465,887,947)	(2,003,500)	(467,891,447)
ENDING BALANCE AS AT DECEMBER 31, 2014		<u>490,408,365</u>	<u>689,980,549</u>	<u>52,343,137</u>	<u>1,035,818,446</u>	<u>(34,221,576)</u>	<u>486,497</u>	<u>(97,302)</u>	<u>2,234,718,116</u>	<u>83,968,772</u>	<u>2,318,686,888</u>

Notes to the financial statements form an integral part of these statements

.....
Pravesvudhi Raiva
Director

.....
Kessuda Raiva
Director

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2014
SEPARATE FINANCIAL STATEMENTS

UNIT : BAHT

	Notes	Issued and paid-up share capital	Premium on ordinary shares	Retained earnings		Treasury shares	Total Shareholders' equity	
				Appropriated				Unappropriated
				Legal reserve	Treasury shares reserve			
BEGINNING BALANCE AS AT JANUARY 1, 2013		523,431,365	689,980,549	52,343,137	250,951,475	733,861,239	-250,951,475	1,999,616,290
Capital reduction due to treasury shares	22	(33,023,000)	-	-	-	-217,928,475	250,951,475	-
Reversal of treasury shares reserve	23	-	-	-	(250,951,475)	250,951,475	-	-
Total comprehensive income for year 2013		-	-	-	-	625,808,981	-	625,808,981
Dividends paid	25	-	-	-	-	(563,969,620)	-	(563,969,620)
ENDING BALANCE AS AT DECEMBER 31, 2013		<u>490,408,365</u>	<u>689,980,549</u>	<u>52,343,137</u>	<u>-</u>	<u>828,723,600</u>	<u>-</u>	<u>2,061,455,651</u>
BEGINNING BALANCE AS AT JANUARY 1, 2014		490,408,365	689,980,549	52,343,137	-	828,723,600	-	2,061,455,651
Total comprehensive income for year 2014		-	-	-	-	522,671,758	-	522,671,758
Dividends paid	25	-	-	-	-	(465,887,947)	-	(465,887,947)
ENDING BALANCE AS AT DECEMBER 31, 2014		<u>490,408,365</u>	<u>689,980,549</u>	<u>52,343,137</u>	<u>-</u>	<u>885,507,411</u>	<u>-</u>	<u>2,118,239,462</u>

Notes to the financial statements form an integral part of these statements

.....
Pravesvudhi Raiva
Director

.....
Kessuda Raiva
Director

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT: BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2014	2013	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit before income tax expense		629,797,465	797,723,119	643,441,213	776,550,413
Adjustments :					
Depreciation and amortization		359,488,678	289,618,044	292,195,506	244,497,777
Unrealized (gain) loss on exchange rate		(47,301)	(822,941)	1,064,379	(1,693,580)
Unrealized gain on revaluation of trading securities		(6,147,670)	(6,792,444)	(6,147,413)	(6,792,115)
Doubtful accounts					
- trade receivables		-	31,800	-	-
- cash advance to a related party		-	-	-	460,541
- short-term loan to a related party		-	-	25,000,000	-
Share of profits of associates		(5,746,165)	(9,017,635)	-	-
Loss on impairment of fixed assets (reversal)		8,946,088	53,000	(751,181)	53,000
Loss on write-off of fixed assets		17,265,116	14,069,481	16,402,415	10,852,176
Loss on write-off of leasehold rights		-	773,942	-	773,942
Gain on sales of temporary investments		(5,650,552)	(3,919,357)	(5,365,584)	(3,919,357)
Loss on impairment of investment (reversal)		-	-	(4,997,000)	-
Gain on sales of fixed assets		(1,539,413)	(1,761,875)	(1,539,413)	(1,761,875)
Employee benefit obligation expense		21,259,780	17,732,054	19,328,055	16,894,354
Customer loyalty programmes expense		4,270,442	1,913,963	4,270,442	1,913,963
Dividend income		-	-	(15,258,408)	(3,859,840)
Interest income		(2,525,995)	(8,295,673)	(4,477,180)	(8,751,210)
Interest expense		2,889,307	4,277,009	302,421	122,836
Profit from operations before changes					
in operating assets and liabilities		1,022,259,780	1,095,582,487	963,468,252	1,025,341,025
Operating assets (increase) decrease					
Trade and other receivables		(44,987,980)	(12,870,329)	(29,585,421)	(26,611,811)
Inventories		(10,880,885)	(47,164,191)	(9,300,468)	(41,613,505)
Other current assets		4,444,516	(3,368,197)	(4,319,500)	449,112
Deposits used as collateral		-	20,000,000	-	20,000,000
Long-term deposits		(11,857,490)	(45,416,554)	(13,451,824)	(27,465,681)
Other non-current assets		3,926,565	(3,550,927)	2,466,956	(6,106,014)
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	(Pravesvudhi Raiva)			(Kessuda Raiva)	
	Director			Director	

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT: BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2014	2013	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES					
(CONTINUED)					
Operating liabilities increase (decrease)					
Trade and other payables		67,580,593	18,453,939	22,755,438	7,127,937
Other current liabilities		3,183,137	2,101,700	(2,624,756)	2,894,013
Other non-current liabilities		(2,423,239)	(174,099)	-	-
Cash paid for employee benefit obligations		(7,324,600)	-	(7,324,600)	-
Cash received from operations		1,023,920,397	1,023,593,829	922,084,077	954,015,076
Cash received from interest		2,548,523	10,332,809	1,182,105	10,788,346
Cash paid for interest		(2,719,934)	(4,015,091)	(65,705)	(122,836)
Cash paid for income tax		(157,447,916)	(190,039,509)	(146,468,163)	(178,892,935)
Net cash provided by operating activities		866,301,070	839,872,038	776,732,314	785,787,651
CASH FLOWS FROM INVESTING ACTIVITIES					
Cash payments for loans to related parties		-	-	-	(77,905,173)
Cash received from loans to a related party		-	-	2,564,850	4,996,188
Cash payments for purchases of temporary investments		(460,000,000)	(766,784,152)	(460,000,000)	(761,284,152)
Proceeds from sales of temporary investments		589,488,027	1,170,000,000	584,488,027	1,170,000,000
Cash payment for purchase of investment in an associate		(20,000,000)	-	(20,000,000)	-
Cash payment for purchase of investments in subsidiaries		-	-	(14,885,115)	(54,997,300)
Cash payments for purchases of fixed assets	4.2.1	(475,184,041)	(511,551,373)	(349,445,507)	(423,624,463)
Proceeds from sales of fixed assets		2,334,618	2,093,193	2,334,618	2,093,193
Proceeds from sales of leasehold right		3,549,150	-	-	-
Cash payments for purchases of intangible asset	4.2.1	(3,844,139)	(9,433,025)	(3,626,415)	(9,273,025)
Cash payments for purchases of leasehold right	4.2.1	(3,549,150)	(16,326,000)	(3,549,150)	(10,980,000)
Dividends received		2,261,908	3,859,840	15,258,408	3,859,840
Net cash provided by investing activities		(364,943,627)	(128,141,517)	(246,860,284)	(157,114,892)

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(Pravesvudhi Raiva)
Director

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(Kessuda Raiva)
Director

S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT: BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2014	2013	2014	2013
CASH FLOWS FROM FINANCING ACTIVITIES					
Increase (decrease) in bank overdrafts		(1,151,848)	2,057,658	-	-
Cash repayments for long-term borrowings from financial institutions		(29,028,221)	(72,554,781)	-	-
Proceeds from long-term borrowings from financial institutions		18,348,134	25,000,000	-	-
Cash repayments for finance lease liabilities	4.2.1	(1,808,476)	(6,645,900)	(1,808,476)	(6,645,900)
Dividends paid to non-controlling interests		(2,003,500)	-	-	-
Dividends paid	4.2.2	(466,648,725)	(563,912,242)	(466,648,725)	(563,912,242)
Cash received from non-controlling interests resulting from increasing the capital of subsidiaries		6,510	10,002,700	-	-
Net cash used in financing activities		<u>(482,286,126)</u>	<u>(606,052,565)</u>	<u>(468,457,201)</u>	<u>(570,558,142)</u>
Unrealized (loss) gain on exchange of cash and cash equivalents		(150,073)	691,097	(150,073)	633,785
Exchange rate differences on translation of financial statements		<u>4,622,240</u>	<u>(2,971,387)</u>	-	-
Increase in cash and cash equivalents		23,543,484	103,397,666	61,264,756	58,748,402
Cash and cash equivalents as at January 1,		<u>546,855,517</u>	<u>443,457,851</u>	<u>372,043,713</u>	<u>313,295,311</u>
CASH AND CASH EQUIVALENTS					
AS AT DECEMBER 31,	4.1	<u><u>570,399,001</u></u>	<u><u>546,855,517</u></u>	<u><u>433,308,469</u></u>	<u><u>372,043,713</u></u>

Notes to the financial statements form an integral part of these statements

.....
(Pravesvudhi Raiva)
Director

.....
(Kessuda Raiva)
Director

**S&P SYNDICATE PUBLIC COMPANY LIMITED AND SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2014**

1. GENERAL INFORMATION AND THE OPERATION OF THE COMPANY

S&P Syndicate Public Company Limited (“the Company”) was incorporated under the Civil and Commercial Code of Thailand as a limited company on October 14, 1973. Subsequently in May 1989, the Stock Exchange of Thailand registered the Company’s common shares as a listed security and the Company was transformed to Public Company Limited on April 20, 1994. The address of its head office is at Italthai Tower, 23rd and 24th Floor, No. 2034/100 - 107, New Petchburi Road, Kwaeng Bangkapi, Khet Huay Kwang, Bangkok.

S&P Syndicate Public Company Limited is the parent company within the group of companies. The principal business is the operation of a nationwide and international chain of restaurants and bakery shops, the production of bakery, frozen foods and other food products and food-service related businesses such as outside catering.

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

2.1 The Company maintains its accounting records in Thai Baht and prepares its statutory financial statements in Thai language in conformity with Thai Financial Reporting Standards and accounting practices generally accepted in Thailand.

2.2 The Company’s financial statements have been prepared in accordance with the Thai Accounting Standard (TAS) No. 1 (Revised 2012) “Presentation of Financial Statements”, and the Regulation of The Stock Exchange of Thailand (SET) dated January 22, 2001, regarding “the preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2544” and the Notification of the Department of Business Development dated September 28, 2011 regarding “The Brief Particulars in the Financial Statement B.E. 2554”.

For the convenience of readers, an English translation of the financial statements has been prepared from Thai language statutory financial statements which are issued for domestic financial reporting purposes.

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Pravesvudhi Raiva
Director

.....
Kessuda Raiva
Director

2.3 Thai Financial Reporting Standards affecting the presentation and/or disclosure in the current year financial statements

The Federation of Accounting Professions has issued the Notifications regarding Thai Financial Reporting Standards (TFRSs) which are effective for the financial statements for the periods beginning on or after January 1, 2014 onwards, as follows:

Thai Accounting Standards (“TAS”)

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 Venture
TAS 34 (Revised 2012)	Interim Financial Reporting
TAS 36 (Revised 2012)	Impairment of Assets
TAS 38 (Revised 2012)	Intangible Assets

Thai Financial Reporting Standards (“TFRS”)

TFRS 2 (Revised 2012)	Share - Based Payments
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

Thai Accounting Standards Interpretations (“TSIC”)

TSIC 15	Operating Leases - Incentives
TSIC 27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29	Disclosure - Service Concession Arrangements
TSIC 32	Intangible Assets - Web Site Costs

Thai Financial Reporting Standard Interpretations (“TFRIC”)

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 7	Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflationary Economies
TFRIC 10	Interim Financial Reporting and Impairment
TFRIC 12	Service Concession Arrangements
TFRIC 13	Customer Loyalty Programmes
TFRIC 17	Distributions of Non-cash Assets to Owners
TFRIC 18	Transfers of Assets from Customers

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

The Company's and its subsidiaries' management has assessed such Thai Financial Reporting Standards. Such TFRS have no significant impact on the Company and its subsidiaries' financial statements.

In addition, the Federation of Accounting Professions issued the Notification regarding the Conceptual Framework for Financial Reporting (Revised 2014), which was announced in the Royal Gazette and effective from October 15, 2014 onwards to replace the Accounting Framework (Revised 2009). Such Conceptual Framework for Financial Reporting has no material impact on these financial statements.

2.4 Thai Financial Reporting Standards announced in the Royal Gazette but not yet effective

The Federation of Accounting Professions has issued the Notifications regarding Thai Financial Reporting Standards (TFRSs), which are effective for the accounting periods beginning on or after January 1, 2015 onwards as follows:

Thai Accounting Standards (“TAS”)

TAS 1 (Revised 2014)	Presentation of Financial Statements
TAS 2 (Revised 2014)	Inventories
TAS 7 (Revised 2014)	Statement of Cash Flows
TAS 8 (Revised 2014)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (Revised 2014)	Events after the Reporting Period
TAS 11 (Revised 2014)	Construction Contracts
TAS 12 (Revised 2014)	Income Taxes
TAS 16 (Revised 2014)	Property, Plant and Equipment
TAS 17 (Revised 2014)	Leases
TAS 18 (Revised 2014)	Revenue
TAS 19 (Revised 2014)	Employee Benefits
TAS 20 (Revised 2014)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (Revised 2014)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (Revised 2014)	Borrowing Costs
TAS 24 (Revised 2014)	Related Party Disclosures
TAS 26 (Revised 2014)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (Revised 2014)	Separate Financial Statements
TAS 28 (Revised 2014)	Investments in Associates and Joint Ventures
TAS 29 (Revised 2014)	Financial Reporting in Hyperinflationary Economies
TAS 33 (Revised 2014)	Earnings per Share
TAS 34 (Revised 2014)	Interim Financial Reporting
TAS 36 (Revised 2014)	Impairment of Assets
TAS 37 (Revised 2014)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (Revised 2014)	Intangible Assets
TAS 40 (Revised 2014)	Investment Property

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Pravesvudhi Raiva
Director

.....
Kessuda Raiva
Director

Thai Financial Reporting Standards (“TFRS”)

TFRS 2 (Revised 2014)	Share-Based Payment
TFRS 3 (Revised 2014)	Business Combinations
TFRS 5 (Revised 2014)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (Revised 2014)	Exploration for and Evaluation of Mineral Resources
TFRS 8 (Revised 2014)	Operating Segments
TFRS 10	Consolidated Financial Statements
TFRS 11	Joint Arrangements
TFRS 12	Disclosure of Interests in Other Entities
TFRS 13	Fair Value Measurement

Thai Accounting Standards Interpretations (“TSIC”)

TSIC 10 (Revised 2014)	Government Assistance - No Specific Relation to Operating Activities
TSIC 15 (Revised 2014)	Operating Leases - Incentives
TSIC 25 (Revised 2014)	Income Taxes - Change in the Tax Status of an Enterprise or its Shareholders
TSIC 27 (Revised 2014)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSIC 29 (Revised 2014)	Disclosure - Service Concession Arrangements
TSIC 31 (Revised 2014)	Revenue - Barter Transactions Involving Advertising Services
TSIC 32 (Revised 2014)	Intangible Assets - Web Site Costs

Thai Financial Reporting Standard Interpretations (“TFRIC”)

TFRIC 1 (Revised 2014)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (Revised 2014)	Determining whether an Arrangement contains a Lease
TFRIC 5 (Revised 2014)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (Revised 2014)	Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflationary Economies
TFRIC 10 (Revised 2014)	Interim Financial Reporting and Impairment
TFRIC 12 (Revised 2014)	Service Concession Arrangements
TFRIC 13 (Revised 2014)	Customer Loyalty Programmes
TFRIC 14	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction. TAS 19 (Revised 2014) - Employee Benefits
TFRIC 15 (Revised 2014)	Agreements for the Construction of Real Estate
TFRIC 17 (Revised 2014)	Distributions of Non-cash Assets to Owners
TFRIC 18 (Revised 2014)	Transfers of Assets from Customers
TFRIC 20	Stripping Costs in the Production Phase of a Surface Mine

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Pravesvudhi Raiva
Director

.....
Kessuda Raiva
Director

The Federation of Accounting Professions has issued the Notification regarding Thai Financial Reporting Standard (TFRS), which is effective for the accounting period beginning on or after January 1, 2016 onwards as follows:

Thai Financial Reporting Standards (“TFRS”)

TFRS 4 (Revised 2014) Insurance Contracts

The Company’s and its subsidiaries’ management will adopt the above TFRSs relevant to the Company in the preparation of the Company’s and its subsidiaries’ financial statements when they become effective and the management is in the process to assess the impact of these TFRSs on the financial statements of the Company and its subsidiaries in the period of initial application.

2.5 Basis for preparation of consolidated financial statements

The consolidated financial statements for the years ended December 31, 2014 and 2013, include the financial statements of the Company and its subsidiaries in which the Company has controlled or invested over 50% of their voting rights.

These subsidiaries are detailed as follows:

	Business type	Country of registration	Percentage of shareholdings (%)	
			As at December 31, 2014	2013
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. ⁽¹⁾	Restaurant (Liquidation)	Thailand	-	99.99
S&P International Foods Co., Ltd.	Restaurant	Thailand	99.99	99.99
Umenohana S&P Co., Ltd.	Restaurant	Thailand	59.99	59.99
S&P International Foods (Cambodia) Co., Ltd. ⁽²⁾	Restaurant	Cambodia	99.96	-

(1) On February 26, 2014, the Board of Directors’ Meeting of the Company passed a resolution to approve the dissolution and liquidation of S&P Food Solution Co., Ltd. registered the dissolution with the Department of Business Development, Ministry of Commerce on July 7, 2014 and liquidated on October 10, 2014.

(2) On May 14, 2014, the Board of Directors’ Meeting of the Company passed a resolution to approve an investment in S&P International Foods (Cambodia) Co., Ltd. with the authorized share capital of Riel 1,830 million (equivalent to Baht 14.88 million). The Company holds 99.96% of such company’s capital. The Subsidiary registered with the Ministry of Commerce in Cambodia on April 30, 2014 and fully called and paid-up share capital.

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Pravesvudhi Raiva
Director

.....
Kessuda Raiva
Director

Additionally, the consolidated financial statements include the results from the financial statements of overseas subsidiaries, in which S&P Global Co., Ltd., 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 shareholdings (%)	
			As at December 31, 2014	2013
Shares held directly by S&P Global Co., Ltd.				
S&P Restaurant Limited	Restaurant	United Kingdom	96.00	96.00
Patara (Geneva) SA	Restaurant	Switzerland	62.00	62.00
Patara Fine Thai Cuisine Pte. Ltd.	Restaurant	Singapore	50.00	50.00
SK Catering Pte. Ltd.	Restaurant	Singapore	50.00	50.00
Patara Taiwan Company Limited ⁽¹⁾	Restaurant			
	(Liquidation)	Taiwan	-	50.00
Patio International Limited ⁽¹⁾	Restaurant			
	(Liquidation)	Taiwan	-	60.00
Patara International Restaurant Management (Beijing) Co., Ltd.	Restaurant	The People's Republic of China	91.86	91.86
Patara Restaurant, Vienna GmbH	Restaurant	Austria	52.25	52.25
Shares held indirectly by S&P Restaurant Limited				
Patara Fine Thai Cuisine Limited ⁽²⁾	Restaurant			
	(No operation)	United Kingdom	96.00	96.00
SUDA Limited ⁽²⁾	Restaurant			
	(No operation)	United Kingdom	96.00	96.00
Patara Restaurant, Vienna GmbH	Restaurant	Austria	40.80	40.80
Shares held indirectly by SK Catering Pte. Ltd.				
Bangkok Jam Co., Ltd.	Restaurant	Taiwan	50.00	50.00
Bangkok Jam Sdn. Bhd.	Restaurant	Malaysia	50.00	50.00

(1) In 2014, Patara Taiwan Company Limited and Patio International Limited were liquidated.

(2) S&P Restaurant Limited invested in Patara Fine Thai Cuisine Limited in 2006 and invested in SUDA Limited in 2010 in the amount of Pound 1 in each company, which is 100% holding of issued and paid-up share capital of each company. As a result, S&P Global Co., Ltd. indirectly held the shares of Patara Fine Thai Cuisine Limited and SUDA Limited by 96%. Those companies have not commenced operations.

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

The consolidated financial statements for the years ended December 31, 2014 and 2013, included 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 Patara Fine Thai Cuisine Pte. Ltd., respectively.

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

2.6 Assets and investments recorded by the equity method as at December 31, 2014 and 2013, revenues and the share of profit (loss) from investments recorded by the equity method in associates for the years ended December 31, 2014 and 2013 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 as percentage of total assets As at December 31,		Investments recorded by the equity method as percentage of net assets As at December 31,		Revenues as percentage of consolidated revenues for the years ended December 31,		Share of profit (loss) as percentage of net profit for the years ended December 31,	
	2014	2013	2014	2013	2014	2013	2014	2013
Shares held by S&P Syndicate Public Company Limited								
Subsidiaries:								
S&P Global Co., Ltd. and subsidiaries (Proportion of subsidiaries of S&P Global Co., Ltd. are presented below)	13.54	14.41	-	-	13.67	12.60	-	-
S&P Asset Co., Ltd.	0.33	0.52	-	-	0.09	0.14	-	-
S&P Food Solution Co., Ltd.	-	0.01*	-	-	-	-	-	-
S&P International Foods Co., Ltd.	2.64	2.55	-	-	1.83	0.64	-	-
Umenohana S&P Co., Ltd.	0.67	0.93	-	-	0.65	0.20	-	-
S&P International Foods (Cambodia) Co., Ltd.	0.76*	-	-	-	0.17*	-	-	-
Associates:								
HD Distributors (Thailand) Co., Ltd.	-	-	2.74*	2.67*	-	-	0.93*	1.64*
Foodhouse Catering Service Co., Ltd.	-	-	0.21*	0.06*	-	-	0.71*	0.30*
The Thai Cuisine Co., Ltd. **	-	-	0.76*	-	-	-	(0.48)*	-
	<u>17.94</u>	<u>18.42</u>	<u>3.71</u>	<u>2.73</u>	<u>16.41</u>	<u>13.58</u>	<u>1.16</u>	<u>1.94</u>

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

** On May 14, 2014, the Company invested in The Thai Cuisine Co., Ltd. with the authorized share capital of Baht 40 million. The Company holds 50% of such associate's authorized share capital.

.....
Pravesvudhi Raiva
Director

.....
Kessuda Raiva
Director

COMPANY'S NAME	CONSOLIDATED FINANCIAL STATEMENTS					
	Assets of subsidiaries as percentage of total assets As at December 31,		Investments recorded by the equity method as percentage of net assets As at December 31,		Revenues as percentage of consolidated revenues for the years ended December 31,	
	2014	2013	2014	2013	2014	2013
Shares held by S&P Global Co., Ltd.						
S&P Restaurant Limited	6.60	6.50	-	-	5.18	4.76
Patara (Geneva) SA	0.45*	0.66*	-	-	1.04*	1.07*
Patara Fine Thai Cuisine Pte. Ltd.	0.44*	0.40*	-	-	0.65*	0.70*
SK Catering Pte. Ltd.	3.46*	2.77*	-	-	5.06*	4.26*
Patara Taiwan Company Limited	-	0.01*	-	-	-	-
Patio International Limited	-	-	-	-	-	-
Patara International Restaurant Management (Beijing) Co., Ltd.	0.44*	0.42*	-	-	0.25*	0.26*
Patara Restaurant, Vienna GmbH	1.36*	1.80*	-	-	0.78*	0.73*
	<u>12.75</u>	<u>12.56</u>	<u>-</u>	<u>-</u>	<u>12.96</u>	<u>11.78</u>
Shares held directly by SK Catering Pte. Ltd.						
Bangkok Jam Co., Ltd.	0.30*	0.52*	-	-	0.49*	0.54*
Bangkok Jam Sdn. Bhd	0.07*	0.28*	-	-	0.22*	0.28*
	<u>13.12</u>	<u>13.36</u>	<u>-</u>	<u>-</u>	<u>13.67</u>	<u>12.60</u>

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

.....
Pravesvudhi Raiva
Director

.....
Kessuda Raiva
Director

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the measurement basis of historical cost except as disclosed in the significant accounting policies as follows:

3.1 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and all types of deposits at financial institutions with the original maturities of three months or less from the date of acquisition, excluding deposit at financial institutions used as collateral.

3.2 Temporary investments

Temporary investments consist of investment in trading securities, available-for-sale securities, time deposits with maturity term over 3 months up to 12 months and held-to-maturity debt security due within 12 months and without obligation.

Investments in trading securities are carried at fair value. Realized gains and losses from the sales of trading securities and unrealized gain and loss on the changes in fair values are recognized in statements of comprehensive income.

Investments in available-for-sales securities are carried at fair value, differences between book value and fair value of available-for-sales securities are recorded as unrealized gain (loss) on the changes in fair values of investments under shareholders' equity.

3.3 Allowance for doubtful accounts

Allowance for doubtful accounts is provided at the estimated collection losses on receivables. Such estimate based on the Company's and subsidiaries' collection experiences of each receivable.

3.4 Inventories

Inventories of the Company and its subsidiaries are carried at the lower of cost or net realizable value. The cost of inventories of the Company and its four subsidiaries are calculated by using the weighted average cost method and of the other three subsidiaries are calculated by using the first-in, first-out method.

3.5 Investments in associates and subsidiaries

Investments in associates and subsidiaries are presented by the cost method in the separate financial statements.

Investments in associates are presented by the equity method in the consolidated financial statements.

In the case where impairment of investment is occurred, the impairment loss of investment will be charged to the statement of comprehensive income.

.....
Pravesvudhi Raiva
Director

.....
Kessuda Raiva
Director

3.6 Other long-term investment

Other long-term investment is debt security which the Company has the intent and ability to hold until maturity is classified as held-to-maturity and carried at the amortized cost, net of allowances for impairment (if any.)

3.7 Property, plant and equipment

Land of the Company is stated at cost less provision for impairment (if any.)

Plant and equipment of the Company and its subsidiaries are stated at cost, less accumulated depreciation and provision for impairment (if any.)

Depreciation of plant and equipment of the Company and its subsidiaries is calculated by the straight-line method over the estimated useful lives of the assets as follows:

Buildings and building improvements	5 - 30 years
Factory buildings	5 - 30 years
Machinery and equipment	5 - 15 years
Furniture and equipment	3 - 5 years
Vehicles	5 years

In the case where impairment of property, plant and equipment is occurred, the loss on impairment will be charged to the statement of comprehensive income.

Dismantling, moving and renovating assets location cost which the Company obligates when receiving such asset. The Company recognizes them at the cost of assets and depreciates them.

3.8 Intangible asset

Intangible asset consists of computer software development cost.

Intangible asset is stated at costs less accumulated amortization.

Amortization is calculated by the straight-line method, based on the estimated useful lives of the assets as follows:

Computer software development costs	5 years
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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

3.9 Leasehold rights

Leasehold rights of the Company and its subsidiaries consist of leasehold rights for land and buildings, which are stated at cost, less accumulated amortization.

Amortization of leasehold rights of the Company and its subsidiaries are calculated by using the straight-line method over the lease periods as follows:

Leasehold rights of the Company - land and buildings	3 - 30 years
Leasehold rights of subsidiaries - buildings	15 - 20 years

3.10 Impairment

The carrying amounts of the assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amounts of asset is estimated.

The Company recognizes impairment loss when the recoverable amount of an asset is lower than its carrying amount. The recoverable amount is the higher of the asset's fair value less cost to sell and its value in use. The Company determines the value by estimating the present value of future cash flows generated by the asset, discounted using a pre-tax discount rate which reflects current market assessments of the time value of money and the risk specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. The calculation reflects the amount that the Company could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

The Company and its subsidiaries recognizes an impairment loss as expense in the statement of comprehensive income.

Reversal of an impairment loss

The Company reverses impairment loss of asset (if any), which had been recognized in the prior periods, if there is an indicator for impairment may no longer exist or may have decreased which the recoverable amount must be estimated.

3.11 Provision for customer loyalty program

The provision for customer loyalty program represents current obligations arising from reward point program granted to the Company's customers, which is calculated based on the estimates of redemption rate of the accumulated points used by the customers for the rewards and the average prices of the rewards and is presented as current liabilities in the statement of financial position.

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

3.12 Employee benefit obligation

The Company and its subsidiaries have accounted for post-employment benefits obligation under the Thai Labor Protection Act at the end of reporting period based on actuarial assumptions using Projected Unit Credit Method, such as discount rates, mortality rates, normal retirement age, salary increase rates and turnover rates, etc.

The expense for defined employee benefit plans is recognized as personnel expenses in the statement of comprehensive income.

The actuarial gains (losses) are recognized in other comprehensive income and transferred in full to the retained earnings in the period in which they arise.

3.13 Leases

Operating lease

Long-term lease for assets which a significant portion of the risks and rewards of ownership are still retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

When an operating lease is terminated before the lease period expired, any payment required to be made to the lessor by way of penalty is recognized as an expense in the period in which termination takes place.

Finance lease

Lease in which substantially all the risk and reward of ownership, other than legal title is transferred to the Company is accounted for as a finance lease. The Company capitalized the asset and liabilities in statements of financial position in the amount at the lower of estimated present value of the underlying lease payments or at the fair value of the leased asset at the contractual date. The leased assets are depreciated using the straight-line method over their estimated useful lives. Financial charge is calculated by the effective interest rate method over the term of contracts. Financial charge and depreciation are recognized as expenses in the statements of comprehensive income.

3.14 Provident fund

The contribution paid by the Company and its domestic subsidiaries to the provident funds of employees is recognized as an expense in the statement of comprehensive income when the transactions occurred.

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Pravesvudhi Raiva
Director

.....
Kessuda Raiva
Director

3.15 Foreign currency transactions

Transactions in foreign currencies occurred during the year are translated into Baht at the rates of exchange prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies outstanding at the end of the reporting period are retranslated into Baht at the exchange rates prevailing on that date as determined by the Bank of Thailand. Gains or losses on retranslation are included in the statement of comprehensive income.

The translation of foreign financial statements into Baht for the purpose of preparing the consolidated financial statements is determined by using the following rates:

- a. Assets and liabilities are retranslated at the closing rate at the statements of financial position date.
- b. Shareholders' equity is retranslated at the rates prevailing on the transaction dates.
- c. Revenues and expenses are retranslated at the average rate during the period.

Gain (loss) on translation of foreign financial statements is shown under shareholders' equity.

3.16 Recognition of revenues and expenses

Revenues from the sales of goods are recognized as revenue when the significant risks and rewards of ownership are transferred to the buyer. For domestic sales, title is considered to have passed when goods are dispatched to customers. For export sales, sales are recognized when goods are shipped and significant risks and rewards are passed to the buyer according to the shipment term. Sales are presented by deducting discounts, purchase volume discount and goods returned.

Revenues from services are recognized as revenue when the services are rendered.

Revenues from dividend from investments are recognized as income when the dividend is declared.

Interest income and other income are recognized on an accrual basis.

Expenses are recognized on an accrual basis.

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

3.17 Taxation

Tax expense (tax income) comprises the sum of current tax in respect of the current year and deferred tax.

- Current tax

Current tax represents tax currently payable which is based on taxable profit for the period. Taxable profit differs from profit as reported in the statement of income because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

- Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit (tax base). Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for temporary differences to the extent that it is probable that taxable profits will be available against which those temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each of the end of reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the asset is recognized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off the current tax asset against current tax liabilities and the Company intends to settle such current tax liability and asset on a net basis or intends to recognize the asset and settle the liability simultaneously.

Current and deferred tax are recognized as income or expense and included in profit or loss for the period.

Income tax expense related to profit or loss from normal activities are presented in the statement of comprehensive income except for current and deferred taxes of related items that recognized directly in the shareholders' equity in the same or different period.

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

3.18 Basic earnings per share

Basic earnings per share are calculated by dividing profit attributable to the ordinary equity holders of the parent for the year by the weighted average number of ordinary shares outstanding during the year.

3.19 Use of management's judgment

The preparation of financial statements in accordance with Thai Financial Reporting Standards 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, liabilities and 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.

4. SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION

4.1 Cash and cash equivalents

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

	Consolidated		Unit : Thousand Baht	
	Financial Statements	Financial Statements	Separate	Separate
	2014	2013	2014	2013
Cash on hand	9,156	8,564	7,491	7,344
Bank deposits in savings and current accounts	526,640	509,696	398,618	336,253
Time deposits with maturity not more than 3 months (interest rates 0.62% - 1.25% per annum and 1.25% per annum, respectively)	34,603	28,596	27,199	28,446
	<u>570,399</u>	<u>546,856</u>	<u>433,308</u>	<u>372,043</u>

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Director

4.2 Non-cash transactions are as follows:

4.2.1 Liabilities incurred from acquisition of fixed assets as at December 31, consist of:

	Consolidated		Unit : Thousand Baht Separate	
	Financial Statements 2014	Financial Statements 2013	Financial Statements 2014	Financial Statements 2013
Liabilities incurred from acquisition of fixed assets as at January 1,	86,263	64,167	66,169	45,232
<u>Add</u> Purchases of fixed assets during the years	501,589	536,629	390,589	447,543
Purchases of intangible asset during the years	3,844	9,433	3,626	9,273
Purchases of leasehold rights during the years	3,549	16,326	3,549	10,980
<u>Less</u> Provision for costs of dismantling, removing and restoring the site	(30,067)	-	(29,143)	-
Advance payments for purchases of machine paid in the prior year	(10,463)	-	(10,463)	-
Cash payments				
- fixed assets	(475,184)	(511,552)	(349,445)	(423,625)
- intangible assets	(3,844)	(9,433)	(3,626)	(9,273)
- leasehold rights	(3,549)	(16,326)	(3,549)	(10,980)
Purchases of fixed assets under finance lease agreements	-	(2,981)	-	(2,981)
Liabilities incurred from acquisition of fixed assets as at December 31,	<u>72,138</u>	<u>86,263</u>	<u>67,707</u>	<u>66,169</u>
Liabilities under finance lease agreements (Presented in other current liabilities and other non-current liabilities in the statement of financial position)				
Balance as at January 1,	2,955	6,620	2,955	6,620
<u>Add</u> Purchases of fixed assets under finance lease agreements	-	2,981	-	2,981
<u>Less</u> Cash payments	(1,809)	(6,646)	(1,809)	(6,646)
Balance as at December 31,	<u>1,146</u>	<u>2,955</u>	<u>1,146</u>	<u>2,955</u>
Rental expenses under finance lease agreements				
Not later than 1 year	891	1,809	891	1,809
Later than 1 year but not later than 5 years	255	1,146	255	1,146
	<u>1,146</u>	<u>2,955</u>	<u>1,146</u>	<u>2,955</u>

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Director

4.2.2 Accrued dividends as at December 31, consist of:

	Consolidated		Unit : Thousand Baht	
	Financial Statements		Separate	
	2014	2013	2014	2013
Accrued dividends as at January 1,	1,051	993	1,051	993
<u>Add</u> Dividends declaration during the year	465,887	563,970	465,887	563,970
<u>Less</u> Dividends paid	(466,648)	(563,912)	(466,648)	(563,912)
Accrued dividends as at December 31,	<u>290</u>	<u>1,051</u>	<u>290</u>	<u>1,051</u>

4.3 Amounts of total unused credit facilities as at December 31, are as follows:

	Million		Million		Million		Million	
	Baht		Pound Sterling		US Dollars		Euro	
	2014	2013	2014	2013	2014	2013	2014	2013
Short-term borrowings	355.00	355.00	-	-	-	-	-	-
Bank overdrafts	91.00	91.00	0.20	0.16	-	-	0.10	0.10
Letters of guarantee	247.26	299.00	-	-	-	-	-	-
FOREX Credit Limit	95.00	95.00	-	-	1.00	1.00	-	-
Total	<u>788.26</u>	<u>840.00</u>	<u>0.20</u>	<u>0.16</u>	<u>1.00</u>	<u>1.00</u>	<u>0.10</u>	<u>0.10</u>

5. TEMPORARY INVESTMENTS

Temporary investments as at December 31, consist of:

	Consolidated		Unit : Thousand Baht	
	Financial Statements		Separate	
	2014	2013	2014	2013
Time deposits with maturity more than 3 months but not more than 1 year (interest rates 2.5% per annum)	13	13	-	-
Trading securities				
- Fixed income open-ended funds	182,604	206,563	182,604	206,563
- Private funds	131,507	220,523	131,507	220,523
Available-for-sales securities				
- Fixed income open-ended funds	7,272	12,113	-	-
Total temporary investments	<u>321,396</u>	<u>439,212</u>	<u>314,111</u>	<u>427,086</u>

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Director

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Director

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

As at December 31, 2014

	Unit : Thousand Baht		
	Cost value As at December 31, 2014	Unrealized gain on revaluation of temporary investments	Fair value As at December 31, 2014
Trading securities			
- Fixed income open-ended funds	181,887	717	182,604
- Private funds	126,077	5,430	131,507
Available-for-sales securities			
- Fixed income open-ended funds	6,785	487	7,272

As at December 31, 2013

	Unit : Thousand Baht		
	Cost value As at December 31, 2013	Unrealized gain on revaluation of temporary investments	Fair value As at December 31, 2013
Trading securities			
- Fixed income open-ended funds	205,546	1,017	206,563
- Private funds	200,000	20,523	220,523
Available-for-sales securities			
- Fixed income open-ended funds	11,500	613	12,113

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

As at December 31, 2014

	Unit : Thousand Baht		
	Cost value As at December 31, 2014	Unrealized gain on revaluation of temporary investments	Fair value As at December 31, 2014
Trading securities			
- Fixed income open-ended funds	181,887	717	182,604
- Private funds	126,077	5,430	131,507

As at December 31, 2013

	Unit : Thousand Baht		
	Cost value As at December 31, 2013	Unrealized gain on revaluation of temporary investments	Fair value As at December 31, 2013
Trading securities			
- Fixed income open-ended funds	205,546	1,017	206,563
- Private funds	200,000	20,523	220,523

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Director

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Kessuda Raiva
Director

6. TRADE AND OTHER RECEIVABLES

Trade and other receivables as at December 31, consist of:

	Consolidated		Unit : Thousand Baht	
	Financial Statements		Separate	
	2014	2013	2014	2013
Trade receivables - other companies	263,557	233,070	231,940	222,422
Trade receivables - related parties	2,534	2,460	20,250	6,261
	<u>266,091</u>	<u>235,530</u>	<u>252,190</u>	<u>228,683</u>
<u>Less</u> Allowance for doubtful accounts	(2,575)	(2,575)	(2,152)	(3,948)
Total trade receivables	<u>263,516</u>	<u>232,955</u>	<u>250,038</u>	<u>224,735</u>
Advance payments to related parties	392	565	22,874	22,785
<u>Less</u> Allowance for doubtful accounts	-	-	-	(2,966)
	<u>392</u>	<u>565</u>	<u>22,874</u>	<u>19,819</u>
Other receivables - other companies	10,447	5,984	162	4,195
Accrued income - related parties	125	94	4,965	1,154
Prepaid expenses	38,505	28,224	13,710	8,768
Total trade and other receivables	<u>312,985</u>	<u>267,822</u>	<u>291,749</u>	<u>258,671</u>

Trade receivables as at December 31, 2014 and 2013 are classified by aging as follows:

	Consolidated		Unit : Thousand Baht	
	Financial Statements		Separate	
	2014	2013	2014	2013
Trade receivables				
Other companies				
Current	123,284	111,431	92,090	101,205
Overdue				
3 months or less	136,723	115,378	136,723	115,378
Over 3 months up to 6 months	309	3,573	309	3,573
Over 6 months up to 12 months	286	89	286	89
Over 12 months	2,955	2,599	2,532	2,177
Total	<u>263,557</u>	<u>233,070</u>	<u>231,940</u>	<u>222,422</u>
Related parties				
Current	2,168	1,068	4,698	3,020
Overdue				
3 months or less	254	1,313	6,668	1,313
Over 3 months up to 6 months	87	42	6,315	42
Over 6 months up to 12 months	1	16	2,490	71
Over 12 months	24	21	79	1,815
Total	<u>2,534</u>	<u>2,460</u>	<u>20,250</u>	<u>6,261</u>
Total trade receivables	<u>266,091</u>	<u>235,530</u>	<u>252,190</u>	<u>228,683</u>
<u>Less</u> Allowance for doubtful accounts	(2,575)	(2,575)	(2,152)	(3,948)
Trade receivables	<u>263,516</u>	<u>232,955</u>	<u>250,038</u>	<u>224,735</u>

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Director

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Kessuda Raiva
Director

7. LOANS TO RELATED PARTIES

Loans to related parties as at December 31, consist of:

	Outstanding principal	Interest rate % per annum	Consolidated Financial Statements		Unit : Thousand Baht Separate Financial Statements	
			2014	2013	2014	2013
Loans to related parties						
Subsidiaries						
Patio International Limited	TWD 3 million	3.5	-	-	-	3,178
SK Catering Pte. Ltd.	SGD 0.1 million	3.0	-	-	-	2,565
Patara Restaurant, Vienna GmbH	Baht 49.97 million	3.0	-	-	49,974	49,974
S&P Restaurant Limited	GBP 0.4 million	3.0	-	-	20,318	21,430
An associate						
Foodhouse Catering Services Co., Ltd.	Baht 7.5 million	5.0	7,500	7,500	7,500	7,500
			7,500	7,500	77,792	84,647
<u>Less</u> Allowance for doubtful accounts			-	-	(25,000)	(3,178)
Total loans to related parties			7,500	7,500	52,792	81,469
Presented in the statements of financial position as follows:						
Loans to related parties - current assets			-	7,500	-	81,469
Loans to related parties - non-current assets			7,500	-	52,792	-
			7,500	7,500	52,792	81,469

- Patio International Limited ceased its operation and registered the dissolution since December 2011, which the Company fully recognized allowance for doubtful accounts. Subsequently in 2014, such subsidiary has liquidated. Therefore, the Company has written off such loan.
- The Company has received such loan repayment from SK Catering Pte. Ltd. in full amount in 2014.
- On June 6, 2013, the Company granted a loan in the amount of Baht 49.97 million to Patara Restaurant, Vienna GmbH, in order to repay the loan from a financial institution. Such subsidiary issued a promissory note to the Company and the note is callable on demand.

As such subsidiary has retained deficits as at December 31, 2014 of Baht 92.02 million; therefore, the Company considered to provide an allowance for doubtful accounts of loan to such subsidiary of Baht 25 million, which was recognized as administrative expenses in the separate statements of comprehensive income for the year ended December 31, 2014.

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Director

- On November 25, 2013, the Company granted a loan in the amount of GBP 0.4 million to S&P Restaurant Limited in order to purchase a building. Such loan is due within 1 year.
- On January 5, 2012, the Company entered into a settle debts memorandum with Foodhouse Catering Services Co., Ltd. The Company had trade receivable and cash advance with such company as at December 31, 2011 of Baht 6.78 million and Baht 4.68 million, respectively, which were converted to short-term loan in the form of promissory note of Baht 7.5 million and is callable on demand.

As at December 31, 2014, loans to Patara Restaurant, Vienna GmbH, S&P Restaurant Limited and Foodhouse Catering Services Co., Ltd., the Company anticipated to be collectible from such loans to related parties after 12 months and presented as the non-current assets.

8. INVENTORIES

Inventories as at December 31, consist of:

	Consolidated		Unit : Thousand Baht	
	Financial Statements	Financial Statements	Separate	Financial Statements
	2014	2013	2014	2013
Finished goods	101,686	96,485	101,607	96,485
Work in process	55	60	55	60
Raw materials	159,152	139,715	143,748	126,242
Packaging materials	54,863	67,863	54,315	67,226
Spare parts and supplies	12,540	12,914	11,792	11,825
Goods in transit	536	915	536	915
Total inventories	<u>328,832</u>	<u>317,952</u>	<u>312,053</u>	<u>302,753</u>

For the years ended December 31, 2014 and 2013, the costs of inventories recognized as an expense during the year in the consolidated financial statements are Baht 3,937 million and Baht 3,804 million, respectively, and in the separate financial statements are Baht 3,622 million and Baht 3,547 million, respectively.

9. DEPOSITS USED AS COLLATERAL

- 9.1 As at December 31, 2014 and 2013, cash at banks of the Company of Baht 0.58 million was used as collateral against the letters of guarantee from a bank for electricity usage (see Note 32.3).
- 9.2 As at December 31, 2014 and 2013, the 12-month fixed deposit of SK Catering Pte. Ltd. of SGD 150,000 (equivalent to Baht 3.73 million and Baht 3.89 million, respectively) was pledged as collateral for loans of Bangkok Jam Co., Ltd. with a commercial bank (see Note 18 (2)).

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Director

10. INVESTMENTS IN ASSOCIATES AND SUBSIDIARIES

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

	Type of business	Relationship	Paid-up capital		Percentage of shareholding (%)		At cost method		Unit : Thousand Baht At equity method	
			2014	2013	2014	2013	2014	2013	2014	2013
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	100,000	47.99	47.99	48,998	48,998	63,475	61,128
Foodhouse Catering Services Co., Ltd.	Catering	Co-shareholders and co-management team	10,000	10,000	49.97	49.97	4,997	4,997	4,900	1,383
The Thai Cuisine Co., Ltd.	Culinary School	Co-shareholders and co-management team	40,000	-	50.00	-	20,000	-	17,620	-
							<u>73,995</u>	<u>53,995</u>	<u>85,995</u>	<u>62,511</u>
<u>Less</u>	Allowance for impairment of investment									
	- Foodhouse Catering Services Co., Ltd.						-	(4,997)	-	-
	Total investments in associates						<u>73,995</u>	<u>48,998</u>	<u>85,995</u>	<u>62,511</u>

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Director

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Kessuda Raiva
Director

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

	Type of business	Relationship	Paid-up capital		Percentage of shareholding (%)		At cost method		Unit : Thousand Baht Dividend income For the year ended December 31,	
			2014	2013	2014	2013	2014	2013	2014	2013
Shares held by S&P Syndicate Public Co., Ltd.										
Associates :										
HD Distributors (Thailand) Co., Ltd.	Agency for food distribution	Co-shareholders and co-management team	100,000	100,000	47.99	47.99	48,998	48,998	2,262	3,860
Foodhouse Catering Services Co., Ltd.	Catering	Co-shareholders and co-management team	10,000	10,000	49.97	49.97	4,997	4,997	-	-
The Thai Cuisine Co., Ltd.	Culinary School	Co-shareholders and co-management team	40,000	-	50.00	-	20,000	-	-	-
							<u>73,995</u>	<u>53,995</u>		
<u>Less</u> Allowance for impairment of investment - Foodhouse Catering Services Co., Ltd.							-	(4,997)		
Total investments in associates							<u>73,995</u>	<u>48,998</u>		
Subsidiaries :										
S&P Global Co., Ltd.	Invest in other companies	Co-shareholders and co-management team	50,000	50,000	80.00	80.00	40,000	40,000	8,000	-
S&P Asset Co., Ltd.	Office rental	Co-shareholders and co-management team	1,000	1,000	99.93	99.93	999	999	4,996	-
S&P Food Solution Co., Ltd.	Restaurant (Liquidated)	Co-shareholders and co-management team	20,000	20,000	99.99	99.99	-	10,034	-	-
S&P International Foods Co., Ltd.	Restaurant	Co-shareholders and co-management team	50,000	50,000	99.99	99.99	49,997	49,997	-	-
Umenohana S&P Co., Ltd.	Restaurant	Co-shareholders and co-management team	25,000	25,000	59.99	59.99	15,000	15,000	-	-
S&P International Foods (Cambodia) Co., Ltd.	Restaurant	Co-shareholders and co-management team	14,891	-	99.96	-	14,885	-	-	-
							<u>120,881</u>	<u>116,030</u>		
<u>Less</u> Allowance for impairment of investment - S&P Food Solution Co., Ltd.							-	(10,034)		
Total investments in subsidiaries							<u>120,881</u>	<u>105,996</u>		
Total dividend income									<u>15,258</u>	<u>3,860</u>

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Director

Kessuda Raiva
Director

11. OTHER LONG-TERM INVESTMENT

Other long-term investment as at December 31, consist of:

	Consolidated		Unit : Thousand Baht	
	Financial Statements		Separate	
	2014	2013	2014	2013
Security Held-to-Maturity				
Subordinated debenture 10 years (interest rate at 4.375% per annum)	10,000	10,000	10,000	10,000

12. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment as at December 31, consist of:

As at December 31, 2014

	Consolidated Financial Statements					Unit : Thousand Baht
	Balance as at	Additions	Disposals	Transfer in	Differences on	Balance as at
	January 1, 2014			(Transfer out)	Translation of Financial Statements	December 31, 2014
Cost						
Land	279,483	-	-	-	-	279,483
Buildings and building improvements	200,068	19,551	(186)	19,954	(9,669)	229,718
Factory buildings	200,260	-	-	-	-	200,260
Machinery and equipment	1,094,053	70,044	(14,952)	76,057	(6,443)	1,218,759
Furniture and equipment						
- Offices and factories	602,468	36,596	(13,696)	-	-	625,368
- Restaurants and bakery shops	1,319,390	134,211	(42,412)	90,435	(17,366)	1,484,258
Vehicles	60,162	2,639	(2,645)	1,336	(105)	61,387
Total cost	3,755,884	263,041	(73,891)	187,782	(33,583)	4,099,233
Accumulated depreciation						
Buildings and building improvements	(82,799)	(5,235)	107	-	1,508	(86,419)
Factory buildings	(120,520)	(6,350)	-	-	-	(126,870)
Machinery and equipment	(786,646)	(102,812)	12,534	-	6,116	(870,808)
Furniture and equipment						
- Offices and factories	(436,688)	(50,257)	13,286	-	-	(473,659)
- Restaurants and bakery shops	(859,925)	(167,816)	25,107	-	10,633	(992,001)
Vehicles	(41,351)	(7,279)	2,345	-	104	(46,181)
Total accumulated depreciation	(2,327,929)	(339,749)	53,379	-	18,361	(2,595,938)
Building improvements and equipment under construction and installation	63,002	238,548	(1,314)	(187,782)	32	112,486
	1,490,957					1,615,781
Less Allowance for impairment - building improvements and equipment	(1,053)	(9,697)	751	-	-	(9,999)
Property, plant and equipment	1,489,904					1,605,782

Pravesvudhi Raiva
Director

Kessuda Raiva
Director

As at December 31, 2013

Unit : Thousand Baht

	Consolidated Financial Statements					Balance as at December 31, 2013
	Balance as at January 1, 2013	Additions	Disposals	Transfer in/ (Transfer out)/ Reclassifications	Differences on Translation of Financial Statements	
Cost						
Land	261,053	18,430	-	-	-	279,483
Buildings and building improvements	185,425	-	-	3,419	11,224	200,068
Factory buildings	189,142	-	(33)	11,151	-	200,260
Machinery and equipment	987,255	93,283	(42,833)	49,307	7,041	1,094,053
Furniture and equipment						
- Offices and factories	482,000	117,259	(5,610)	8,819	-	602,468
- Restaurants and bakery shops	1,129,542	23,898	(55,010)	204,175	16,785	1,319,390
Vehicles	60,466	6,523	(6,985)	-	158	60,162
Total cost	<u>3,294,883</u>	<u>259,393</u>	<u>(110,471)</u>	<u>276,871</u>	<u>35,208</u>	<u>3,755,884</u>
Accumulated depreciation						
Buildings and building improvements	(80,825)	(4,382)	-	4,186	(1,778)	(82,799)
Factory buildings	(109,866)	(6,501)	33	(4,186)	-	(120,520)
Machinery and equipment	(738,778)	(82,219)	39,020	-	(4,669)	(786,646)
Furniture and equipment						
- Offices and factories	(395,126)	(46,848)	5,286	-	-	(436,688)
- Restaurants and bakery shops	(766,622)	(128,588)	44,748	-	(9,463)	(859,925)
Vehicles	(42,124)	(6,053)	6,984	-	(158)	(41,351)
Total accumulated depreciation	<u>(2,133,341)</u>	<u>(274,591)</u>	<u>96,071</u>	<u>-</u>	<u>(16,068)</u>	<u>(2,327,929)</u>
Building improvements and equipment under construction and installation	61,930	277,236	-	(276,164)	-	63,002
	<u>1,223,472</u>					<u>1,490,957</u>
<u>Less</u> Allowance for impairment - building improvements and equipment	(1,000)	(53)	-	-	-	(1,053)
Property, plant and equipment	<u>1,222,472</u>					<u>1,489,904</u>
Depreciation for the years ended December 31,						
2014						<u>339,749</u>
2013						<u>274,591</u>
Gross carrying amount of fully depreciated fixed assets that is still in use as at December 31,						
2014						<u>1,647,537</u>
2013						<u>1,504,135</u>

Pravesvudhi Raiva
Director

Kessuda Raiva
Director

As at December 31, 2014

Unit : Thousand Baht

	Separate Financial Statements				Balance as at December 31, 2014
	Balance as at January 1, 2014	Additions	Disposals	Transfer in (Transfer out)	
Cost					
Land	279,483	-	-	-	279,483
Buildings and building improvements	40,646	-	(186)	-	40,460
Factory buildings	200,260	-	-	-	200,260
Machinery and equipment	979,323	56,902	(10,606)	70,136	1,095,755
Furniture and equipment					
- Offices and factories	601,960	36,555	(13,467)	-	625,048
- Restaurants and bakery shops	1,053,833	78,459	(36,180)	73,865	1,169,977
Vehicles	58,212	2,639	(2,646)	1,336	59,541
Total cost	3,213,717	174,555	(63,085)	145,337	3,470,524
Accumulated depreciation					
Buildings and building improvements	(34,152)	(1,259)	107	-	(35,304)
Factory buildings	(120,520)	(6,350)	-	-	(126,870)
Machinery and equipment	(722,717)	(88,314)	10,189	-	(800,842)
Furniture and equipment					
- Offices and factories	(436,210)	(50,232)	13,056	-	(473,386)
- Restaurants and bakery shops	(721,218)	(122,027)	21,503	-	(821,742)
Vehicles	(39,505)	(7,246)	2,364	-	(44,387)
Total accumulated depreciation	(2,074,322)	(275,428)	47,219	-	(2,302,531)
Building improvements and equipment under construction and installation	43,019	216,034	(1,314)	(145,337)	112,402
	1,182,414				1,280,395
<u>Less</u> Allowance for impairment - building improvements and equipment	(1,053)	-	751	-	(302)
Property, plant and equipment	1,181,361				1,280,093

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Pravesvudhi Raiva
Director

.....
Kessuda Raiva
Director

As at December 31, 2013

Unit : Thousand Baht

	Separate Financial Statements				Balance as at December 31, 2013
	Balance as at January 1, 2013	Additions	Disposals	Transfer in (Transfer out)/ Reclassifications	
Cost					
Land	261,053	18,430	-	-	279,483
Buildings and building improvements	37,227	-	-	3,419	40,646
Factory buildings	189,142	-	(33)	11,151	200,260
Machinery and equipment	891,647	78,802	(35,966)	44,840	979,323
Furniture and equipment					
- Offices and factories	481,508	47,243	(5,610)	78,819	601,960
- Restaurants and bakery shops	926,566	61,449	(50,667)	116,485	1,053,833
Vehicles	58,674	6,523	(6,985)	-	58,212
Total cost	<u>2,845,817</u>	<u>212,447</u>	<u>(99,261)</u>	<u>254,714</u>	<u>3,213,717</u>
Accumulated depreciation					
Buildings and building improvements	(37,077)	(1,261)	-	4,186	(34,152)
Factory buildings	(109,866)	(6,501)	33	(4,186)	(120,520)
Machinery and equipment	(686,539)	(71,406)	35,228	-	(722,717)
Furniture and equipment					
- Offices and factories	(394,688)	(46,808)	5,286	-	(436,210)
- Restaurants and bakery shops	(662,438)	(99,328)	40,548	-	(721,218)
Vehicles	(40,487)	(6,002)	6,984	-	(39,505)
Total accumulated depreciation	<u>(1,931,095)</u>	<u>(231,306)</u>	<u>88,079</u>	<u>-</u>	<u>(2,074,322)</u>
Building improvements and equipment under construction and installation	61,930	235,096	-	(254,007)	43,019
	976,652				1,182,414
<u>Less</u> Allowance for impairment - building improvements and equipment	(1,000)	(53)	-	-	(1,053)
Property, plant and equipment	<u>975,652</u>				<u>1,181,361</u>
Depreciation for the years ended December 31,					
2014					<u>275,428</u>
2013					<u>231,306</u>
Gross carrying amount of fully depreciated fixed assets that is still in use as at December 31,					
2014					<u>1,647,317</u>
2013					<u>1,503,770</u>

S&P Restaurant Limited

As at December 31, 2014 and 2013, buildings of S&P Restaurant Limited with the cost value of GBP 2.01 million (equivalent to Baht 102.81 million) and GBP 1.30 million (equivalent to Baht 64.15 million), respectively, have been used as collateral for long-term loans with a commercial bank (see Note 18 (1)).

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Director

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Kessuda Raiva
Director

As at December 31, 2014 and 2013, lease assets included above, where the Company is a lessee under financial leases, comprise vehicles and office equipment as follows:

	Consolidated		Unit : Thousand Baht	
	Financial Statements		Separate	
	2014	2013	2014	2013
Cost - capitalized finance leases	5,577	10,230	5,577	10,230
<u>Less</u> Accumulated depreciation	<u>(2,437)</u>	<u>(4,683)</u>	<u>(2,437)</u>	<u>(4,683)</u>
Carrying amount	<u>3,140</u>	<u>5,547</u>	<u>3,140</u>	<u>5,547</u>

13. LEASEHOLD RIGHTS

Leasehold rights as at December 31, consists of:

As at December 31, 2014

	Unit : Thousand Baht				
	Balance as at January 1, 2014	Consolidated Financial Statements			Balance as at December 31, 2014
		Additions	Disposals	Differences on Translation of Financial Statements	
Cost					
Leasehold rights	254,769	3,549	(36,043)	(2,770)	219,505
Total cost	<u>254,769</u>	<u>3,549</u>	<u>(36,043)</u>	<u>(2,770)</u>	<u>219,505</u>
Accumulated Amortization					
Leasehold rights	(162,339)	(15,746)	26,996	1,964	(149,125)
Total Accumulated Amortization	<u>(162,339)</u>	<u>(15,746)</u>	<u>26,996</u>	<u>1,964</u>	<u>(149,125)</u>
Leasehold rights	<u>92,430</u>				<u>70,380</u>

As at December 31, 2013

	Unit : Thousand Baht				
	Balance as at January 1, 2013	Consolidated Financial Statements			Balance as at December 31, 2013
		Additions	Disposals	Differences on Translation of Financial Statements	
Cost					
Leasehold rights	352,305	16,326	(118,438)	4,576	254,769
Total cost	<u>352,305</u>	<u>16,326</u>	<u>(118,438)</u>	<u>4,576</u>	<u>254,769</u>
Accumulated Amortization					
Leasehold rights	(264,894)	(11,980)	117,664	(3,129)	(162,339)
Total Accumulated Amortization	<u>(264,894)</u>	<u>(11,980)</u>	<u>117,664</u>	<u>(3,129)</u>	<u>(162,339)</u>
Leasehold rights	<u>87,411</u>				<u>92,430</u>

Amortization for the years ended December 31,

2014	<u>15,746</u>
2013	<u>11,980</u>

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

As at December 31, 2014

	Unit : Thousand Baht			
	Separate Financial Statements			
	Balance as at January 1, 2014	Additions	Disposals	Balance as at December 31, 2014
Cost				
Leasehold rights	195,437	3,549	(30,697)	168,289
Total cost	<u>195,437</u>	<u>3,549</u>	<u>(30,697)</u>	<u>168,289</u>
Accumulated Amortization				
Leasehold rights	(125,395)	(12,849)	25,213	(113,031)
Total Accumulated Amortization	<u>(125,395)</u>	<u>(12,849)</u>	<u>25,213</u>	<u>(113,031)</u>
Leasehold rights	<u>70,042</u>			<u>55,258</u>

As at December 31, 2013

	Unit : Thousand Baht			
	Separate Financial Statements			
	Balance as at January 1, 2013	Additions	Disposals	Balance as at December 31, 2013
Cost				
Leasehold rights	302,895	10,980	(118,438)	195,437
Total cost	<u>302,895</u>	<u>10,980</u>	<u>(118,438)</u>	<u>195,437</u>
Accumulated Amortization				
Leasehold rights	(232,913)	(10,146)	117,664	(125,395)
Total Accumulated Amortization	<u>(232,913)</u>	<u>(10,146)</u>	<u>117,664</u>	<u>(125,395)</u>
Leasehold rights	<u>69,982</u>			<u>70,042</u>

Amortization for the years ended December 31,

2014	<u>12,849</u>
2013	<u>10,146</u>

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Director

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Kessuda Raiva
Director

14. INTANGIBLE ASSET

Intangible asset as at December 31, consists of:

As at December 31, 2014

	Consolidated Financial Statements				Unit : Thousand Baht
	Balance as at January 1, 2014	Additions	Disposals	Transfer in (Transfer out)	Balance as at December 31, 2014
Cost					
Computer software development costs	22,995	3,844	-	-	26,839
Total cost	<u>22,995</u>	<u>3,844</u>	<u>-</u>	<u>-</u>	<u>26,839</u>
Accumulated Amortization					
Computer software development costs	(9,213)	(3,993)	-	-	(13,206)
Total Accumulated Amortization	<u>(9,213)</u>	<u>(3,993)</u>	<u>-</u>	<u>-</u>	<u>(13,206)</u>
Intangible asset	<u>13,782</u>				<u>13,633</u>

As at December 31, 2013

	Consolidated Financial Statements				Unit : Thousand Baht
	Balance as at January 1, 2013	Additions	Disposals	Transfer in (Transfer out)/ Reclassifications	Balance as at December 31, 2013
Cost					
Computer software development costs	14,269	9,433	-	(707)	22,995
Total cost	<u>14,269</u>	<u>9,433</u>	<u>-</u>	<u>(707)</u>	<u>22,995</u>
Accumulated Amortization					
Computer software development costs	(6,166)	(3,047)	-	-	(9,213)
Total Accumulated Amortization	<u>(6,166)</u>	<u>(3,047)</u>	<u>-</u>	<u>-</u>	<u>(9,213)</u>
Intangible asset	<u>8,103</u>				<u>13,782</u>

Amortization for the years ended December 31,

2014	<u>3,993</u>
2013	<u>3,047</u>

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

As at December 31, 2014

	Separate Financial Statements				Unit : Thousand Baht
	Balance as at January 1, 2014	Additions	Disposals	Transfer in (Transfer out)	Balance as at December 31, 2014
Cost					
Computer software development costs	22,835	3,626	-	-	26,461
Total cost	<u>22,835</u>	<u>3,626</u>	<u>-</u>	<u>-</u>	<u>26,461</u>
Accumulated Amortization					
Computer software development costs	(9,211)	(3,919)	-	-	(13,130)
Total Accumulated Amortization	<u>(9,211)</u>	<u>(3,919)</u>	<u>-</u>	<u>-</u>	<u>(13,130)</u>
Intangible asset	<u>13,624</u>				<u>13,331</u>

As at December 31, 2013

	Separate Financial Statements				Unit : Thousand Baht
	Balance as at January 1, 2013	Additions	Disposals	Transfer in (Transfer out)/ Reclassifications	Balance as at December 31, 2013
Cost					
Computer software development costs	14,269	9,273	-	(707)	22,835
Total cost	<u>14,269</u>	<u>9,273</u>	<u>-</u>	<u>(707)</u>	<u>22,835</u>
Accumulated Amortization					
Computer software development costs	(6,166)	(3,045)	-	-	(9,211)
Total Accumulated Amortization	<u>(6,166)</u>	<u>(3,045)</u>	<u>-</u>	<u>-</u>	<u>(9,211)</u>
Intangible asset	<u>8,103</u>				<u>13,624</u>
Amortization for the years ended December 31,					
2014					<u>3,919</u>
2013					<u>3,045</u>

15. DEFERRED INCOME TAX AND INCOME TAX EXPENSE

Deferred tax assets and liabilities as at December 31, consist of:

	Consolidated		Separate	
	Financial Statements 2014	2013	Financial Statements 2014	2013
Deferred tax assets	33,448	24,789	26,698	24,711
Deferred tax liabilities	2,130	2,439	-	-

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Director

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Kessuda Raiva
Director

The movements of deferred tax assets and liabilities for the years ended December 31, 2014 and 2013 are as follows:

Consolidated Financial Statements

As at December 31, 2014

	Unit : Thousand Baht			
	Balances as at January 1, 2014	Recognized in profit or loss	Recognized in other comprehensive income	Balances as at December 31, 2014
Deferred tax assets resulted from				
Allowance for doubtful accounts	509	6	-	515
Buildings and equipment - difference of depreciation rate	170	(367)	-	(197)
Allowance for impairment of investments	999	(999)	-	-
Provision for customer loyalty programmes	1,015	854	-	1,869
Employee benefit obligation	19,537	2,602	-	22,139
Actuarial (gain) loss on defined employee benefit plan	1,607	-	(2,415)	(808)
Unearned revenues	2,304	67	-	2,371
Unused tax losses	-	6,441	-	6,441
Provision for costs of dismantling, removing and restoring the site	6	2,341	-	2,347
Revaluation of trading securities	(1,358)	129	-	(1,229)
Deferred tax assets	<u>24,789</u>	<u>11,074</u>	<u>(2,415)</u>	<u>33,448</u>
Deferred tax liabilities resulted from				
Revaluation of available-for-sales securities	(123)	-	26	(97)
Buildings and equipment - difference of depreciation rate	(2,316)	283	-	(2,033)
Deferred tax liabilities	<u>(2,439)</u>	<u>283</u>	<u>26</u>	<u>(2,130)</u>

Consolidated Financial Statements

As at December 31, 2013

	Unit : Thousand Baht			
	Balances as at January 1, 2013	Recognized in profit or loss	Recognized in other comprehensive income	Balances as at December 31, 2013
Deferred tax assets resulted from				
Allowance for doubtful accounts	509	-	-	509
Buildings and equipment - difference of depreciation rate	611	(441)	-	170
Allowance for impairment of investments	999	-	-	999
Provision for customer loyalty programmes	727	288	-	1,015
Employee benefit obligation	16,159	3,378	-	19,537
Actuarial loss on defined employee benefit plan	1,607	-	-	1,607
Unearned revenues	(2,008)	4,312	-	2,304
Provision for costs of dismantling, removing and restoring the site	-	6	-	6
Revaluation of trading securities	-	(1,358)	-	(1,358)
Deferred tax assets	<u>18,604</u>	<u>6,185</u>	<u>-</u>	<u>24,789</u>
Deferred tax liabilities resulted from				
Revaluation of available-for-sales securities	(85)	-	(38)	(123)
Buildings and equipment - difference of depreciation rate	(1,618)	(698)	-	(2,316)
Deferred tax liabilities	<u>(1,703)</u>	<u>(698)</u>	<u>(38)</u>	<u>(2,439)</u>

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

Separated Financial Statements

As at December 31, 2014

	Unit : Thousand Baht			
	Balances as at January 1, 2014	Recognized in profit or loss	Recognized in other comprehensive income	Balances as at December 31, 2014
Deferred tax assets resulted from				
Allowance for doubtful accounts	431	-	-	431
Buildings and equipment - difference of depreciation rate	170	(367)	-	(197)
Allowance for impairment of investments	999	(999)	-	-
Provision for customer loyalty programmes	1,015	854	-	1,869
Employee benefit obligation	19,537	2,401	-	21,938
Actuarial (gain) loss on defined employee benefit plan	1,607	-	(2,415)	(808)
Unearned revenues	2,304	67	-	2,371
Provision for costs of dismantling, removing and restoring the site	6	2,317	-	2,323
Revaluation of trading securities	(1,358)	129	-	(1,229)
Deferred tax assets	24,711	4,402	(2,415)	26,698

Separated Financial Statements

As at December 31, 2013

	Unit : Thousand Baht			
	Balances as at January 1, 2013	Recognized in profit or loss	Recognized in other comprehensive income	Balances as at December 31, 2013
Deferred tax assets resulted from				
Allowance for doubtful accounts	431	-	-	431
Buildings and equipment - difference of depreciation rate	611	(441)	-	170
Allowance for impairment of investments	999	-	-	999
Provision for customer loyalty programmes	727	288	-	1,015
Employee benefit obligation	16,159	3,378	-	19,537
Actuarial loss on defined employee benefit plan	1,607	-	-	1,607
Unearned revenues	(2,008)	4,312	-	2,304
Provision for costs of dismantling, removing and restoring the site	-	6	-	6
Revaluation of trading securities	-	(1,358)	-	(1,358)
Deferred tax assets	18,526	6,185	-	24,711

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Director

According to Royal Decree No. 555 B.E. 2555 issued under the Revenue Code regarding the corporate income tax rate reduction effective on December 27, 2012, the corporate income tax was reduced from 30% to 23% of net profit for accounting period beginning on or after January 1, 2012 but not later than December 31, 2012 and reduce to 20% of net profit for the accounting periods beginning on or after January 1, 2013 but not later than December 31, 2014, and according to Royal Decree No. 577 B.E. 2557 issued under the Revenue Code regarding the corporate income tax rate reduction effective on November 11, 2014, to extend the reduced corporate income tax at 20% of net profit for accounting period beginning on or after January 1, 2015 but not later than December 31, 2015. Therefore, the Company has used tax rates of 20% for calculation of the corporate income tax for the years ended December 31, 2014 and 2013.

Based on the aforementioned information and the guideline of the Federation of Accounting Professions, the Company assumes that the related tax law will be amended in order that the corporate income tax rate for the accounting periods beginning on or after January 1, 2016 will not be over 20% to comply with the Cabinet's resolution regarding corporate income tax rate reduction. Therefore, the Company has used tax rate of 20% for the deferred tax calculation as at December 31, 2014 and 2013.

Income tax expenses for the years ended December 31, consist of:

	Consolidated		Unit : Thousand Baht	
	Financial Statements		Separate	
	2014	2013	2014	2013
Current tax	149,411	173,576	140,025	161,922
Adjustment prior year income tax expense	(5,192)	(4,996)	(5,192)	(4,996)
Deferred tax expenses relating to the origination and reversal of temporary differences	(11,357)	(5,487)	(4,402)	(6,185)
Income tax per the statements of comprehensive income	<u>132,862</u>	<u>163,093</u>	<u>130,431</u>	<u>150,741</u>

The reconciliation between income tax income (expense) and accounting income for the years ended December 31, are as follows:

	Consolidated		Unit : Thousand Baht	
	Financial Statements		Separate	
	2014	2013	2014	2013
Accounting profit before income tax	629,797	797,723	643,441	776,550
Applicable corporate income tax rates	8.5% - 25%	8.5% - 25%	20%	20%
Current income tax	136,999	172,455	128,688	155,310
Adjustment prior year income tax expenses	(5,192)	(4,996)	(5,192)	(4,996)
Tax effect of non-deductible expenses (benefits)	1,055	(4,366)	6,935	427
Income tax expenses per the statements of comprehensive income	<u>132,862</u>	<u>163,093</u>	<u>130,431</u>	<u>150,741</u>

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The Company and domestic subsidiaries used corporate income tax at the rate of 20% except for a domestic subsidiary, which used corporate income tax at the rates for Small and Medium Enterprises of 15% - 20%.

Overseas subsidiaries used tax rates of each country at the rates of 8.5% - 25%.

16. BANK OVERDRAFT

As at December 31, 2014 and 2013, S&P Restaurant Limited, a subsidiary, has bank overdrafts with a financial institution amounting to GBP 17,709 and GBP 38,164 (equivalent to Baht 0.91 million and Baht 2.06 million, respectively). Bank overdrafts carried interest at the rate of the bank's lending base rate + 0.5% per annum.

17. TRADE AND OTHER PAYABLES

Trade and other payables as at December 31, consist of:

	Consolidated		Unit : Thousand Baht	
	Financial Statements		Separate	
	2014	2013	2014	2013
Trade payables - other companies	464,714	422,869	393,469	382,041
Trade payables - related parties	5,077	1,351	5,252	1,604
Advance received from related parties	-	-	3	42
Accounts payable - acquisition of assets	72,138	86,263	67,707	66,169
Unearned revenues	18,193	15,667	18,058	15,667
Other payables	79,483	76,571	76,445	74,344
Accrued expenses	293,509	277,766	227,121	224,655
	<u>933,114</u>	<u>880,487</u>	<u>788,055</u>	<u>764,522</u>

18. LONG-TERM BORROWINGS FROM FINANCIAL INSTITUTIONS

Long-term borrowings from financial institutions as at December 31, consist of:

	Consolidated		Unit : Thousand Baht	
	Financial Statements		Separate	
	2014	2013	2014	2013
Long-term borrowings from financial institutions	55,165	65,845	-	-
<u>Less</u> Current portion of long-term borrowings from financial institutions	(21,652)	(24,358)	-	-
	<u>33,513</u>	<u>41,487</u>	<u>-</u>	<u>-</u>

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Director

Long-term borrowings from financial institutions of the subsidiaries are as follows:

	Credit limit	Currency	Interest Rate (% p.a.)	Repayment terms	Repayment date and due date	Balance As at December 31, 2014		Balance As at December 31, 2014	
						Currencies	Thousand Baht	Currencies	Thousand Baht
S&P Restaurant Limited ⁽¹⁾									
Loan from overseas commercial banks	450,000	GBP	Bank base rate + 0.5%	Repayable on a monthly basis of GBP 7,500 per installment	May 2011 to April 2016	120,000	6,138	210,000	11,323
	600,000	GBP	Bank base rate + 0.5%	Repayable on a quarterly basis of GBP 37,500 per installment	October 2012 to June 2016	262,500	13,427	412,500	22,240
	340,000	GBP	Bank base rate + 0.5%	Repayable on a quarterly basis of GBP 17,000 per installment	April 2014 to January 2019	289,000	14,782	-	-
Bangkok Jam Co., Ltd.									
Loan from overseas commercial banks	10,000,000	TWD	Bank base rate + 2.75%	Repayable on a quarterly basis of TWD 834,000 per installment	December 16, 2011 to September 16, 2014	-	-	2,494,000	2,729
Loan from overseas commercial banks ⁽²⁾	10,000,000	TWD	Bank base rate + 2.75%	Repayable on a quarterly basis of TWD 834,000 per installment	May 8, 2012 to February 6, 2015	826,000	858	4,162,000	4,553
S&P International Foods Co., Ltd. ⁽³⁾									
Loan from local commercial banks	25,000,000	BAHT	MLR - 2%	Repayable on a quarterly basis of Baht 1,260,000 per installment	January 15, 2014 to January 15, 2019	-	19,960	-	25,000
Total long-term loans of subsidiaries						-	55,165	-	65,845

- (1) S&P Restaurant Limited used its buildings with the cost value of GBP 2.01 million (equivalent to Baht 102.81 million) and GBP 1.30 million (equivalent to Baht 64.15 million), respectively, as collateral for such long-term loans with a commercial bank. The Company has to maintain debt to the property value ratio in accordance with the condition on the loan agreements (see Note 12).
- (2) Bangkok Jam Co., Ltd. used a fixed deposit of SK Catering Pte. Ltd. as collateral (see Note 9.2).
- (3) S&P International Foods Co., Ltd., a subsidiary, received credit facilities from local financial institution. S&P Syndicate Public Co., Ltd. issued a "Letter of Awareness" to such bank and has to maintain percentage of shareholding in S&P International Foods Co., Ltd. to be not less than 99.99% throughout the period of the loan agreement. In addition, such subsidiary has to maintain its debt to equity ratio as specified in the loan agreement.

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Kessuda Raiva
Director

19. EMPLOYEE BENEFIT OBLIGATION

The Company and its subsidiaries provided employee benefit obligation under the Thai Labour Protection Act, which are considered as unfunded defined benefit plans.

Amounts recognized in the statement of comprehensive income in respect of the defined benefit plans for the years ended December 31, 2014 and 2013 are as follows:

	Consolidated		Unit : Thousand Baht Separate	
	Financial Statements		Financial Statements	
	2014	2013	2014	2013
Current service cost	16,863	14,134	15,336	13,530
Interest cost	4,397	3,598	3,992	3,364
Expenses recorded in the statement of comprehensive income	<u>21,260</u>	<u>17,732</u>	<u>19,328</u>	<u>16,894</u>

Movements in the present value of the defined benefit obligation for the years ended December 31, are as follows:

	Consolidated		Unit : Thousand Baht Separate	
	Financial Statements		Financial Statements	
	2014	2013	2014	2013
Beginning balance of present value of defined benefit obligation	112,833	95,101	105,722	88,828
Current service cost	16,863	14,134	15,336	13,530
Interest cost	4,397	3,598	3,992	3,364
Actuarial gain on defined employee benefit plan	(16,245)	-	(12,077)	-
	<u>117,848</u>	<u>112,833</u>	<u>112,973</u>	<u>105,722</u>
Less Benefits paid during the year	(7,325)	-	(7,325)	-
Ending balance of present value of defined benefit obligation	<u>110,523</u>	<u>112,833</u>	<u>105,648</u>	<u>105,722</u>

For the year ended December 31, 2014, the Company recognized the actuarial gain in the consolidated and separate statements of comprehensive income in the amount of Baht 16.25 million and Baht 12.08 million, respectively. Such actuarial loss mainly resulted from the change in discount rate, salary increase rate and employee turnover rate according to the actuarial assumption.

The key actuarial assumptions used to calculate the defined benefit obligation as at December 31, 2014 and 2013 are as follows:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2014	2013	2014	2013
Discount rate	3.58% - 4.11%	3.73% - 3.89%	3.58%	3.89%
Mortality rate	Thai Mortality Table 2008	Thai Mortality Table 2008	Thai Mortality Table 2008	Thai Mortality Table 2008
Normal retirement age	60 years	60 years	60 years	60 years
Salary increase rate	4%	5%	4%	5%
Employee turnover rate	0% - 41%	0% - 35%	0% - 41%	0% - 35%

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

20. OTHER NON-CURRENT LIABILITIES

Other non-current liabilities as at December 31, 2014 and 2013 consist of:

	Consolidated		Unit : Thousand Baht Separate	
	Financial Statements		Financial Statements	
	2014	2013	2014	2013
Provision for costs of dismantling, removing and restoring the site	35,002	4,699	34,093	4,699
Deposits received from leases - lease agreements more than 1 year	-	2,802	-	-
Others	1,475	1,986	254	1,145
	<u>36,477</u>	<u>9,487</u>	<u>34,347</u>	<u>5,844</u>

21. LEGAL RESERVE

Pursuant to 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.

22. SHARE CAPITAL

On November 12, 2013, the Board of Directors' meeting of the Company passed a resolution to reduce its capital of the Company due to the outstanding treasury shares which the Company bought in 2010 at the price of Baht 250.95 million by reduction of its authorized share capital by 6,604,600 ordinary shares (totalling value Baht 33.02 million) from 104,686,273 ordinary shares to 98,081,673 ordinary shares (see Note 23). The Company registered such capital reduction with the Department of Business Development, the Ministry of Commerce on December 8, 2013.

On April 21, 2014, the Annual General Shareholders' Meeting of the Company passed a resolution to approved the change of par value of ordinary shares from Baht 5 per share to Baht 1 per share. As a result, the numbers of authorized ordinary changes from 98,081,673 shares to 490,408,365 shares (see Note 24). The Company registered the change of the amendment to the Memorandum of Association of the Company to be in accordance with the change of the par value of the Company's shares. The Company registered the change of the par value of the Company's shares with the Ministry of Commerce on May 7, 2014.

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

23. 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).

Subsequently, on November 12, 2013, the Board of Directors' meeting of the Company passed the resolution to reduce its capital due to outstanding treasury shares by reduction of its authorized share capital (see Note 22).

The Company transferred the difference of Baht 217.93 million between the capital reduction at par value of Baht 33.02 million and the treasury shares in the amount of Baht 250.95 million to the unappropriated retained earnings. In addition, the Company reversed the treasury shares reserve of Baht 250.95 million to the unappropriated retained earnings after the reduction of its capital.

24. BASIC EARNINGS PER SHARE

The effect of the change of par value of the Company's ordinary shares as mentioned in Note 22 resulting in changes in the weighted average number of ordinary shares and the basic earnings per share for the consolidated and separate financial statements for the year ended December 31, 2013. Basic earnings per share is calculated by dividing the net profit for the year by the weighted average number of ordinary shares issued during the year, after adjusting the number of ordinary shares as a result of the change of par value of ordinary shares. The number of ordinary shares of the prior year has been adjusted as if the change of par value of ordinary shares had been incurred at the beginning of the earliest period reported.

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

Weighted average number of ordinary shares for the year ended December 31, 2013 is changed due to the change of par value of ordinary shares as follows:

	Previously presented	Unit : Shares “Restated”
Weighted average number of ordinary shares	98,081,673	490,408,365

The basic earnings per share

	Consolidated Financial Statements		Unit : Baht per share Separate Financial Statements	
	Previously presented	“Restated”	Previously presented	“Restated”
	For the year ended December 31, 2013	6.38	1.28	6.38

25. APPROPRIATION OF EARNINGS AND DIVIDEND

S&P Syndicate Public Co., Ltd.

On April 24, 2013, the Annual General Shareholders’ Meeting of the Company passed a resolution to distribute an annual dividend from the operations of the year 2012 for 98,081,673 shares at Baht 6.00 per share, totalling Baht 588 million. The dividend consists of interim dividend at Baht 1.50 per share of 98,081,673 shares, totalling Baht 147 million which was paid on September 7, 2012 and additional dividend at Baht 4.50 per share of 98,081,673 shares, totalling Baht 441 million, which was paid on May 15, 2013.

On April 21, 2014, the Annual General Shareholders’ Meeting of the Company passed a resolution to distribute the dividends from the operations of the year 2013 for 98,081,673 shares at Baht 5.50 per share, totalling Baht 540 million and as the Company already distributed the interim dividends at Baht 1.25 per share of 98,081,673 shares, totalling approximately Baht 123 million in September 2013, therefore, the Company will pay the remaining dividends of Baht 4.25 per share of 98,081,673 shares, totalling Baht 417 million which was paid on May 15, 2014.

On August 13, 2014, the Board of Directors’ Meeting of the Company passed the resolutions to distribute the interim dividends from the operations of the six-month period ended June 30, 2014 for 490,408,365 shares at Baht 0.10 per share, totalling approximately Baht 49 million, which was paid on September 12, 2014.

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

Subsidiaries

On September 25, 2013, the Board of Directors' meeting of S&P Restaurant Limited approved the ordinary share dividend of 900,000 ordinary shares to the shareholders of the subsidiary at par value Pound 1 per share at the rate of 1 existing ordinary share for 9 new ordinary shares totally of Pound 900,000 (equivalent to Baht 45.65 million). The extraordinary shareholders' meeting of the subsidiary also approved the capital increase by increasing the authorized share capital from 100,000 ordinary shares to 1,000,000 ordinary shares. On September 30, 2013, the subsidiary had registered the capital increase with the government authority of the United Kingdom.

On April 24, 2014, the Annual General Shareholders' Meeting of S&P Global Co., Ltd. approved to distribute the dividends to ordinary shareholders of 500,000 shares at Baht 20 per share, totalling Baht 10 million. The subsidiary paid such dividends on May 9, 2014.

On April 24, 2014, the Annual General Shareholders' Meeting of S&P Asset Co., Ltd. approved to distribute the dividends to ordinary shareholders of 10,000 shares at Baht 500 per share, totalling Baht 5 million. The subsidiary paid such dividends on May 9, 2014.

26. TRANSACTIONS WITH RELATED PARTIES

The Company has transactions with its subsidiaries, associates and other related parties. Certain portions of the Company's assets, liabilities, revenues from sales and services, other income, costs of sales and services, 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 cost plus margin or the price as stipulated in the agreement.

The significant balances of assets, liabilities, and transactions occurred with the related parties are as follows:

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

26.1 Significant balance with related parties as of December 31, 2014 and 2013 are as follows:

Account name/ Company's name	Relationship	Unit : Thousand Baht			
		Consolidated		Separate	
		Financial Statements 2014	Financial Statements 2013	Financial Statements 2014	Financial Statements 2013
Trade receivables					
S&P Global Co., Ltd.	Subsidiary	-	-	291	54
S&P Food Solution Co., Ltd.	Subsidiary	-	-	-	1,795
<u>Less</u> Allowance for doubtful account		-	-	-	(1,795)
		-	-	-	-
S&P International Foods Co., Ltd.	Subsidiary	-	-	11,740	1,952
Umenohana S&P Co., Ltd.	Subsidiary	-	-	38	-
S&P International Foods (Cambodia) Co., Ltd.	Subsidiary	-	-	5,647	-
HD Distributors (Thailand) Co., Ltd.	Associate	70	128	70	128
Foodhouse Catering Services Co., Ltd.	Associate	925	376	925	376
The Thai Cuisine Co., Ltd.	Associate	63	-	63	-
The Minor Food Group Public Co., Ltd.	Related party	801	860	801	860
Other related parties	Related party	675	1,096	675	1,096
		<u>2,534</u>	<u>2,460</u>	<u>20,250</u>	<u>4,466</u>
Advance payments to related parties					
S&P Global Co., Ltd.	Subsidiary	-	-	286	4,724
S&P Food Solution Co., Ltd.	Subsidiary	-	-	-	2,996
<u>Less</u> Allowance for doubtful account		-	-	-	(2,966)
		-	-	-	30
S&P International Foods Co., Ltd.	Subsidiary	-	-	17,010	8,815
Umenohana S&P Co., Ltd.	Subsidiary	-	-	206	5,685
S&P Asset Co., Ltd.	Subsidiary	-	-	487	-
S&P International Foods (Cambodia) Co., Ltd.	Subsidiary	-	-	4,493	-
HD Distributors (Thailand) Co., Ltd.	Associate	207	229	207	229
Foodhouse Catering Services Co., Ltd.	Associate	185	329	185	329
Other related parties	Related party	-	7	-	7
		<u>392</u>	<u>565</u>	<u>22,874</u>	<u>19,819</u>
Accrued income - related parties					
S&P International Foods (Cambodia) Co., Ltd.	Subsidiary	-	-	1,655	-
S&P Restaurant Limited	Subsidiary	-	-	668	62
SK Catering Pte. Ltd.	Subsidiary	-	-	159	140
Patara Restaurant, Vienna GmbH	Subsidiary	-	-	2,358	858
Foodhouse Catering Services Co., Ltd.	Associate	125	94	125	94
		<u>125</u>	<u>94</u>	<u>4,965</u>	<u>1,154</u>

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

Account name/ Company's name	Relationship	Unit : Thousand Baht			
		Consolidated		Separate	
		Financial Statements 2014	2013	Financial Statements 2014	2013
Loans to related parties					
(Interest rate percentage per annum)					
Patio International Limited (3.5%)	Subsidiary	-	-	-	3,178
<u>Less</u> Allowance for doubtful account		-	-	-	(3,178)
		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
SK Catering Pte. Ltd. (3.0%)	Subsidiary	-	-	-	2,565
S&P Restaurant Limited (3.0%)	Subsidiary	-	-	20,318	21,430
Patara Restaurant, Vienna GmbH (3.0%)	Subsidiary	-	-	49,974	49,974
<u>Less</u> Allowance for doubtful account		-	-	(25,000)	-
		<u>-</u>	<u>-</u>	<u>24,974</u>	<u>49,974</u>
Foodhouse Catering Services Co., Ltd. (5.0%)	Associate	7,500	7,500	7,500	7,500
		<u>7,500</u>	<u>7,500</u>	<u>52,792</u>	<u>81,469</u>
Investments in associates					
HD Distributors (Thailand) Co., Ltd.	Associate	63,475	61,128	48,998	48,998
Foodhouse Catering Services Co., Ltd.	Associate	4,900	6,380	4,997	4,997
<u>Less</u> Allowance for impairment of investment		-	(4,997)	-	(4,997)
		<u>4,900</u>	<u>1,383</u>	<u>4,997</u>	<u>-</u>
The Thai Cuisine Co., Ltd.	Associate	17,620	-	20,000	-
		<u>85,995</u>	<u>62,511</u>	<u>73,995</u>	<u>48,998</u>
Investments in subsidiaries					
S&P Global Co., Ltd.	Subsidiary	-	-	40,000	40,000
S&P Asset Co., Ltd.	Subsidiary	-	-	999	999
S&P Food Solution Co., Ltd.	Subsidiary	-	-	-	10,034
<u>Less</u> Allowance for impairment of investment		-	-	-	(10,034)
		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
S&P International Foods Co., Ltd.	Subsidiary	-	-	49,997	49,997
Umenohana S&P Co., Ltd.	Subsidiary	-	-	15,000	15,000
S&P International Foods (Cambodia) Co., Ltd.	Subsidiary	-	-	14,885	-
		<u>-</u>	<u>-</u>	<u>120,881</u>	<u>105,996</u>
Trade payables					
S&P Asset Co., Ltd.	Subsidiary	-	-	136	253
S&P International Foods Co., Ltd.	Subsidiary	-	-	39	-
HD Distributors (Thailand) Co., Ltd.	Associate	927	1,351	927	1,351
The Minor Food Group Public Co., Ltd.	Related party	1,402	-	1,402	-
Other related parties	Related party	2,748	-	2,748	-
		<u>5,077</u>	<u>1,351</u>	<u>5,252</u>	<u>1,604</u>
Advance received from related parties					
S&P Global Co., Ltd.	Subsidiary	-	-	3	23
S&P International Foods Co., Ltd.	Subsidiary	-	-	-	19
		<u>-</u>	<u>-</u>	<u>3</u>	<u>42</u>

Pravesvudhi Raiva
Director

Kessuda Raiva
Director

26.2 Movements of loans to related parties

Movements of loans to related parties for the years ended December 31, 2014 and 2013 are as follows:

Company's name	Relationship	Unit : Thousand Baht			
		Consolidated		Separate	
		Financial Statements 2014	Financial Statements 2013	Financial Statements 2014	Financial Statements 2013
Patio International Limited	Subsidiary				
Beginning balances		-	-	3,178	3,178
<u>Less</u> Written-off during the year		-	-	(3,178)	-
		-	-	-	3,178
<u>Less</u> Allowance for doubtful accounts		-	-	-	(3,178)
Ending balances		-	-	-	-
S&P Restaurant Limited	Subsidiary				
Beginning balances		-	-	21,430	-
<u>Add</u> Loan granted during the year		-	-	-	21,430
Unrealized loss on revaluation		-	-	(1,112)	-
Ending balances		-	-	20,318	21,430
SK Catering Pte. Ltd.	Subsidiary				
Beginning balances		-	-	2,565	-
<u>Add</u> Loan granted during the year		-	-	-	7,786
<u>Less</u> Repayment during the year		-	-	(2,565)	(5,221)
Ending balances		-	-	-	2,565
Patara Restaurant, Vienna GmbH	Subsidiary				
Beginning balances		-	-	49,974	-
<u>Add</u> Loan granted during the year		-	-	-	49,974
		-	-	49,974	49,974
<u>Less</u> Allowance for doubtful accounts		-	-	(25,000)	-
Ending balances		-	-	24,974	49,974
Foodhouse Catering Services Co., Ltd.	Associate				
Beginning balances		7,500	7,500	7,500	7,500
<u>Add</u> Loan granted during the year		-	-	-	-
Ending balances		7,500	7,500	7,500	7,500

Pravesvudhi Raiva
Director

Kessuda Raiva
Director

26.3 Significant transactions with related parties for the years ended December 31, are as follows:

Account name/ Company's name	Relationship	Unit : Thousand Baht			
		Consolidated		Separate	
		Financial Statements		Financial Statements	
		2014	2013	2014	2013
Revenues from sales					
S&P International Foods Co., Ltd.	Subsidiary	-	-	25,483	2,174
Umenohana S&P Co., Ltd.	Subsidiary	-	-	853	-
S&P International Foods (Cambodia) Co., Ltd.	Subsidiary	-	-	9,395	-
HD Distributors (Thailand) Co., Ltd.	Associate	433	591	433	591
Foodhouse Catering Service Co., Ltd.	Associate	3,125	3,188	3,125	3,188
The Minor Food Group Public Co., Ltd.	Related party	12,985	20,903	12,985	20,903
Swensen's (Thai) Co., Ltd.	Related party	33,860	17,618	33,860	17,618
Other related parties	Related party	23,040	19,962	23,040	19,962
		<u>73,443</u>	<u>62,262</u>	<u>109,174</u>	<u>64,436</u>
Rental income from buildings and equipment					
S&P Global Co., Ltd.	Subsidiary	-	-	918	522
Umenohana S&P Co., Ltd.	Subsidiary	-	-	390	-
S&P International Foods Co., Ltd.	Subsidiary	-	-	425	-
HD Distributors (Thailand) Co., Ltd.	Associate	812	843	812	843
The Thai Cuisine Co., Ltd.	Associate	1,750	-	1,750	-
		<u>2,562</u>	<u>843</u>	<u>4,295</u>	<u>1,365</u>
Dividend income					
S&P Global Co., Ltd.	Subsidiary	-	-	8,000	-
S&P Asset Co., Ltd.	Subsidiary	-	-	4,996	-
HD Distributors (Thailand) Co., Ltd.	Associate	-	-	2,262	3,860
		<u>-</u>	<u>-</u>	<u>15,258</u>	<u>3,860</u>
Other income					
S&P Global Co., Ltd.	Subsidiary	-	-	1,312	1,200
S&P Asset Co., Ltd.	Subsidiary	-	-	96	96
S&P International Foods Co., Ltd.	Subsidiary	-	-	744	744
Umenohana S&P Co., Ltd.	Subsidiary	-	-	360	-
S&P International Foods (Cambodia) Co., Ltd.	Subsidiary	-	-	1,647	-
S&P Restaurant Limited	Subsidiary	-	-	635	62
SK Catering Pte. Ltd.	Subsidiary	-	-	27	140
Patara Restaurant, Vienna GmbH	Subsidiary	-	-	1,499	858
HD Distributors (Thailand) Co., Ltd.	Associate	61	56	61	56
Foodhouse Catering Services Co., Ltd.	Associate	1,450	1,770	1,450	1,770
The Thai Cuisine Co., Ltd.	Associate	89	-	89	-
		<u>1,600</u>	<u>1,826</u>	<u>7,920</u>	<u>4,926</u>
Share of profits (losses) of associates					
HD Distributors (Thailand) Co., Ltd.	Associate	4,608	7,635	-	-
Foodhouse Catering Services Co., Ltd.	Associate	3,518	1,383	-	-
The Thai Cuisine Co., Ltd.	Associate	(2,380)	-	-	-
		<u>5,746</u>	<u>9,018</u>	<u>-</u>	<u>-</u>

Pravesvudhi Raiva
Director

Kessuda Raiva
Director

Account name/ Company's name	Relationship	Unit : Thousand Baht			
		Consolidated		Separate	
		Financial Statements	Financial Statements	Financial Statements	Financial Statements
		2014	2013	2014	2013
Purchases of goods					
HD Distributors (Thailand) Co., Ltd.	Associate	6,057	7,878	6,057	7,878
Other related parties	Related party	7,281	-	7,281	-
		<u>13,338</u>	<u>7,878</u>	<u>13,338</u>	<u>7,878</u>
Rental and other expenses					
S&P Global Co., Ltd.	Subsidiary	-	-	-	3
S&P Asset Co., Ltd.	Subsidiary	-	-	4,503	4,548
S.R. Estate Ltd.	Common director	432	432	432	432
Seacon Development Public Co., Ltd	Common director	949	1,198	949	1,198
Directors	Directors	6,487	2,423	6,487	2,423
		<u>7,868</u>	<u>4,053</u>	<u>12,371</u>	<u>8,604</u>
Service expenses					
S&P Asset Co., Ltd.	Subsidiary	-	-	1,277	1,277
The Minor Food Group Public Co., Ltd.	Related party	3,493	-	3,493	-
Seacon Development Public Co., Ltd	Common director	3,510	3,543	3,510	3,543
Other related parties	Related party	1,020	-	1,020	-
		<u>8,023</u>	<u>3,543</u>	<u>9,300</u>	<u>4,820</u>
Management benefit expenses					
Short-term benefits	Management	58,259	49,211	44,459	38,800
Long-term benefits	Management	933	895	727	640
		<u>59,192</u>	<u>50,106</u>	<u>45,186</u>	<u>39,440</u>

27. EXPENSES BY NATURE

Significant expenses by nature for the years ended December 31, 2014 and 2013 are as follows:

	Unit : Thousand Baht			
	Consolidated		Separate	
	Financial Statements	Financial Statements	Financial Statements	Financial Statements
	2014	2013	2014	2013
Changes in inventories of finished goods and work in process - increase	(5,196)	(627)	(5,117)	(627)
Raw materials and consumables used	2,342,476	2,277,321	2,062,106	2,039,207
Cost of finished goods purchased	68,019	59,882	68,019	59,882
Depreciation and amortization	359,488	289,618	292,196	244,498
Employee expenses	1,788,010	1,718,159	1,394,474	1,383,456
Transportation expenses	192,302	184,621	190,336	184,122
Selling expenses	240,455	271,225	216,137	247,799
Management benefit expenses	59,192	50,106	45,186	39,440
Services charge expenses	315,127	285,892	315,127	285,892
Loss on impairment of fixed assets (reversal)	8,946	53	(751)	53
Loss on write-off of fixed assets	17,265	14,069	16,402	10,852
Doubtful debts - loan to a related party	-	-	25,000	-

Pravesvudhi Raiva
Director

Kessuda Raiva
Director

28. PROVIDENT FUND

The Company and domestic subsidiaries established the provident funds in compliance with the Provident Fund Act B.E. 2530. The funds are voluntarily joined by employees. Under the fund's regulations, the members contribute 2% of their monthly salary to the fund and the Company and the subsidiaries contribute 2% of such monthly salary. The funds will be paid to the employees upon termination in accordance with the rules of the provident fund.

For the years ended December 31, 2014 and 2013, the Company's contributions and subsidiaries' contributions to provident funds which were recorded as expenses in the consolidated statements of comprehensive income were Baht 21.47 million and Baht 19.29 million, respectively.

For the years ended December 31, 2014 and 2013, the Company's contributions to the provident fund which were recorded as expenses in the separate statements of comprehensive income were Baht 15.17 million and Baht 14.67 million, respectively.

29. CAPITAL MANAGEMENT

The primary objectives of the Company's and its subsidiaries' capital management are to maintain their abilities to continue as a going concern and to maintain an appropriate capital structure.

The Company and its subsidiaries do not apply any particular financial ratio to monitor its capital whilst manage their capital to be sufficient for their working capital by: for instance, issuing new share or adjusting the amount of dividend paid to shareholders, according to the prevailing situations.

30. DISCLOSURE OF FINANCIAL INSTRUMENT INFORMATION

The Company presents and discloses financial instrument information of the Company and its subsidiaries as follows:

30.1 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 statements of financial position, the carrying amounts of the assets recorded in the statements of financial position represent the maximum exposure to credit risk.

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

30.2 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 immaterial amount.

30.3 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 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 effect of 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 instrument to manage such risk.

30.4 Estimated Fair Value of Financial Assets and Liabilities

For the fair value disclosures, considerable judgement is necessarily required in estimation of 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. The following methods and assumptions were used by the Company and its subsidiaries in estimating fair value of financial instrument.

Cash and cash equivalents, temporary investments, trade and other receivables, loan to a related party, bank overdraft, trade and other payables, the carrying values approximate their fair values due to the relatively short period to maturity.

Long-term borrowings from financial institutions bearing floating interest rate, the carrying value is approximate its fair value.

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

31. FINANCIAL INFORMATION BY SEGMENT

Financial information by the reportable segments which are domestic restaurants and bakery shops, packaged food and bakery trading business, overseas restaurants and others.

Elimination of inter-segment, segment revenues and profit and reconciliation of total segment profit to profit before income tax expense and comprehensive income for the years ended December 31, 2014 and 2013 are as follows:

	Unit: Thousand Baht						
	Domestic restaurants and bakery shops	Packaged food and bakery trading business	Overseas restaurants	Others	Total	Elimination of inter-segment	Total
Consolidated statements of comprehensive income							
For the year ended December 31, 2014							
Segment revenues	5,489,645	736,184	1,017,115	38,821	7,281,765	(24,910)	7,256,855
Segment profit (loss)	<u>957,258</u>	<u>85,618</u>	<u>7,173</u>	<u>(4,909)</u>	1,045,140	-	1,045,140
Unallocated income (expenses):							
Total other income							89,840
Central selling and administrative expenses							(443,830)
Management benefits							(59,192)
Net loss on exchange rate							(5,018)
Finance costs							(2,889)
Share of profit of associates							<u>5,746</u>
Profit before income tax expense							629,797
Income tax expense							<u>(132,862)</u>
Profit for the year							496,935
Total other comprehensive income for the year - net of tax							<u>(1,578)</u>
Total comprehensive income for the year							<u>495,357</u>

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Director

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Kessuda Raiva
Director

	Unit: Thousand Baht						
	Domestic restaurants and bakery shops	Packaged food and bakery trading business	Overseas restaurants	Others	Total	Elimination of inter-segment	Total
Consolidated statements of comprehensive income							
For the year ended December 31, 2013							
Segment revenues	5,340,765	721,946	892,276	53,165	7,008,152	(7,999)	7,000,153
Segment profit (loss)	1,016,886	83,135	51,140	(2,204)	1,148,957	-	1,148,957
Unallocated income (expenses):							
Net gain on exchange rate							9,656
Total other income							84,388
Central selling and administrative expenses							(399,913)
Management benefits							(50,106)
Finance costs							(4,277)
Share of profits of associates							9,018
Profit before income tax expense							797,723
Income tax expense							(163,093)
Profit for the year							634,630
Total other comprehensive income for the year - net of tax							17,767
Total comprehensive income for the year							652,397

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Director

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Kessuda Raiva
Director

	Unit : Thousand Baht						
	Domestic restaurants and bakery shops	Packaged food and bakery trading business	Overseas restaurants	Others	Total	Elimination of inter-segment	Total
Statements of financial position							
As at December 31, 2014							
Trade and other receivables	54,674	178,575	55,122	1,119	289,490	(17,891)	271,599
Inventories	160,175	1,237	13,571	2,255	177,238	-	177,238
Property, plant and equipment	542,153	774	267,691	3,138	813,756	(25)	813,731
Leasehold right	47,471	-	15,121	-	62,592	-	62,592
Assets under common use							
- Trade and other receivables							41,387
- Inventories							151,594
- Property, plant and equipment							792,051
- Leasehold right							7,787
- Others							1,307,121
Total assets							<u>3,625,100</u>

	Unit : Thousand Baht						
	Domestic restaurants and bakery shops	Packaged food and bakery trading business	Overseas restaurants	Others	Total	Elimination of inter-segment	Total
Statements of financial position							
As at December 31, 2013							
Trade and other receivables	42,309	185,996	26,316	1,515	256,136	(22,630)	233,506
Inventories	113,564	2,072	11,023	2,569	129,228	-	129,228
Property, plant and equipment	526,588	2,340	266,835	4,369	800,132	(68)	800,064
Leasehold right	65,710	-	17,491	-	83,201	-	83,201
Assets under common use							
- Trade and other receivables							34,316
- Inventories							188,723
- Property, plant and equipment							689,840
- Leasehold right							9,229
- Others							1,371,046
Total assets							<u>3,539,153</u>

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

Geographic Area Information

Financial information by geographic area for the years ended December 31, are as follows:

	Domestic	Overseas	Unit : Thousand Baht Consolidated Financial statements
Revenues			
For the year ended December 31, 2014			
Revenue from external customers	6,166,297	1,017,115	7,183,412
Segment assets			
As at December 31, 2014			
Non-current assets	1,646,309	422,829	2,069,138
Revenues			
For the year ended December 31, 2013			
Revenue from external customers	6,045,615	892,276	6,937,891
Segment assets			
As at December 31, 2013			
Non-current assets	1,613,838	330,414	1,944,252

32. COMMITMENTS AND LETTERS OF GUARANTEE

As at December 31, 2014 and 2013, the Company and its subsidiaries had commitments and letters of guarantee as follows:

32.1 Commitments to pay rental and services under long-term lease contracts are as follows:

Domestic offices rental and services expenses

Payment period	Unit : Thousand Baht As at December 31,	
	2014	2013
Not later than 1 year	438,576	381,646
Later than 1 year but not later than 5 years	884,533	807,288
Later than 5 years	125,819	141,877

Overseas subsidiaries rental and services expenses

Payment period	Unit : Thousand Baht As at December 31,	
	2014	2013
Not later than 1 year	135,052	121,212
Later than 1 year but not later than 5 years	188,306	226,801
Later than 5 years	132,953	109,030

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director

- 32.2 As at December 31, 2014 and 2013, the Company and its subsidiaries have outstanding capital commitments relating to construct of new branches, shops and new factory of Baht 48.69 million and Baht 67.93 million, respectively.
- 32.3 As at December 31, 2014 and 2013, the Company and its subsidiaries have letters of guarantee issued by a bank to guarantee for electricity usage for the Company and its subsidiaries of Baht 52.38 million and Baht 51.98 million, respectively. Such amount included the letters of guarantee of Baht 0.58 million which deposit at bank was used as collateral (see Note 9.1).
- 32.4 S&P International Foods Co., Ltd., a subsidiary company, entered into a License Agreement with an overseas company which its period is from October 26, 2012 to December 31, 2021 for operating the restaurant business. Such subsidiary company has to pay an initial royalty fee and running royalty fees on a quarterly basis in each year at the rates as specified in the agreement for trademark and know-how.

S&P Syndicate Public Company Limited issued a letter of guarantee dated October 26, 2012 to an overseas company to guarantee for all payments that the subsidiary has to pay according to the License Agreement.

33. EVENT AFTER THE REPORTING PERIOD

On February 20, 2015, the Company's Board of Directors' meeting passed a resolution to distribute an annual dividend from the operations of the year 2014 for 490,408,365 shares at Baht 0.80 per share, totalling Baht 392.33 million. The dividends consist of interim dividends at Baht 0.10 per share, totalling Baht 49.04 million which was paid on September 12, 2014 and the additional dividends of 490,408,365 shares at Baht 0.70 per share, totalling Baht 343.29 million, which will be paid on May 15, 2015. The Board of Directors will propose to the shareholders at the annual general shareholder meeting to obtain an approval for the dividend payment.

34. RECLASSIFICATIONS

Certain reclassifications are made to the consolidated and separate statement of financial position as at December 31, 2013 to conform to the classifications used in the consolidated and separate financial statements as at December 31, 2014 as follows:

Account	Amount (Thousand Baht)	Previous classification	Current classification
Provision for costs of dismantling, removing and restoring the site	4,698	Other current liabilities	Other non-current liabilities
Accrued social security fund expense	5,114	Other current liabilities	Trade and other payables
Income tax relating to components of other comprehensive income	1,607	Other components of shareholders' equity	Retained earnings - unappropriated

35. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements have been approved for issue by the authorized directors of the Company on February 20, 2015.

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Pravesvudhi Raiva
Director

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Kessuda Raiva
Director