



รากฐานที่มั่นคง สู่การเติบโตอย่างยั่งยืน

STRONG FOUNDATION FOR SUSTAINABLE GROWTH

## รายงานประจำปี 2554 ANNUAL REPORT 2011



บริษัท เบอร์ลี่ ยุคเกอร์ จำกัด (มหาชน)  
Berli Jucker Public Company Limited





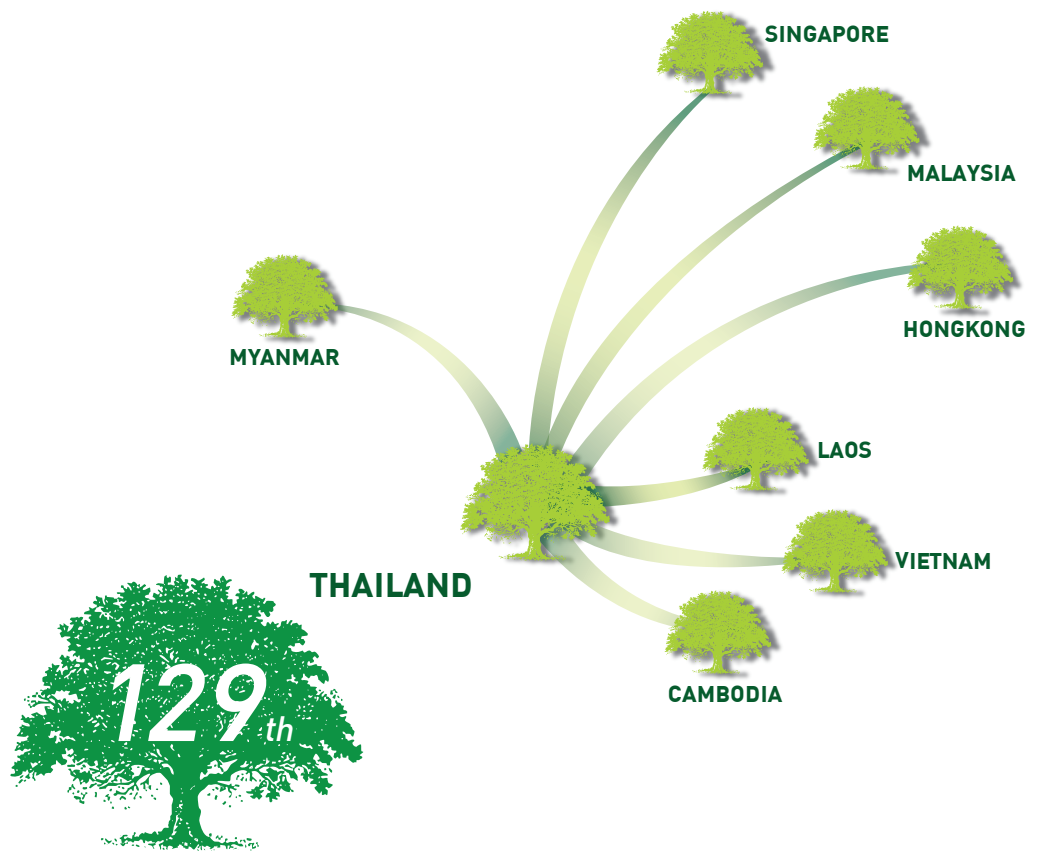
# ANNUAL REPORT 2011

BJC  
never ceases to seek opportunities  
and partnership in advanced  
technologies and trading.  
With the rapid market growth  
in the neighboring countries,  
it is foreseeable that the ratio of revenue  
from international markets  
will also increase continuously.

This will eventually result  
in the readiness of BJC to cope  
with the changes  
when The Agreement on  
ASEAN Economic Cooperation becomes  
in effect in the near future.

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**STRONG FOUNDATION FOR SUSTAINABLE GROWTH**







MYANMAR



HONGKONG



LAOS



VIETNAM



CAMBODIA



SINGAPORE



MALAYSIA

THAILAND



STRONG FOUNDATION  
FOR SUSTAINABLE GROWTH

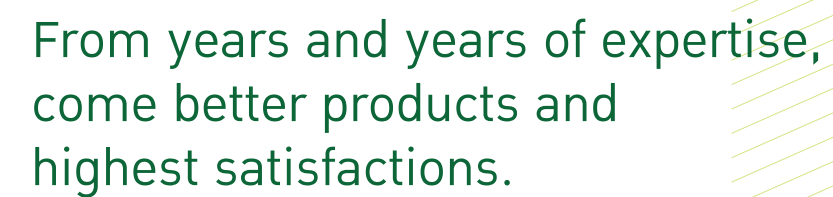


## STEPPING FORWARD WITH BOLD VISION.

The persistent growth of both local and global business is what indicates BJC's success, the result of our commitment and dedication into quality improvement throughout the year.

As we have expanded our branches in Hongkong, Vietnam, Malaysia, Myanmar, Cambodia, Laos and Singapore, BJC will continue moving forward by maintaining the product quality for our brighter future.





In order to respond to the demands of our customers and consumers, we always keep exploring and improving the quality of our products and services. Such effort has earned us many kinds of useful expertise.

BJC emphasizes on the creation of quality and excellence in every parts of organization to lead to highest satisfactions.





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## To reach the goal together, on the bright and steady pathway

To be succeed in this field is not only happened from individual performance but also happened from cooperation of every division. At this point, it contributes us to have streng foundation in various parts, which are production, distribution, import, export and service until we became one of Thailand's leading companies.

At BJC, we believe in the value of success contributed by all of our parts which creates the right foundation to achieve our goal today and in the future.





- 01 Employees from Thai Glass Industries PLC. participated in Tree Planting Project.
- 02 BJC Foundation's Scholarship Award Ceremony 2011.
- 03 Visited and distributed BJC's products to support employees affected by flood disaster in 2011.
- 04 Visited and distributed products for schools in remote areas of Thailand.
- 05 Scholarship Award Ceremony for King Mongkut's University of Technology North Bangkok 2011.
- 06 BJC's employees participated in blood donation activity organized by the Thai Red Cross Society.



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FOR SUSTAINABLE GROWTH



## Supporting society with sustainable future

The key principle to build up good society is to improve people's quality of life.

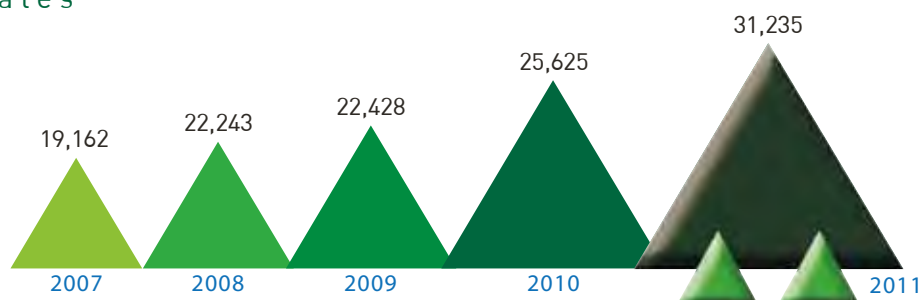
At BJC, we are responsibility for society and environment. That's why we put our priority on many fields of social development including education, environment, religion and culture. We also start many new initiative campaigns in order to improve the life's quality of the people in the communities to ensure sustainable future for the society.



## Financial Highlights

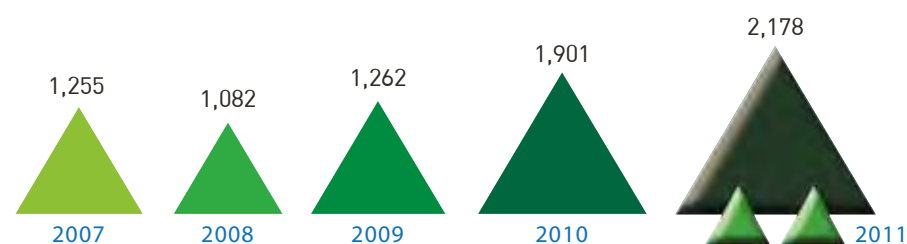
### Total Sales

Baht Million



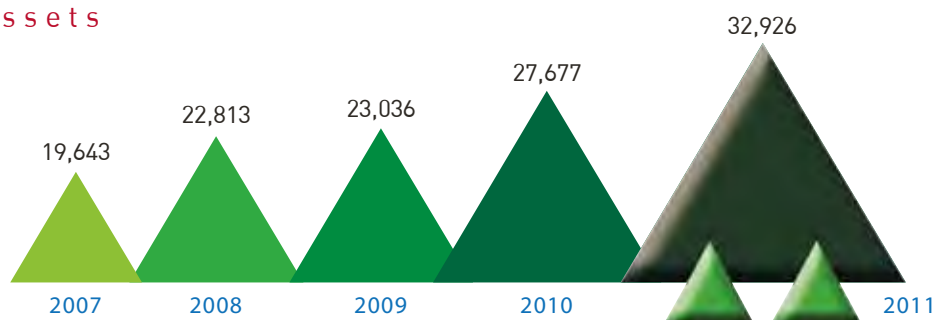
### Net Income

Baht Million



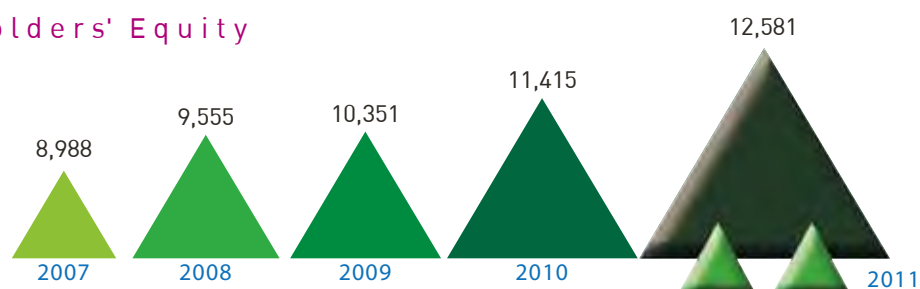
### Total Assets

Baht Million



### Shareholders' Equity

Baht Million







## Financial Highlights

	Baht Million	Baht Million	%
Sales by Supply Chain	2011	2010	Inc / (Dec)
Industrial Supply Chain	15,385	13,058	17.8%
Consumer Supply Chain	9,253	7,641	21.1%
Healthcare & Technical Supply Chain	5,745	4,512	27.3%
Others	1,145	489	134.2%
Eliminations	(293)	(75)	(290.67)%
Total Sales and Services	31,235	25,625	21.9%
Other Income	473	278	70.1%
Total Revenue	31,708	25,903	22.4%
Operating Profit	3,474	3,089	12.5%
Financial Cost	366	227	61.2%
Net income before taxation and minority interests	3,108	2,862	8.6%
Income Tax	693	668	3.7%
Net income before minority interests	2,415	2,194	10.1%
Minority Interests	237	293	(19.1)%
Net Income	2,178	1,901	14.6%
Total Assets	32,926	27,677	19.0%
Net Shareholders' equity	12,581	11,415	10.2%
Net Assets	14,568	12,934	12.6%
Net Debt	9,282	6,852	35.5%
Per share data (Baht)			
Earning	1.37	1.20	14.2%
Interim Dividend	0.28	0.25	12.0%
Final Dividend	0.45	0.35	28.6%
Total Dividend	0.73	0.60	21.7%
Book Value	7.92	7.19	10.2%









## Message from the Chairman of the Board of Directors

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In 2011, Berli Jucker Public Company Limited. (BJC) has significantly prospered owing to its clearly set strategy and goal for becoming the regional leader which the management team has effectively executed as planned. They emphasized on developing new products, increasing production efficiency with advanced technologies and on logistics servicing. The important factor that contributed to the continuous success from previous years lied in the major investment in glass and aluminium containers manufacturing industry in Vietnam as well as the investment in consumer products distribution centers. While locally, core business of BJC concentrates on manufacturing and marketing of containers and packaging products, consumer products, medical equipment and healthcare products which grow steadily and solidly serve as the base for BJC to continuously expand into regional arena.

In order to meet the ever-changing market demands, BJC never ceases to seek opportunities and partnership in advanced technologies and trading. With the rapid market growth in the neighboring countries, it is foreseeable that the ratio of revenue from international markets will also increase continuously. This will eventually result in the readiness of BJC to cope with the changes when The Agreement on ASEAN Economic Cooperation becomes in effect in the near future.

On the occasion that BJC has been operating for 129 years, I would like to thank our dealers, business partners and agencies for their cooperation and supports for our continuous growth and success. I would also like to express my sincere appreciation to the management team and all employees for their contributions to the success of the company and my encouragement for all to keep up the good spirit of working together for the sustainable success of BJC.

Mr. Charoen Sirivadhanabhakdi  
Chairman of the Board of Directors





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## Board of Directors

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|---|---|--|
| <b>01</b> Mr. Charoen Sirivadhanabhakdi<br>Chairman /<br>Chairman of Executive Board /<br>Chief Executive Officer | <b>02</b> Khunying Wanna Sirivadhanabhakdi<br>Vice Chairman | <b>03</b> Dr. Chaityut Pilun-Owad<br>Director /<br>Vice Chairman of Executive Board /<br>Nomination and Remuneration<br>Committee Member |
|---|---|--|
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|--|---|---|
| <b>04</b> Mr. Thirasakdi Nathikanchanalab<br>Director /<br>Vice Chairman of Executive Board /<br>Risk Management Committee<br>Member | <b>05</b> Mr. Prasert Maekwatana<br>Director /<br>Vice Chairman of Executive Board /<br>Risk Management Committee<br>Member | <b>06</b> Mr. Aswin Techajareonvikul<br>Director /<br>Executive Director /<br>Chairman of Risk Management<br>Committee /<br>President /<br>Chairman of the Management Board |
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|--|---|--|
| <b>07</b> Mrs. Thapanee Techajareonvikul<br>Director /<br>Executive Director /<br>Secretary to Nomination and<br>Remuneration Committee /<br>Senior Executive Vice President | <b>08</b> Mr. Sithichai Chaikriangkrai<br>Director /<br>Executive Director /<br>Risk Management Committee<br>Member | <b>09</b> Mr. Prasit Kovilaikool **<br>Director /<br>Chairman of Audit Committee /<br>Independent Director |
|--|---|--|
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- |   |   |   |
|---|---|---|
| <b>10</b> Mr. Thapana Sirivadhanabhakdi<br>Director /<br>Executive Director | <b>11</b> Mr. Panot Sirivadhanabhakdi<br>Director /<br>Executive Director | <b>12</b> Police General Krisana Polanan *<br>Director /<br>Audit Committee Member/<br>Independent Director |
|---|---|---|
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- |   |   |  |
|---|---|--|
| <b>13</b> Dr. Suvit Maesincee<br>Director /<br>Audit Committee Member /<br>Independent Director /<br>Chairman of Nomination and<br>Remuneration Committee | <b>14</b> Mr. Weerawong Chitmittrapap<br>Director /<br>Audit Committee Member /<br>Independent Director | <b>15</b> Ms. Potjanee Thanavarani<br>Director /<br>Independent Director |
|---|---|--|
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\* Police General Krisana Polanan was appointed as Director, Audit Committee Member and Independent Director in replacement of Mr. Staporn Kavitanon who has passed away on 2 February 2012.

\*\* Mr. Prasit Kovilaikool was appointed as Chairman of Audit Committee with effective from 23 February 2012.









## Management Board

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- |  |  |   |
|--|--|---|
| <b>01</b> Mr. Aswin Techajareonvikul<br>President /<br>Chairman of the Management<br>Board | <b>02</b> Mrs. Thapanee Techajareonvikul<br>Senior Executive Vice President            | <b>03</b> Mr. Pattaphong Iamsuro<br>Executive Vice President<br>Consumer Supply Chain |
| <hr/>  |  |   |
| <b>04</b> Mr. Terapon Kietsuranon<br>Executive Vice President<br>Healthcare Supply Chain   | <b>05</b> Mr. Somporn Bhumiwat<br>Executive Vice President<br>Packaging Products Group | <b>06</b> Mr. Teera Werathamsathit<br>Senior Vice President<br>Group Human Resources  |
| <hr/>  |  |   |
| <b>07</b> Mr. Manus Manoonchai<br>Senior Vice President<br>International Business Group    | <b>08</b> Mr. Kosit Suksingha<br>Senior Vice President<br>Technical Supply Chain       |   |

Industrial Supply  
Chain

Consumer Supply  
Chain

Healthcare &  
Technical  
Supply Chain

International  
Business  
Group & Others

Business Partner  
Group





# BJC Group Organization Structure 2011





B/C

Business Center







## Dear shareholders,

The year 2011 is another remarkable year for Berli Jucker Public Company Limited ("BJC"). We have continuously executed our strategies to realize our vision as ASEAN's leading distribution company: 1) grow product portfolios; 2) extend our distribution channels; and 3) expand our geographical reach. Firstly, we have introduced more than 300 new products across industrial, consumer, healthcare and technical products through own brand development and new third party product sourcing. In 2011, we introduced 7 new consumer product brands and represented 140 new principals. We have manufactured and distributed more than 4,000 million glass bottles in 2011 and more than 1.6 billion aluminium cans and 1.7 billion aluminium ends.

Secondly, we have increased our distribution points to cover more than 90,000 retail outlets of consumer business distribution in Thailand and 50,000 outlets in Vietnam. Our distribution platform for healthcare business now covers more than 13,000 outlets, including 1,600 hospitals, 2,700 clinics and 4,800 drugstores in Thailand. We have first entered into retail business by acquiring Asia Books Co., Ltd., Thailand's largest English book retailer, in July 2011. This enables us to distribute our existing and new technical products and stationary through Asia Books' more than 70 branches, and e-commerce platform.

Thirdly, we have expanded and solidified our Indochina footprints. Our operation in Vietnam now covers 4 operations with almost 1,000 employees. Thai Corp International (Vietnam) Limited, our fast moving consumer distribution company, distributes directly to more than 50,000 points and represents 10 brands in Vietnam. O-I BJC Vietnam Glass Ltd. (Malaya Vietnam Glass Ltd.) with the world's latest technology is the largest glass container manufacturer in the country, aiming to meet growing demands of high quality glass products. Finishing construction project 2 months earlier than planned, TBC - Ball Beverage Can Vietnam Ltd., is starting operation and will start delivering aluminum cans in the second quarter of 2012. BJC International (Vietnam) Ltd. started converting tissue jumbo rolls into finished tissue products in August 2011, and now our Cellox brand ranked second in the Vietnamese facial tissue market. Outside Vietnam, we have set up our sourcing and business development team in Cambodia and Myanmar.

An important element in our execution plan is our people. We realize our people as our great asset and have launched initiatives to enhance our ability to recruit, retain and redevelop our people. We have defined BJC's "CHAMPION" way as our leadership role model, and this has been continuously communicated and implemented across our organization. As a part of our strategic workforce management, we have identified more than 40 successors to our key positions. We have deployed retention strategy for our young and high potential employees through our talent management program. To support our regional expansion, we have encouraged our staff to take overseas assignments as career advancement.

We set another record in our corporate history. Our sales grew 22% from the year 2010 to reach THB 31,234 million, while our net profit grew 15% from 2010 to THB 2,178 million. This strong sales increase came from strong performance of all supply chains. In addition, our international sales accounted for 12.5% of our total sales, increasing 79% from 2010. Throughout the year, we have strategically communicated our equity stories and strategies to existing and new investors. The rerating our share was supported by both business fundamentals and acceptance of our strategies by investors. On 30 December 2011, BJC's market capitalization reached THB 46,453 million, the highest throughout our 129 years of our corporate history. In addition, on 1 January 2012, we have been included in Thailand's SET 50 index, which raises our company profile to another level in the investor community.

We would like to take this opportunity to express our sincere appreciation to our shareholders, customers, investors, business partners and more than 9,000 employees for continued support of our company.

Best regards,

A handwritten signature in black ink, appearing to read 'Aswin', with a stylized flourish extending from the end.

Aswin Techajareonvikul  
President and Chairman of Management Board





# Operational Results and Financial Status

## Operational results

Total revenues of the Company and its subsidiaries were Baht 31,708.4 million in 2011, an increase of 22.4% from last year. This comprised revenues from sales of goods and rendering of services of Baht 31,234.5 million and other income of Baht 473.9 million.

Total expenses of BJC in 2011 were Baht 28,646.3 million, an increase of Baht 5,543.2 million or 24.0% from last year. The main contributions to the increase were as follow:

- Cost of sales and services was Baht 23,453.9 million, an increase of Baht 4,408.6 million or 23.1% due to an increase in sales.
- Selling and administrative expenses were Baht 4,826.3 million, an increase of Baht 995.6 million or 26%, mainly from sales, distribution, marketing and promotion expenses.

In 2011, BJC's net profit after tax was Baht 2,415.0 million while the portion attributable to equity holders of the company was Baht 2,177.5 million, an increase of Baht 276.2 million or 14.5%, mainly due to improving productivity. The net profit margins of BJC for 2011 and 2010 were 7.0% and 7.4% respectively.

BJC reported earnings per share of Baht 1.37 in 2011 compared to Baht 1.20 in 2010.

## Financial status

As of December 31, 2011, BJC's assets were Baht 32,926.4 million, representing an increase of Baht 5,249.2 million or 19.0% from 2010. The main contributions to the changes in the assets balance are as follows:

- Trade Account Receivable was Baht 6,322.5 million, an increase of 932.1 million or 17.3% from last year in accordance to sales increase. The Trade Account Receivable, turnover ratio was 5.33 times compared to last year at 5.22 times.
- Inventory was Baht 5,124.2 million, an increase of Baht 658.0 million or 14.7%. The inventory turnover ratios for 2011 and 2010 were 4.89 times and 4.25 times respectively.
- Other current assets were Baht 454.2 million, an increase of Baht 220.6 million or 94.4%, which mainly came from new business combination.
- Investments in associates were Baht 416.5 million, an increase of Baht 4.3 million or 1.0% which mainly resulted from sharing of profits from associate companies.
- Net property, plant and equipment was Baht 14,142.5 million, an increase of Baht 1,682.4 million or 13.5%. The amount of Baht 713.6 million attributed to the business acquisitions in 2011. Capital expenditure was Baht 954.4 million, which the majority contributed to the Industrial Supply Chain of Baht 350.3 million and Consumer Supply Chain of Baht 373.1 million. The depreciation charge for the year was Baht 1,656.1 million. The return to Fixed Assets ratios in 2011 and 2010 were 28.2% and 27.4% respectively.

- Intangible assets were Baht 925.6 million, an increase of Baht 58.5 million or 6.7%, mainly attributed to the software licenses purchase of Baht 132.6 million. The amortization charge for the year was Baht 103.9 million.
- Deferred tax assets were Baht 407.5 million, a decrease of Baht 25.2 million or 5.8%, mainly due to the adjustment from government's announcement to deduct the corporate income tax rate.
- Other non-current assets were Baht 132.0 million, an increase of 22.8 million or 20.9% mainly came from Baht 30.0 million deposits of rental agreements of new business.

Total liabilities of BJC as of December 31, 2011 were Baht 18,358.5 million, an increase of Baht 3,615.5 million or 24.5% from 2010. The main contributions to the changes in the liabilities balance are as follow:

- Interest-bearing debts were Baht 11,110.0 million, an increase of Baht 3,034.6 million or 37.6% from an increase of Baht 3,566.2 million in short-term and long-term loans from financial institutions, and debenture repayment of Baht 531.6 million.
- Trade Account payable was Baht 3,488.7 million, an increase of Baht 356.3 million or 11.4%. The Trade Account Payable turnover ratio in 2011 was 7.1 times, compared to 6.6 times in 2010.

Shareholder's equity of BJC as of 31 December 2011 was Baht 14,567.9 million, an increase of Baht 1,633.7 million or 12.6% from 2010. The main contributions to the changes in the shareholder's equity balance are as follows:

- An increase in net profit after tax for 2011 of Baht 2,415.1 million.
- An increase in non-controlling interests from acquisition of Baht 377.4 million.
- The decrease in payment of dividends of Baht 1,000.5 million. The dividend which was paid separately for the second half-year performance in 2010 was Baht 555.84 million or Baht 0.35 per share on May 26, 2011 by the approved resolution of the Ordinary General Meeting of Shareholders held on April 27, 2011 and interim dividend for the first half-year performance in 2011 was Baht 444.67 million or Baht 0.28 per share on September 9, 2011 by the approved resolution of the Board of Directors' Meeting held on August 11, 2011.
- The decrease of Baht 145.1 million from dividends of subsidiaries paid to non-controlling interests.

Total debt to equity ratio for 2011 was 1.26 times, an increase from 2010 at 1.14 times, which mainly resulted from an increase in net borrowing from financial institutions as indicated above in the Interest-bearing liabilities section.





## Our Brands

### Brands We Own

#### Consumer Supply Chain

#### Consumer Marketing /

#### Consumer Sales Divisions

#### Personal Care Products:

- Cellox
- Zilk
- Belle
- Dion
- Maxmo
- Melona
- Yori

- Parrot Gold Bar Soap and Parrot Gold Shower
- Parrot Botanicals Bar Soap & Shower Cream
- Parrot Natural Guard Soap, Shower Cream, Roll On and Foam
- Dermapon
- Promise Bar Soap, Shower Cream, Roll On and Foam For Men

- Berli Pops Cosmetics

#### Snack Food Products:

- Tasto
- Party
- Campus
- Bitee
- Dozo
- Kato
- Kirin Tea Break

#### Personal Care Products under Rubia Industries

- Ka-La

### Brands We Serve

#### Industrial Supply Chain

#### Packaging Products Division

- Chang Classic Beer
- Chang Light Beer
- Chang Draught Beer
- Chang Export Beer
- Federbrau Beer
- Archa Beer
- Asahi Beer
- Phuket Beer
- Cheers Beer
- Heineken
- Tiger
- Mekhong Whisky
- Sangsom Whisky
- Hong Thong Whisky
- Blend 285 Whisky
- Meridian Brandy
- White Spirit
- Sponsor
- Krating Daeng
- Wrangyer
- Carabao Dang
- Sun Spark
- M-150
- Spy

- Smirnoff
- Sprite
- Coke
- Arise
- Brighty
- Fanta
- Pepsi
- Seven-up
- RC Cola
- RC Royal
- Vitamilk
- Chang Soda Water
- Chang Water
- Brand's
- Veta
- Bezz
- Hale's Blue Boy
- Ovaltine
- Nescafé
- Kraft
- Mae Pranom
- Nguan Chiang
- Roza
- Golden Mountain
- Choice
- Pantai Norasingh

- Or Sor Ror
- Maggi
- Maxchup
- Chao Koh
- Mae Ploy
- BRAND'S - Balance Quince Essence
- She-Cow
- Yan Wal Yun Deksomboon
- Mae Krua
- Gold Label
- Squid
- Sinsamut
- Heinz
- Best Foods
- UFC
- Mae Sri
- Takrai
- Mabin
- Hi-Q
- Sukhum Panich
- Doikam
- Imperial
- Tiparos
- Takee Yan Wal Yun
- Sriraja Panich
- Moradok

- Exotic Food
- Pure Foods
- Oyster Fish Sauce
- Chon Thong
- Kaset Brand
- Tesco
- Carrefour
- Giffarine
- Pichai
- Lobo
- Cook Thong
- Mae Jin
- Aroy-d
- Taste Nirvana
- Pan
- Sun Sauce
- Chang Thong
- Chua Ha Seng
- Nam Jai Brand
- Rajah
- Tra Koong
- Grand Monte
- Vidhyasom
- Sara
- Penpark
- Vejpong

- Morseng
- Waugh's Curry
- Super Save
- Leader Price
- Kung Thai
- Penta
- Por Kwan
- Dede
- Thai Delight
- Good Life
- Suanjitladda
- D7
- Neo Suki
- Silverlake Vineyard

- Naturich
- Abalone Brand
- Village farm
- Cofe
- Mont Fleur
- Blink
- Vitamix
- Tofusan
- Hokkaido
- Kiss Gluta 200
- Thai Dancer
- Homhual
- J-Lek
- Kor Pai

- Hand Brand NO 1
- Leng Heng

Consumer Supply Chain

- Dettol Soap
- Babymind Soap
- Avon Soap
- Avon Cosmetics
- Nivea Cosmetics
- Natriv Cosmetics
- Degaze Cosmetics
- Sugus
- Coryfin C
- Sweet Perfect

International Business Group  
BJC International

- Wise
- Calbee

Brands We Represent

Industrial Supply Chain  
Engineering Division

- ACL
- AKAPP
- Albany
- Chase
- Columbus McKinnon
- East Power
- Erskine
- Fairbanks
- Fenner
- HBL
- Hoppecke
- Hitachi
- iWind
- J.D. Neuhaus
- Kelley
- Kuhnezug
- Kuli

- Raynor
  - Richard Wilcox
  - Siemens
  - TDC
  - Yale
- Technical Supply Chain
- Medical Product Division
- 3M
  - Astellas Pharma
  - Bharat Serums and Vaccines
  - Bio Sidus
  - BPL
  - Boryung Biopharma
  - CCM Pharma
  - CJ Corp.
  - Daito
  - Dr. Willmar Schwabe
  - Eurodrug
  - Fountain Health

- Haidylena
- Hugel
- Kaketsuken
- Lyomark Pharma
- Micro Lab
- Nirma
- Owen Mumford
- Pharmathen
- Pierre Fabre
- SciGen
- SK Chemicals
- SMB Technology
- Synthon
- Teijin
- Taiko
- Venus Remedies
- Will Pharma
- Chokdee

Medical Imaging Division

- Agfa
- Aloka
- Alsius
- Angiotech
- Barco
- Bard
- EBM
- Gammex
- Hologic
- Shimadzu
- SonoSite



**Medical Equipment Division**

- AC International Srl.
- Ahlstrom Specialties
- Carefusion
- Chattanooga Group Inc.
- Cincinnati Sub-Zero-CISA Products, Inc.
- CISA Products, Inc.
- Diter Eletroniikka OY
- Electro Medical System S.A.
- Huntleigh Healthcare
- Imperial Intuitive Surgical Inc. (da Vinci)
- Laerdal Medical AS
- Leica Microsystems (Schweiz) AG
- Lisa Laser Product OHG
- Lumenis
- The Magstim Company Ltd.
- KLS Martin Group
- Medigloves
- Microtex
- P.M.A. and Medical
- Protextra(Dr.Boo)
- Richard Wolf GmbH
- Saha-Boonthong
- Schaerer Mayfield
- Union Micronclean

**Stationery & Office Supply Division****Stationery:**

- 3M
- Double A
- Stabilo
- UHU

**Graphics:**

- Agfa
- Founder
- HP Indigo
- Quote & Print
- Taopix
- Technova
- Xitron

**Specialties Division**

- AB Mauri
- Adichem
- Anhui Tiger Biotech
- ANC Enzyme
- Amtech
- Bakels
- Berry Pharma
- Biosearch Life
- Biospectrum
- Blue Wave Marine
- Brad Chem
- Chao Khun Agro Products
- Climax

- Cosmetochem
- Creations Couleurs (CIT)
- Danisco
- Daesung
- Decas Botanical Synergies
- DSM Food Specialties
- DuPont
- Dutch Cocoa
- Emerald Kalama Chemicals
- Elco
- Feed Addition
- Firmenich
- International Dairy Ingredients (IDI)
- InnoVactiv
- IOI Lodders Croklaan
- Isocell
- Jan Dekker International
- Jingjiang Hongtai
- Kee-Seal
- Kemira ChemSolutions
- King Industries
- Majulah
- Metal Working
- Novus International
- Nutralink
- Petroferm Inc.
- Phode
- R.T. Vanderbilt

- Rieke Corporation
- Rubia Industries
- Sachtleben
- Shandong Dongyue
- Stratum Nutrition
- Syral
- Tate & Lyle
- The Malt Company
- Thermphos
- Tri-K
- United Coconut
- Unipex Innovations
- Yunehing FOS

**Consumer Supply Chain**

- Chitralada
- Cocoa Dutch® 100% Cocoa Powder
- Cocoa Dutch® 3 in 1
- Lotte
- Kirin
- Kato fruit juice with Nata De Coco
- Kool Koko fruit juice with Nata De Coco
- Fermipan® Yeast



...BJC is fully determined to protect and conserve the environment, as highlighted in its commitment...







## Environmental Engagement

### Environmental Friendliness with BJC Glass Containers and Aluminum Cans

As a responsible member of Thai society and a part of the environment, BJC is fully determined to protect and conserve the environment, as highlighted in its commitment: "We will conserve today's environment to enjoy good quality living in the future".

Food and beverage containers are vital for modern lifestyle. BJC glass containers and aluminum cans are favorable to both domestic and regional customers. We realize how much municipal waste would be generated from the uses of our containers and cans. One of the great assets of glass containers and aluminum cans is their outstanding suitability for recycling. Glass containers and aluminum cans can be recycled many times and can be remelted endlessly. Consequently, BJC glass containers and aluminum cans can be considered environment-friendly packaging.

For BJC glass containers, the use of cullet in conjunction with other raw materials as a part of the batch for melting into glass has many advantages. For examples,

- Requires 2 per cent less energy for every 10 per cent of cullet used in batch
- Reduces nitrogen oxide, particulates and carbon dioxide emissions
- Every ton of cullet used replaces 1.2 tons of quarried materials

BJC is considered a leader in glass recycling, using more than 450,000 tons of cullet annually for processing into new glass containers. This has a triple benefit: it greatly reduces wastage of glass, minimises the consumption of limited natural resources, and saves energy by lowering the melting energy required by 10 to 15 per cent.

For BJC aluminum cans, we have implemented energy saving projects to increase energy efficiency. In addition, we continue to focus on saving natural resources and reducing the cost of production through programs such as reuse of packaging returns from customers. We also commit to social responsibilities by working in coordination with Prostheses Foundation of H.R.H. the Princess Mother, where the used aluminum cans has been made as pseudopodium.

On the broader front of environmental responsibility, climate change is one of our prominent concerns. We have implemented life cycle analysis (LCA), applying it to its operations from beginning to end. LCA is a technique to assess environmental impacts associated with all the stages of a product's life from raw material extraction through materials processing, manufacture, distribution, use, repair and maintenance, and disposal or recycling. It calculates the burdens placed on the environment by the manufacture of a product, the following of a procedure or the use of a certain process.

With this analytical tool, we can compare the full range of environmental effects assignable to its products and gain a sound basis for informed decisions on improving processes and supporting environmental policy. Particularly, reduction of carbon dioxide emissions is the first priority and this is BJC's target with the main aim of mitigating the advance of global warming.



🌳 ...BJC has taken social responsibility into consideration especially in education which is basically the foundation of national development... 🌳







## Corporate Social Responsibility

Apart from business point of view, BJC has taken social responsibility into consideration especially in education which is basically the foundation of national development. Several measures include building schools in remote and deserted areas, and providing scholarships for the students in need. Such program are:

### Remote School Project

BJC has determined and chosen schools in remote areas that are in need of building facility, lavatory, and teaching equipment. This program has been in practice more than a decade, and in 2011, Lions Club School (Ban Ang Sila) in the province of Sra Kaew was chosen. New building facility and lavatory has been built to relief the hardship and it is expected to be complete in March 2012. This is the 8th School that BJC has built.

### Scholarships for Undergraduate students by BJC Foundation

BJC has set up scholarship program for undergraduate students since 1992. The objective is to provide opportunities for further education to students in need with good performance. In 2011, BJC has provided 42 scholarships totaling 1,566,000 Baht to students and also organized a meeting among those students. This was done as a way to provide those students with opportunities to build social skills, widen perspectives in working in the organization, and prepare themselves for the workforce environment after graduation.

### Scholarship program for Children of Employees

BJC has been providing scholarships for children of BJC employees as educational promotion and support. These scholarships include White Elephant Scholarship for students with good academic performance and General Scholarship for students in need. In 2011, BJC has provided 113 scholarships to its employee's children amounting to 664,000 Baht.

Furthermore, during the last quarter of 2011 when the big flood was inundated in several areas including the Bangkok Metropolitan, BJC participated in relief measures by partnering with TCC to donate money and supplies worthing more than one million Baht and it helped and relieved the hardship of those affected people in some ways.



## Human Resources



Approximately 350 employees of Thai Corp International (Vietnam) Limited out of the total of 800 employees at Vietnam plant.

2011 was another successful year for BJC with continuous and sustainable growth for both local and international markets. BJC expanded its business into the field of book distribution business through its acquisition of Asia Books as well as its existing operations in Malaysia, Vietnam, Myanmar and Cambodia which have achieved successful business performances. This success mainly derived from the expertise, qualification, experience and diverse skills along with great diversity in terms of age, educational background, language of origin, and ethnics. At present, approximately one-fourth of BJC Group's employees based in our overseas operations.

Throughout the year, BJC has continuously developed its Human Resources Management and Development Program i.e. the organizational restructuring aiming to serve its business expansion, the improvement of its overseas remuneration package (Overseas Package) to encourage its employees to work overseas, the adjustment of performance appraisal and evaluation system, the improvement of compensation package - Pay for Performance using clearly specified Key Performance Indicator (KPI), the management and leadership development program through annual training road map for opportunities in business expansion both in domestic and overseas markets, the promotion, appointment and rotation of the executives to serve new business and cope with BJC's continuous business expansion, and finally, the implementation of Mentoring Program in which designed to enable the new hires to feel welcome and work with confidence in the organization.

Furthermore, BJC Group has continuously aimed at employee engagement and core value by emphasizing the leadership role model of the management level in terms of core value and organizational culture. It also has emphasized on setting up Key Performance Indicator (KPI) and Knowledge Sharing Program and promoted Core Competency for higher efficiency through C-H-A-M-P-I-O-N keyword which stands for core competency under performance appraisal as follows; Customer Focus - aim to serve customer's needs (internal & external) High Personal Effectiveness - Stability, confidence and professional expertise Achievement Orientation - aim for success Maximized Business Opportunity - aim at maximum benefits from business opportunities Positive Interrelationship - good relationship among others Initiative & Improvement - initiate new thing and improve it continuously Openness - Be open-minded for diversity of thoughts and ways of work Non-Bureaucracy - quick and straightforward process

Furthermore, BJC determined to ensure the career growth opportunities of its employees through Succession Plan for high level management, Talent Management for employees with high competency and great potential, and through Management Trainee for newly recruited employees. These would develop new generation of leaders for serving BJC's continuous business growth.



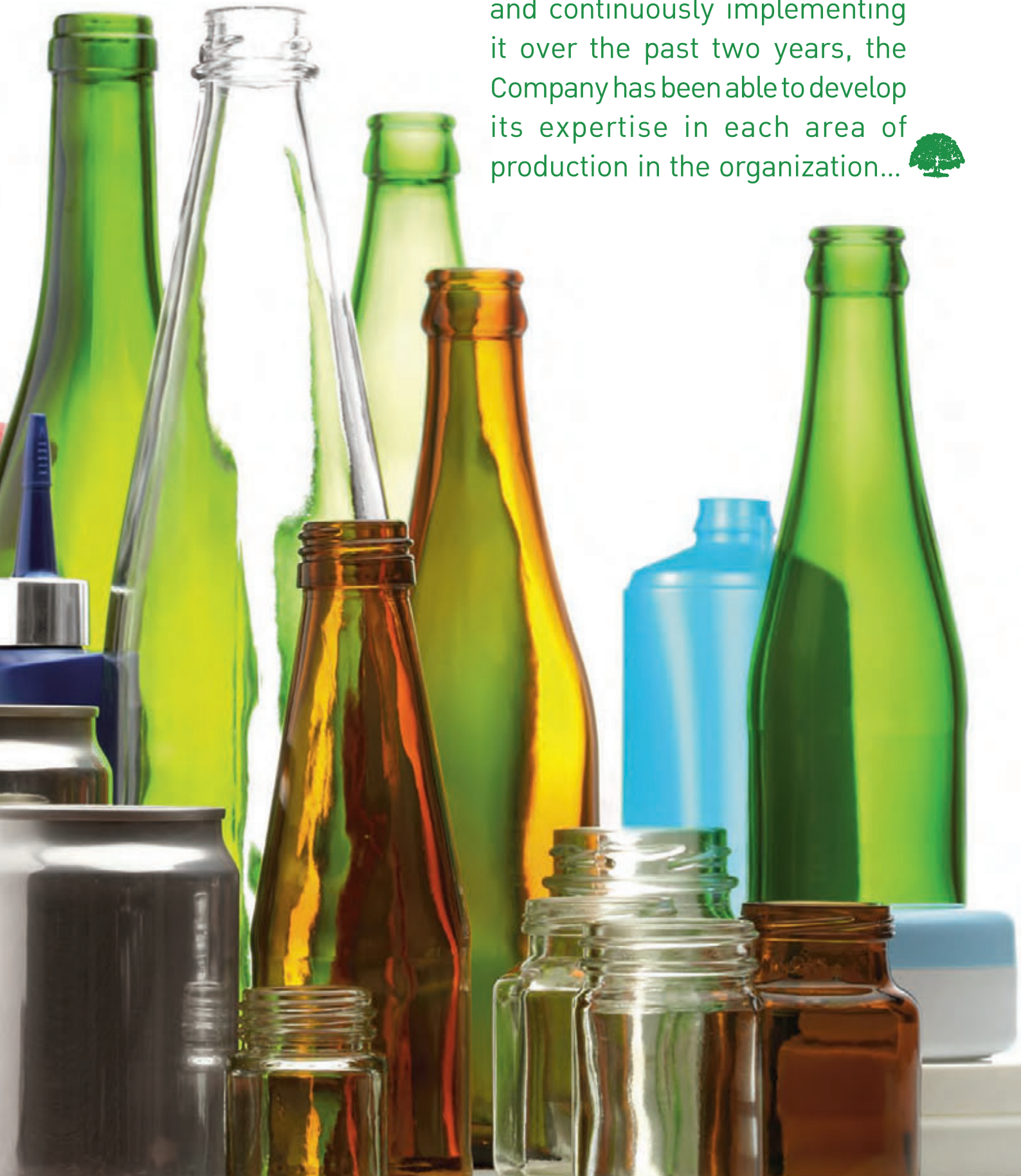
## 5 Year Financial Highlights

	2011	2010	2009	2008	2007
Total Revenue (Baht million)	31,708	25,903	22,699	22,634	19,399
Net Income (Baht million)	2,178	1,901	1,262	1,082	1,255
Gross Profit Margin (%)	24.91%	25.68%	22.77%	21.49%	24.03%
Net Income (%)	6.97%	7.42%	5.63%	4.86%	6.55%
Earning per share (Baht)	1.37	1.20	0.79	0.68	0.79
Interim Dividend per share (Baht)	0.28	0.25	0.12	0.15	0.15
Year-end Dividend per share (Baht)	0.45	0.35	0.21	0.15	0.21
Total Dividend Payout Ratio (%)	53.24%	50.12%	41.52%	44.04%	45.57%
Current Ratio (Time)	1.56	1.22	1.45	1.30	1.06
Net debt to shareholders' equity ratio (Time)	0.64	0.53	0.45	0.63	0.49
Working Capital (Baht million)	5,136	2,124	3,216	2,176	426
Total Assets (Baht million)	32,926	27,677	23,036	22,813	19,643
Return on Total Assets (%)	6.61%	6.87%	5.48%	4.74%	6.39%
Net Shareholders' Equity (Baht million)	12,581	11,415	10,351	9,555	8,988
Return on average Net Shareholders' Equity (%)	18.15%	17.47%	12.68%	11.67%	14.61%
Number of equity shares ('000)	1,588,125	1,588,125	1,588,125	1,588,125	1,588,125
Book value per share (Baht)	7.92	7.19	6.52	6.02	5.68
Par Value per share (Baht)	1.00	1.00	1.00	1.00	1.00





...Initiating Lean Six Sigma in 2010 and continuously implementing it over the past two years, the Company has been able to develop its expertise in each area of production in the organization...





# Industrial Supply Chain

## Packaging Products Division

Packaging Products Division of Berli Jucker Public Company Limited (BJC) is the market leader in Thailand in distributing glass packaging, which is produced by Thai Glass Industries Public Company Limited and Thai Malaya Glass Company Limited.

There are three major glass manufacturers in Thailand, where BJC holds approximately 40 per cent market share, and each manufacturer has its own major customers. This oligopoly industry requires high technology and high investment. Furthermore, in order to keep the business viable, glass manufacturing requires continuously high volume to fill its 24-hour capacity running non-stop throughout the year. Consequently, it is rather difficult for any newcomer to enter this market.

Despite the flood crisis in Thailand during October to December 2011 and the economic recession and financial crisis in Europe and the USA, sales of our Packaging Products Division in 2011 surged 13 per cent over the previous year due to the higher demand from Thai Beverage Recycle Co.,Ltd. and major customers in the food and beverage segments.

In mid-2011, BJC acquired an additional 30 per cent of shares in Thai Malaya Glass Co., Ltd. from Thai Asia Pacific Brewery Co.,Ltd.. As a result, BJC now holds 100 per cent of the shares of that company. BJC plans to expand the capacity of Thai Malaya Glass Co., Ltd. to cope with the increasing demand from customers in 2012.



In addition to wholly owning Thai Malaya Glass Co., Ltd., BJC together with Owens-Illinois Inc., the world's largest glass manufacturer, set up a joint-venture company, BJC O-I Glass Pte., Ltd. in Singapore to wholly acquire Malaya Glass Products Sdn. Bhd.'s shares in Malaysia. BJC thus indirectly holds 70 per cent of Malaya Vietnam Glass Ltd. via Malaya Glass Products Sdn. Bhd. This investment enhances BJC's efficiency in production capacity arrangements to serve customer demand in the ASEAN Region in terms of volume and timely delivery.







## Thai Glass Industries Public Company Limited

Thai Glass Industries Public Company Limited was established in 1951 as a joint venture company between BJC and Australian Consolidated Industries Ltd. (ACI) for the production of glass containers. The first automatic glass factory was built on a 26.2 rai plot of land located at Rajburana, Bangkok, with a production capacity of 700 tons per day. To meet accelerated market demand, a second glass plant was built in Bangplee, Samutprakan, on a 72.4 rai plot of land with a production capacity of 1,745 tons per day. Total production capacity of the two plants is now 2,445 tons per day with technical support from Owens-Illinois Inc., U.S.A. Both plants have been awarded the ISO 9001:2008, ISO 14001:2004 and OHSAS 18001: 2007 quality certification.

2011 was a significant year for Thai Glass Industries Public Company Limited as the company celebrated its 60<sup>th</sup> Anniversary of operations in Thailand. From its origins as Thailand's first automatic glass container manufacturer in 1951. The Company has become the main contributor driving BJC in the expansion of its international glass packaging business. With a total production capacity of 3,300 tons per day provided by its three plants in Thailand together with its plants in Malaysia and in Vietnam, the Company is currently the biggest glass container manufacturer in South East Asia. These achievements reflect the vision and dedication of the management and staff from past to present.

Last year the Company faced challenges both from the LPG price increase and the flood crisis in October to December. These severely impacted both industrial and business sectors. With good cooperation from management and staff, the Company safely survived those crises.

The Company has been awarded for its excellent labor relations by the Ministry of Labour for four consecutive years and certificated with the HACCP/GMP standard at the Bangplee plant. At Bangplee, the Company has established a glass technical training center including a glass museum and a new office building that will centralize the Company's support departments. The founding of the Glass Technical Training Center is the path to developing the Company as a center of excellence in glass technology and self-reliance. As such, it constitutes a turning point for the glass packaging industry in Thailand.

Initiating Lean Six Sigma in 2010 and continuously implementing it over the past two years, the Company has been able to develop its expertise in each area of production in the organization (Black Belt and Green Belt). The Six Sigma framework provides an excellent platform for integrating statistical, management and technical tools and skills into the Company's work to support cost reduction and the quality improvement program.

Mr. Al Stroucken, Chairman & CEO of Owens-Illinois Inc., the world's largest producer of glass container visited TGI Technical Training Center for the celebration of TGI's 60th Anniversary.







## Thai Malaya Glass Co., Ltd.

Thai Malaya Glass Co.,Ltd was established in 1991 to carry out the business of industrial glass packaging manufacture and distribution for big industries both in Thailand and overseas. The Company officially started operations on 21 August 1997, located at No. 28 Moo 1, SIL Industrial Estate, Bua Loy Sub-district, Nongkhae District, Saraburi Province, 18140. The Company obtained the ISO 9001: 2000 quality standard certificate from Bureau Veritas Quality International (BVQI) on 1 August 2009. The Company improved its quality standard for management systems to ISO 9001: 2008 on 1 August 2009 with a production capacity of 290 tons per day from three production lines. In 2011, BJC acquired an additional 30 per cent of the company's shares from Thai Asia Pacific Brewery Co., Ltd. (TAPB) and the Company became a wholly-owned subsidiary of BJC. The company has been promoted by the Board of Investment and obtained promotional privileges for the manufacture of glass bottles on 1 December 1995. Under this agreement, it obtained corporate income tax exemption for net profit derived from the promoted business for a period of seven years from the operation start-up date (5 October 1997).

Revenue in 2011 increased 80 per cent from the previous year as a result of customer base expansion and market growth. The company was not affected by the widespread floods during October to December and was able to increase sales and render full support to customers.

In addition to being certified ISO 9001:2008 Quality Standard, the company has implemented Lean Six Sigma programs to improve productivity and the quality of products and services while further building customer satisfaction and improving personnel competence and skills.





## Thai Beverage Can Ltd.

Thai Beverage Can Ltd. is a manufacturer and distributor of two-piece aluminum cans and ends, incorporating customers' designs and trademarks, for beverages and beer. The Company administration office and manufacturing plant cover an area of 9 hectares, located in HSIL Industrial Land in Nongkhae, Saraburi. There are two production facilities at the site with covered areas of 28,800 m<sup>2</sup> and 4,800 m<sup>2</sup> respectively. Currently, the company has two state-of-the-art can lines, two state-of-the-art end lines, one coating line and one cutting line. The company uses advanced technology from Ball Corporation, a leading packaging company in the United States. TBC is certified in ISO 9001:2008, ISO 14001:2004, ISO 22000:2005 and OHSAS 18000:2007.

The 2-piece aluminum can-making industry requires advanced can-making and end-making technology, with high volume production, in order to achieve low cost of production. Because of this barrier to entry, there are only four 2-piece aluminum can-making companies in Thailand. Thai Beverage Can Ltd. has grown over the years to become one of the largest in the country.

In 2011, TBC achieved revenue growth of over 18 per cent compared to 2010. This was due to higher can and end demand both in Thailand and the region. The company also invested in new equipment to de-bottleneck the production process in order to increase capacity. With highly efficient production and a decrease in down-time, the company was able to increase production capacity in 2011. This was done to fulfill the increased volume requirements from our domestic and overseas customers. In 2011, approximately 75 per cent of TBC production was supplied to domestic customers and 25 per cent was exported.

In 2011, TBC and Ball Corporation formed a joint venture to build a new aluminum can plant in Vietnam. The total investment cost is US\$60 million. It will have an initial annual production capacity of 850 million cans. Production is expected to begin in February 2012.



Engineering team conducted trial run after installation of the machines at TBC - Ball Beverage Can Vietnam Ltd.

The company has implemented energy-saving projects to increase energy efficiency. In addition, the company continues to focus on saving natural resources and reducing the cost of production through programs such as re-use of packaging returns from customers. TBC also realized its social responsibilities and has been working with the Pollution Control Department on campaigns to create awareness among the public on recycling. The campaigns encourage the public to donate used aluminum cans to the Prostheses Foundation of H.R.H. the Princess Mother, where they are used to make artificial legs.



## Malaya Glass Products SDN BHD

Malaya Glass Products Sdn. Bhd. is a Malaysia-based company. It is a joint venture between Berli Jucker Public Company Limited (BJC) and Owens-Illinois Inc. (O-I), the world's largest producer of glass containers, via BJC O-I Glass Pte. Ltd. which was taken over in 2010 and became 100 per cent owned by BJC and O-I. The Company is a manufacturer and distributor of glass containers serving large industries, both domestic and overseas, such as those in the beer, alcoholic and non-alcoholic beverages, and foods sectors. It is the largest manufacturer in Malaysia with a market share of more than 70 per cent. Its headquarters and factories are located in Johor Bharu, Malaysia, on an area of 5.7 hectares comprising office buildings, manufacturing plants, three furnaces and warehouses. It has a production capacity of 445 tons per day or 165,985 tons per year. It is certified with Quality Standard ISO 9001: 2008.

In 2011, the company's sales increased more than 10 per cent compared with the previous year. The increase resulted from the higher demand for glass containers both in the country and in the region. The company continuously improves quality to serve its customers and is in the process of increasing manufacturing efficiency and reducing production costs by the introduction of programs such as Lean Six Sigma.

## Malaya Vietnam Glass Limited

Malaya Vietnam Glass Limited is a Vietnam-based company. It is a joint venture among BJC, O-I and Saigon Beer Alcohol Beverage Company (SABECO), the largest beer producer Vietnam. The Company was taken over in 2010 and is now 70 per cent owned by BJC and O-I. It is a manufacturer and distributor of glass containers serving producers of beer, beverages and foods such as PepsiCo Vietnam, CocaCola Vietnam, SABECO, Vietnam Brewery, Asia Pacific Brewery and SABMiller. The Company is the largest manufacturer in Vietnam with a market share of more than 60 percent and more than 600 employees.



Its headquarters and factory are located in Ho Chi Minh City, Vietnam, on an area of 3.3 hectares comprising office buildings, manufacturing plants, one furnace and warehouses. It has a production capacity of more than 175 tons per day or 75,000 tons per year. It is certified with Quality Standard ISO 9001: 2000. In November 2011, the Company relocated its manufacturing plant from Ho Chi Minh City to Ba Ria - Vung Tau in My Xuan A Industrial Estate, which is 80 kilometers east of Ho Chi Minh City. It is now located on an 8.5 hectares site and has increased its production capacity from 175 tons per day to 280 tons per day. It is well-equipped with world-class modern technology and can use natural gas as a source of energy to reduce production costs.

The glass container market in Vietnam has the potential for rapid growth, especially in the beer industry where glass containers are mainly used. The market growth rate is more than 15 per cent per year and the demand for high-quality glass containers is increasing. With the increased production capacity, modern technology, and an experienced team, the company believes that it can maintain its status of Vietnam market leader indefinitely.





## Engineering Division

The Engineering Division conducts the business of importation, distribution, design and installation of engineering products serving local and overseas industries, multinational firms, and state enterprises. The Engineering Division also provides consulting services and after-sales service for different kinds of engineering systems.

During the first half of 2011, the Engineering Division delivered a good overall performance as a result of investment expansion in the export business and an increase of customers' trust. However, in the second half, Thailand's worst flooding in more than half a century affected two-thirds of the country and forced several industrial estates and factories to shut down. The flooding not only severely affected the crucial vehicle, electronic and associated industries, but also impacted on all installations, equipment and tools in the factories concerned. Joining Thailand's Flood Relief Scheme, the Engineering Division offered aid in providing after-exposure treatment measurement and recovery plans and services for business operators, for recovery of damaged infrastructure, machinery and equipment.

Our Engineering Division is specialized in providing engineering solutions, warehouse management systems and equipment, plus after-sales services. We distribute engineering products from world class manufacturers such as Albany (Germany) for high speed doors, Kelly for dock levelers, Raynor for rolling doors, Fairbanks (U.S.A) for truck scales, as well as Siemens and Fenner (U.K.) for programmable logic controllers (PLC) and power transmission. It is projected that the market demand will rise significantly in the wake of the flood crisis. The Engineering Division has reset its marketing and sales strategies to cope with the demand.

In addition, this year the Engineering Division was appointed as Hitachi Asia Co., Ltd's representative for handling the sales activities of their crane and hoist components business, with the objective of meeting targets in Thailand for expanding their customer base to cover all industrial businesses.



## Thai-Scandic Steel Company Limited

Thai-Scandic Steel Company Limited carries on the business of design and manufacture of galvanized steel structures for high voltage transmission towers, telecommunications towers and general uses, both local and overseas.

Overall sales performance of the company in 2011 was about 18 per cent lower than the previous year due to the postponement of a key international telecommunications project in the Philippines. However, domestic revenue was better than budget due to the sale of steel towers for EGAT 115kV Angthong-Ayuthaya1-Bang Pa In1 to the Electricity Generating Authority of Thailand and for PEA 115kV Pai-Mae Hong Sorn to the Provincial Electricity Authority of Thailand.

The turnkey contract to design and manufacture 230/115 kV transmission line towers for the Theun Hinboun Expansion Project in Laos was successfully completed in the second quarter of 2011.

In spite of forecasted high growth in domestic demand, the company is still pursuing international markets, such as in Africa, Pakistan and regional countries including the Philippines, Cambodia and Laos, in order to well-balance its business portfolio and maintain its international customer base.

With the largest ceramic-galvanizing bath in Thailand, the company continued to offer high-quality galvanized steel products and services. In addition to ongoing productivity and efficiency improvement, the company has implemented cutting-edge technological software for drawing and design, recently installed a robot-welding system for mass production, and has upgraded its eight Computer Numerical Control (CNC) machines for steel fabrication, resulting in superior products and service delivered to customers worldwide.

With its strong commitment to quality and social responsibility, the company expects to be certified for OHSAS 18001: 2007, in addition to holding ISO 9001: 2008 and ISO 14001: 2004 certification.



Galvanized steel structures



telecommunications towers



Transmission towers





...continuing focus will be on reinforcement of the existing core brands, new product launch, development of platform as a base for new business, improvement for new distribution channels...







# Consumer Supply Chain

## Consumer Marketing Division and Consumer Sales Division

Consumer business in 2011 continued to face intense market competition and the rise of raw material costs such as palm oil, milk and cocoa-based materials for the production of soaps, snacks and beverages. Supply disruption of some raw and packaging materials caused by the flood in the last quarter also affected production to a certain extent. However, as the production and distribution facilities situated on the eastern side of Bangkok were mostly spared from the flood (with the exception of Kato beverage production), our consumer supply chain was not directly impacted by the flood crisis.

The uninterrupted supply situation indirectly helped us achieve a sales growth of 16 per cent over 2010.

### Local Markets:

Sales of Parrot soaps were basically flat from the previous year. The high level of raw material costs and the unusually long cool weather during the first quarter led to a softened consumption rate and selling price fluctuations in tune with the changing raw material costs during the year.

In 2011, Parrot brand made an entry into the anti-bacterial soap segment with the introduction of “Parrot Natural Guard” both in liquid and bar formats. The product is aimed at the skin care-conscious target group. The campaign was supported by a famous pop singer/actor, Dan Woradej Danuwong, as the product presenter. Also in 2011, Parrot introduced the “Promise” skin care line for men targeting the 22-35 age group, supported by well-known actor, Peter Corp Dyrendal, as the product presenter. The two new lines were part of our efforts to continuously grow our core brand “Parrot” through new product line extensions to meet consumer market demand.

Baby Toiletries and Cosmetics business - a new product namely “Dermapon Double Milk Bath” was added in 2011. However, Dermapon baby liquid soap sales were flat in 2011 from reduced promotion sales while brand building activities were still maintained. As for Berli POPS Cosmetics sales were up by 75% with a significant improvement of retail sales off-take ranking.

Tissue business total sales grew by 20 per cent in 2011 due to increased market demand and strong brand growth. Strategies were focused on building core brand loyalty such as for Cellox and Zilk. A new TV commercial was launched resulting in a good market response. Marketing activities included modern trade point-of-sale merchandizing, and improved nationwide distribution to various customers ranging from lower tier retailers to institutions such as





hospitals, hotels, offices and food outlets. The tissue business was able to maintain its market leadership position with a 41.3 per cent market share.

Sales of Snacks and Beverages business increased 16% year-on-year. Main contributors to the increase were from our four core brands, i.e. Tasto potato chips, Dozo rice crackers, Party and Campus extruded snacks. Integrated marketing channels through all media e.g. TV, magazines, radio and printed press were applied inclusive of full-scale activities at point-of-sales. All promotion campaigns for Tasto (with “Pe” as product presenter same as last year) turned out to be successful. Tasto sales registered an increase of 14% year-on-year. At the same time, while the Dozo rice crackers organic sales grew continuously, a new extended brand segment, namely “Dozo Baby Bite” snack for young children, was launched after it was well received in a market trial run. Besides, Dozo also entered the fast-expanding “Seaweed” snack market segment by launching the Dozo Seaweed Fried Snacks. Promotion campaigns for Party and Campus extruded snacks continued to work well. However, Campus UHT Choco-drink products experienced a supply disruption from the flooding since Oct.’11 and distribution is expected to resume in June 2012.

Sales of the 3rd Party Distribution business, comprising “Kato” fruit juice, “Kirin” tea beverages, “Chitlada” UHT Milk, “Cocoa Dutch” cocoa drink, “Penguin” household cleaners, were mostly progressing well, e.g. Kato registering a 10% sales growth year-on-year whereas the “Penguin” household cleaners line did well at point-of-sales activities despite sales being slightly below target. In 2011, we also introduced a new line of herbal skincare, “Himalaya”, a growing popular brand in various countries in Asia and the America. Initially product introduction was made via the Watson retail chain with support of magazine ads and point-of-sale BA person.



## Distribution Channels:

With change of the retail market structure in the past several years was shifting from traditional trade to modern trade domination, e.g. hypermarkets, super-markets, department stores and convenience store chains, the Consumer Supply Chain Group (CSC) has equipped itself with essential IT infrastructure and logistics distribution network to cover all trade channels, particularly traditional trade wholesalers, small retailers, as well as all target distribution outlets country-wide. In 2011 the CSC achieved an increased coverage over 60,000 new direct outlet accounts and will continue to expand our distribution network coverage.

## Overseas Markets:

Sales to overseas markets increased by 11% year-on-year. Countries under our marketing focus are Vietnam, Cambodia, Myanmar, Malaysia, Singapore and Laos. In July 2011 the Company opened a converting plant and started production of Parrot Natural Guard soaps in Yangon, Myanmar in Sept. 2011.







## Berli Jucker Cellox Limited

Berli Jucker Cellox Ltd. is engaged in the manufacturing of a wide range of hygienic tissue products for general consumers, such as facial, washroom, household and multi-purpose tissues, and for institutions including hospitals, offices, factories, schools and hotels. Products are sold under the trademarks Cellox, Zilk, Belle and Maxmo. We aim to be the leader in quality tissue manufacturing in the region through delivering continuous product innovations that address the needs of the markets. Products are sold both domestically and abroad to ASEAN countries such as Vietnam, Cambodia, Singapore, Laos and Myanmar. Consumer tissue products for household use are sold directly to mass merchandisers, supermarkets, mini-marts and general retail outlets, whereas tissues for institutions are sold via specific distributors for country-wide coverage.

In 2011, sales of the tissue business rose 9 per cent over the preceding year. However, net profit posted a decrease of 22 per cent year-on-year, which was mainly attributable to a one-time deferred tax asset write-off from the change of the corporate income tax rate according to the Government policy from 30 per cent to 23 per cent in 2012 and 20 per cent in 2013.

The company continued its focus and investment in product innovations, quality and growth of own brand equity, namely Cellox, Zilk, Maxmo and Belle. Cellox and Zilk performed well in the growing premium and mid-market segments after undergoing a packaging redesign and the successful market introduction of the “micro-ban”, 99 percent anti-bacterial hygienic theme paper. Other key tissue brands successfully launched were Zilk Facial and Zilk Pop-Up in a new modern-look packaging. As for the Maxmo brand, sales volume was achieved via point-of-sale promotion and merchandising programs, which posted an 18 per cent sales growth year-on-year. Belle reinforced its leadership in the economy market segment with improved distribution reach to new target customers upcountry.





Furthermore, realization of selling price increases triggered by the rising pulp prices in the third quarter and higher sales ratio participation of premium grade paper, as well as adjustment of bulk tissue sales to institutional users, paid off in terms of improved profit margins. Overall the tissue business was able to maintain its market leadership position with a 38 per cent and 22 per cent market share for toilet and facial tissues respectively.

Export sales also climbed 14 per cent year-on-year despite periodic trade suspensions due to border disputes with Cambodia and Myanmar, as well as the prolonged flooding in Cambodia and Vietnam. The Company set up a paper production line and initiated production in Vietnam in September 2011. This will enable the Company to increase its level of competitiveness in order to tap market potential and future opportunities in the region.

During the year, the Company further increased its production capacity of facial tissue and installed another new machinery line imported from Italy to support market growth. It also developed embossed pop-up tissue for quality and beauty improvement by ordering the best embossing roll imported from the USA so as to develop the soft and bulky tissue.

The Company continued to gain benefits from the adoption of the ISO 9001:2008 quality standard certification, the Total Quality Management (TQM) and the Total Productive Maintenance (TPM). It also gained from participation in the project of Lean Manufacturing Best Practice 2010 by the Ministry of Industry, which involved all employees and lead to overall efficiency improvement throughout the organization. On 14th June 2011, the Company was also awarded the ISO 14001:2004 Environmental Management Standard Certification and, on 28th May 2011, the OHSAS 18001:2007 Occupational Health and Safety Management System certified by Bureau Veritas Certification (Thailand) Ltd. These form part of the Company's cultural values for safety best practices and responsibility to society.

Despite Thailand's worst flood disaster in October 2011, BJC still capable of serving its customers by manufacturing and distributing its products throughout the country.





## Berli Jucker Foods Ltd.

Berli Jucker Foods Ltd. is one of the leading Thai companies in the field of the production, marketing and distribution of snacks such as fried seaweed, rice crackers, candy and chocolate drinks, both for local and regional markets, under our own brands Tasto, Party, Campus, Dozo and Bitee. Our snack products are manufactured from fresh agricultural raw materials adhering to international standards of quality and hygiene control. The company has focused on new product development and brand differentiation building to position our brands for responding to the needs of consumers. This includes the launch of new flavors so as to create excitement among consumers.

Annual sales and net profit were up by 16 per cent and 56 per cent respectively year-on-year. The good performance resulted from successful launches of new products and flavors, pro-active cost management, high capacity utilization, and enhanced distribution efficiency during the year. However, key raw material cost increases, particularly for palm oil, whose price rose 40 per cent year-on-year on average, as well as the negative impact on the economy as a whole of the fourth quarter flood crisis, were a drag on the business.

In 2011, new products and flavors launched during the year were Dozo fried-seaweed snack, Party buttered toast flavor snacks, Campus with vitamin flavor snack, Tasto snacks with crab with black pepper flavor, seafood with basil-leaf flavor, and spicy seafood mixed with garlic butter scallops flavor, as well as Wan Wan Milk flavored candy and Durukan lollipops. Moreover, the Company re-launched the Dozo Corn Cheese and Sweet Chili flavored rice crackers. The Company also benefited from extending contract manufacturing services to a third party partner, Leslie Co., Ltd., for the production of potato chips under their brand name, "Farmer John", for distribution in the Philippines.

The company currently holds various manufacturing and quality standard certifications, namely ISO 9001:2008 Quality Management System, ISO 22000 Food Safety Standards, GMP, HACCP, ISO 10002: 2004 Complaints Handling, OHSAS 18001 Occupational Health and Safety Management System, and National Halal Standard THS 24000:2552 certified by the Central Islamic Committee of Thailand. The Company is also in the process of being awarded the Environmental Management





Standard ISO 14001 in line with our continuous focus on Green Factory and White Factory campaigns as part of our CSR (Corporate Social Responsibility) culture. In addition, the Company also pro-actively promoted the Total Participative Management (TPM), including setting up a Knowledge Management Centre & Multi-skills Management System within our organization in line with our continuous personnel development program to meet current and future business growth.

The company are currently holding various manufacturing and quality standard certifications namely ISO 9001:2008 Quality Management System, ISO 22000 Food Safety Standards, GMP, HACCP, ISO 10002: 2004 Complaints Handling, OHSAS 18001 Occupational Health and Safety Management System, National Halal Standard THS 24000:2552 certified by the Central Islamic Committee of Thailand. The company is also in the process of being awarded the Environmental Management Standard ISO 14001 in line with our continuous focus on Green Factory and White Factory campaigns as part of our CSR (Corporate Social Responsibilities) culture. Despite the latter the company also proactively promoted the Total Participative Management (TPM), including setup of a Knowledge Management Centre & Multi-skills Management System within our organization in line with our continuous personnel development programme to meet current and future business growth.



## Rubia Industries Company Limited

Rubia Industries Ltd. is a major manufacturer and distributor of personal care, toiletry, cosmetics, and confectionery products. We manufacture and supply private labels or third-party brand products under license from leading international manufacturers as well as our own proprietary brands for distribution in Thailand and abroad. Local sales constituted 88 per cent of total sales while the remaining 12 per cent were from export sales to countries within ASEAN and to Taiwan. Our manufacturing processes and service operations are implemented with cost-competitiveness and high discipline under the GMP, HACCP, HALAL and ISO 9001 certification. We also focus on management of our own core brands, e.g. “Parrot” soaps, and distribute the products via BJC sales and distribution arms, while our contract manufacturing clients handle marketing and sales of their brand products themselves.

Total sales in 2011 grew 8.5 per cent year-on-year. The sales increase mainly came from manufacturing service business for personal care products and candy export sales to overseas markets, principally Indonesia and Vietnam. Roll-out of new product line extensions, namely “Parrot Natural Guard” anti-bacterial soaps and the “Promise” cosmetic line for men, also fueled sales growth enabling it to maintain leading market positions amidst a high level of competition. According to a third-party Market Share Research Report, “Parrot” was the No. 2 best-selling brand in the bar soap market and No. 3 in the overall soap market (bar and liquid soaps combined), the same as the previous year.

The net profit of the Company, however, edged down 20 per cent from the preceding year. The net profit decline was mainly attributable to a one-time deferred tax asset write-off from the reduction in corporate income tax rate from 30 per cent to 23 per cent in 2012 and 20 per cent in 2013.







In 2011, the Company developed new products, namely Promise for Men brand including liquid soap, deodorant and face foam, and Parrot Natural Guard brand, an anti-bacterial soap including. Skincare botanical shower cream, to meet existing and new customers' needs and maximize market opportunity.

An additional factor driving a minor reduction in profit margins was the Company's inability to pass on the rising cost of key raw materials, e.g. palm and coconut oils, to consumers for the first seven months. That was due to soap being a restricted product, whose selling prices are capped under the Government-regulated price control enforcement.

Furthermore, the Company also implemented a CRM (Customer Relationship Management) system during the year for sustainably improving its interactions and relationships with customers, which are vital to our business and future growth. To manage operational and business risks, the Company continued its focus and investment in continuous improvement initiatives aiming to achieve operational excellence. This was in accordance with its certified adoption of the Good Manufacturing Practice (GMP) systems, the ISO 9001:2008 quality systems, the Hazard Analysis and Critical Control Points (HACCP), Behavior-Based Safety for safety and the environment, the TQM & TPM procedures, and most importantly its human capital development involving all levels of employees within the Company. Also, the Company's laboratory won the endorsement of ISO/IEC 17025 (General requirements for the competence of testing and calibration laboratories) from the Bureau of Laboratory Quality Standards, Department of Medical Sciences, Ministry of Public Health, for its professional lab systems and delivery of lab results meeting/exceeding the established standard.

The Company was also awarded the ISO 26000-equivalent CSR-DIW and the Green Label/Green Production Certificates in recognition of the Company's Corporate Social Responsibility (CSR) achievement. The latter ensures that its operations, facilities, actions and products are having a positive impact on the environment, consumers, employees, communities and all stakeholders.





## BJC Logistics Limited

BJC Logistics Ltd. was officially registered as a new company separate from Berli Jucker PCL in 2000. The Company is a leading integrated logistics service provider offering supply chain solutions customized to the needs of individual clients. The company also offers licensed Customs Brokerage Services, including global freight forwarding and value-added services at every link of the supply chain for both in-house and external third-party customers in various industries. These services are supported by our modern IT-controlled distribution centre warehouses totalling about 60,000 square-meters and ISO 9001:2008 certified service operations.

Despite a drag on the economy caused by the fourth quarter flood crisis, the Company ended the year with a 10 per cent increase of revenue over 2010 from continuing operations of Warehousing, Transportation and Customs Brokerage Services. The revenue increase was driven by sales volume growth of both existing and new third-party customers, e.g. Itocho and Topics Gems. The net profit of the Company after tax and non-recurring extraordinary items also topped expectation and the prior year's results.





One of the performance highlights this year was the Company's capability to meet unusual challenges of keeping service continuity despite extreme and abnormal circumstances, particularly during the severe fourth quarter flooding in Thailand. The company, through its well-established transportation fleet networks, successfully managed to maintain physical distribution of our customers' products to reach the flooded areas out of our main Distribution Centre in Bangkok and the Regional DC, which fortunately were spared from the floods. The uninterrupted services enabled our customers to gain business benefits from the crisis, which led to increased sales, customer satisfaction and confidence in the company's operations.

Revenue from warehousing and transportation services rose 15 per cent year-on-year. The main drivers were the strong sales volume growth of the BJC Consumer, Industrial and Technical Supply Chain Groups, as well as IT products, while the Healthcare Supply Chain experienced a slight market slowdown. Customs Brokerage Services also saw continuing revenue growth, principally from customs clearing and outward freight services. The company has continued its focus on expanding the Outward Freight business covering Indochina and ASEAN countries.

The Logistics business continued to face a high level of competition, particularly from international third-party logistics service providers with connected overseas or global networks. However, the company's continuous investment in building up our IT capabilities and our vertical professional experience in multi-industries, together with qualified employees and simplified processes, enabled it to meet the competition in terms of service quality and cost competitiveness. While continuing our efforts to achieve "operational excellence", we implemented counterbalancing cost reduction projects in various areas, either direct or indirect charges to operations, in order to reduce service costs even further. The latter has resulted in a more competitive service cost being offered to our customers and has in turn increased our overall profitability.



### Jacy Foods Sdn. Bhd.

Jacy Foods Sdn. Bhd, is engaged in the production and distribution of fried potato chips and extruded snacks. In 2011, total sales climbed 33 per cent year-on-year. The main drivers were sales of “Wise” and “Tasto” potato chips in Malaysia, which grew 57 per cent from the prior year. The sharp earnings increase was attributable to successful development of new distribution channels into new untapped target groups and continuous brand-building activities throughout the year. Distribution reach to new target groups was achieved via point-of-sale merchandising, spot promotion activities at exhibition sites, institutions, offices and schools, and cultural events where sales off-takes were realized after consumers engaged in product trials.

With consumers’ needs and market competition attentively in mind, the Company introduced the new Tasto “V-Cut” potato chip in August which was well received by the market. Sales of this product soared, contributing 5.5 per cent of total company sales in 2011.

Total net profit was up 22 per cent from the previous year thanks to improved production efficiency and the lower cost of raw potatoes counterbalancing rising costs of other raw material inputs.

Competition in the domestic market remained fierce. Many new competing product brands emerged in the market, which was in direct competition to our “Wise” potato chips. However, with the strong relationship with key business partners coupled with our continuous marketing promotion activities, including TV commercials and new product launches, we were able to increase sales of “Wise” potato chips by 43 per cent year-on-year.

Export earnings were also up by 8 per cent year-on-year. The main contributor was our exports to the Hong Kong market.

In 2011, the cost of other key raw materials, particularly palm oil, was at a record high of 390 Ringits per ton, while the costs of packaging film and flavor ingredients were up by 3 to 8 per cent. However, through our established cost management strategy and continuous sales volume improvement, we expect to maintain our strong business position in the market.





## Thai Corp International

Thai Corp International (Vietnam) Limited is a 75 per cent owned subsidiary and a BJC joint venture company registered in Hong Kong. The latter is 75 per cent owned by BJC International Co., Ltd. Thai Corp International (Vietnam) Limited is one of the first pioneering foreign companies that were granted a trading license by the Vietnamese Government to engage in the export and import business, as well as the distribution of consumer products throughout Vietnam.

Sales in 2011 jumped 18.5 per cent over 2010. The main drivers were Red Bull beverages and canned fish of the Three Lady Cooks brand. These are well-known brands and market leaders in Vietnam controlling more than 70 per cent market share. The company's distribution network covers all 64 provinces in Vietnam with more than 1,000 sub-distributors, over 50,000 wholesale and retail outlets, plus over 350 employed sales representatives.

Furthermore, the Company has been entrusted by numerous leading supplier companies in Thailand to represent them for exclusive distributorship of their products in Vietnam, e.g. Nestle milk products of the Carnation and Bear Brand from F&N Dairies (Thailand) Ltd., Mama noodles from Thai President Foods PLC, "Bireley" fruit juice beverages from California Orange (Thailand) Co., Ltd., and Crown 99 and Meridian alcoholic beverages from Thai Beverage PLC

The company aims to be market leader in consumer product marketing and distribution services in Vietnam for fast-moving consumer goods from Thailand. For the sake of efficiency and business success, the Company has separated its operations into Foods and Non-foods product groups to suit the existing structure of local retailers and to match the needs of customer groups..

The company remains confident of future growth and plans to step up investment, not only in expanding the distribution network coverage and further increasing number of retail outlets, but also in manufacturing facilities. This will help build a new business foundation in preparation for the forthcoming Asean Economic Community (AEC) free-trade zone environment in the next three years.





... BJC has strived to focus on supplying quality pharmaceutical products and advanced biotechnology products in order to thoroughly satisfy public healthcare needs in Thailand... 





## Healthcare & Technical Supply Chain

BJC has operated in the healthcare business in Thailand for over 40 years. Its rich and remarkable experience spanning more than four decades has taken BJC to the very forefront of marketing, distribution and servicing in the industry. BJC has built strategic alliances with the top companies in the pharmaceutical and healthcare segment worldwide. We have supplied state-of-the-art medical equipment to institutions including the leading teaching hospitals in Thailand. As a part of Thai society, we have always put maximum effort into raising the national standard to that of the international arena. Furthermore, we have contributed to supplying innovative pharmaceutical products and quality generic drugs to healthcare organizations countrywide. We are proud to help improve the quality of life of people in Thailand through being a supplier of medicinal products with high quality and reasonable price, committed to a value-added healthcare supply chain partnership.

### Medical Products Division

Throughout many decades of dedication, BJC has strived to focus on supplying quality pharmaceutical products and advanced biotechnology products in order to thoroughly satisfy public healthcare needs in Thailand. BJC currently represents more than 30 well-known pharmaceutical companies including products from leading countries such as the United Kingdom, the United States of America, France, Germany and Japan.

In 2011 the overall division growth was slightly higher than last year. Although the sales by value of the products used for boosting red blood cells in chronic kidney disease were affected by stiff price competition, they still maintained their market share as the market leader for supply under the Social Security Office Scheme due to providing quality and service satisfactory to customers. Similarly, the sales of biotechnology products for boosting white blood cells in patients receiving chemotherapy could be maintained even though price competition with Indian and Chinese products has increased. Furthermore, first aid products have a sales growth of 10 per cent. Additionally, the company launched a number of brand new products including smelling salts in a unique packaging design, neon plasters, fabric plasters and a quality anti-haemorrhagic drug from Germany.





## Cosma Medical Company Limited

Cosma Medical Company Limited is committed to providing quality and affordable generic drugs in order to increase patient access to new drugs in Thailand. The company has represented several quality generics from many sources including Poland, the Netherlands, Belgium, the UK, Argentina, South Korea, Malaysia, and India. The current therapeutic areas that can be covered are Hematology, Endocrinology, Cardiology, Oncology, Vaccines, Antibiotics and Anti-fungals.

In 2011, the sales of insulin for treatment of diabetes grew more than 20 per cent even though it faced strong competition from original products and another generic drug. This is mainly due to the high quality insulin and autopen for progressive insulin auto-injection, as well as. good marketing and service. The business of hematology products for chronic kidney failure patients continued to face strong market competition. However, sales continued growing with a more than 10 per cent increase in supply to the National Health Security Office Scheme. Moreover, the company supplied a government organization with Japanese encephalitis vaccines from South Korea. The oncology drugs market has been remarkable due to sales at high prices and an increasing number of patients. The company has provided more affordable generic chemotherapy products to alleviate the burden on patients and hospitals. Our products gained more acceptance with impressive growth. Similarly, the quality of antifungal injectable drugs was proven among users, resulting in threefold growth.

Due to the limited government budget, the General Comptroller Department has implemented restrictive reimbursement policies which negatively affected sales of high cost products which are not on the National Essential Drug list. However, it will increase the need for new generic drugs with more affordable pricing leading to significant growth in new generic drugs. The company has been sourcing for new generic drugs and advanced biotechnology products. However, Patent Protection for several innovative drugs remains valid in Thailand and has delayed the launch of new generic drugs. In addition, ASEAN Registration Harmonization which requires more documentation and is time-consuming contributed to unavoidable delays in new product launches. The price competition from products from emerging markets including South Korea, India and China is likely to limit sales growth of certain products.

Advances in medical treatment have extended the life expectancy of Thai people. This has lead to an increase in the prevalence of chronic diseases in the aging population including chronic kidney failure, diabetes and cancer. The markets for our hematology, diabetes and anti-cancer products are therefore trending to expand more than 10 per cent annually.

Committed to supply quality products at affordable prices and with impressive service, the Company will have many challenges ahead to find new suppliers for new high-quality generic drugs, to expand to new therapeutic segments, to strengthen sales and management teams, to provide impressive and reliable logistics services, and to improve customer relationships and satisfaction.





## Medical Innovations Division

A leading distributor of medical imaging systems and a prominent IT services provider to healthcare professionals and institutions, Medical Innovations Division has two business units: Diagnostic Equipment and Supplies (DES) and Medical IT Solutions (MIS).

Its major products include products in the fields of Digital X-Ray, CT scanners, MRI, Digital Fluoroscopy, Digital Mammogram, Ultrasound, and Cath-lab.

Medical IT Solutions comprises Picture Archiving and Communication Systems (PACS), Radiology Information Systems (RIS), Laboratory Information Systems (LIS) and Paperless Solutions.

Medical Innovations Division reached its 2011 targets and headed into 2012 with steady growth despite the business slowdown of the public sector and the major flood in late 2011. We have adapted our strategy to cope with the expected sharp fall in business by focusing on medical university hospitals and top-rated private hospitals countrywide, to help generate revenue from the private sector as well as selling mainly to the public sector.

In 2011, MID was appointed a dealer for the following innovative products:

Hitachi Branded Computerized Tomography (CT) and Magnetic Resonance Imaging (MRI) from Japan  
Customed Branded Electrocardiogram (EKG) from Germany.

In addition, Medical Innovations Division is significantly successful to install a 3D Digital Breast Tomosynthesis in leading institutions such as HRH Princess Maha Chakri Sirindhorn Medical Center, Ramathibodi Hospital, Thanyarak Center at Siriraj Hospital and The Queen Sirikit Center for Breast Cancer at King Chulalongkorn Memorial Hospital. Its capacity can help finding a cancer in the first stage and it increases steadily demand of the equipments in all leading medical institutions in governmental sectors and private sectors in the coming years.

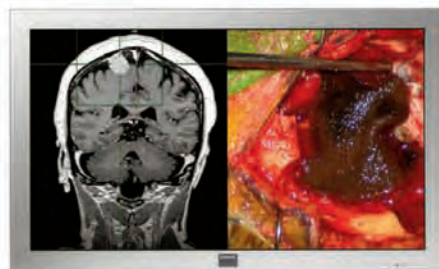


Medical Innovations Division is committed to provide healthcare professionals with the established products they have come to rely upon, and also a wide range of continuously expanding products and services. Nevertheless, healthcare professionals need more than a comprehensive portfolio of products: they also need experts and round-the-clock service plus educational resources that enable them to achieve the best possible healthcare results. Consequently, we foresee what is necessary for them and make sure our service team is available on a 24/7 basis to ensure customer satisfaction and safety.

## Medical Equipment Division

In 2011, the Medical Equipment Division successfully set its focus on becoming the leading company in Thailand selling innovative, cutting-edge equipment for use in surgery, sterilization, and musculoskeletal diagnosis. In addition, BJC has been exploring new business opportunities both inside and outside the country to ensure that the company grows financially every year with minimal setbacks.

BJC was even able to continue growth and invest in new marketing opportunities despite the economic downturn, political unrest and natural disaster that plagued Thailand in the year 2011. In spite of all these negatives, BJC was still able to maintain its market share value and reached its remarkable sales target in 2011. The Company was even able to invest in projects that led to a significant increase in sales volume, for strong growth in 2011 and 2012 respectively.







## Medical Instrument Department

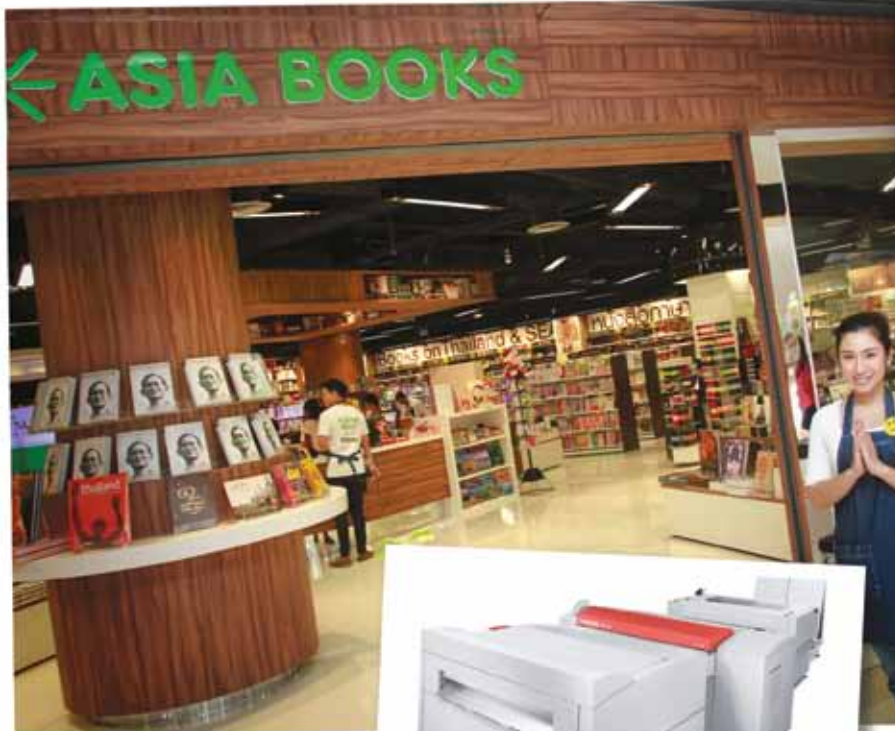
As the Thailand distributor, BJC succeeded in installing and servicing for the da Vinci robot surgical system. This system is an innovation in minimally invasive surgical technology that is capable of making surgery more precise, more safe and less time-consuming. Our department has successfully completed our projects out 2 newly established hospitals which will be our strategic base for business expansion next year.

## Medical Supply Department

In the year 2011, the Medical Supply Department achieved sales and marketing targets by gaining medical supply market share in neighboring countries accounting for six per cent of total sales. Because of this result, BJC is now confident that we will be growing continually in the coming years.



🌳...has gained good acceptance among clients, thus still retains its leading position in product quality and technical services....🌳





# Technical Supply Chain

## Specialties Division

Specialties Division provides high quality ingredients serving a wide range of industries including foods, beverages, bakery, cosmetics, household goods, refrigeration, feed and industrial chemicals due to favorable exchange rates and improved product mix.

Moreover, the specialties business in Vietnam grew continuously in 2011 especially in Cosmetic Ingredients and Food Ingredients, retaining the current customers and gaining new customers. Furthermore, a variety of products from new suppliers pushed our business growth. The major business, feed additives, maintained sales although facing a shortage of products, high price competition and more competitors in the market.

**The Specialty Ingredients** continued sales growth in the bakery segment in line with the trend of an increasing number of bakery producers. Technical services together with the regular introduction of innovative ingredients were key success factors. Meanwhile, Danisco Ingredients gained good acceptance among clients, thus retaining its leading position in product quality and technical services. The highlight was food services' launch of a new branded cocoa powder for drinks, "Cocoa Dutch", and a ready-mix "Cocoa Dutch 3 in 1" in July 2011. Sales success and brand recognition for the highest quality cocoa powder from the Netherlands were reflected in modern, top-quality packaging.

**The Food Ingredients**, both Food & Nutraceutical, and the Flavor sections showed good performance in 2011 although customers were affected by the heavy flood in the last quarter. We expanded the business of our key principals such as Emerald Kalama Chemicals, Tate & Lyle Group, Firmenich and especially DSM Food Specialties, which had the highest growth rate compared to 2010. The success drivers were our technical know-how and application expertise tailored to our customers' needs.

**The Industrial Ingredients** was able to maintain its business and saw slight growth in Refrigerants even in this highly priced and competitive market. R-22 Alternatives was still in focus to develop into a number of projects. However, projects and business transactions in Industrial Chemicals have been delayed, especially in Specialty Cleaning Solvents, where major customers in hard disk drive and electronics manufacturing were affected by the flood. Feed Additives and Animal Health faced short supply throughout the year but maintained the business by developing new business to increase the variety of the product portfolio for sustainable growth.

**The Cosmetic Ingredients** business showed very good performance due to the high consumption of active ingredients and color cosmetic ingredients by key customers. Other new innovative products, including fragrances that matched the market's needs, were added to the product portfolio. With a strong technical and sales skills approach, we maintained good growth despite the increasing imports of cosmetics products that impacted on local production.



## Stationery & Office Supply Division

BJC Stationery & Office Supply Division handles the marketing, sales and distribution of stationery and office supplies products imported from overseas and sourced from local manufacturers under third-party brands/ trademarks for education institutes, government agencies and business offices. Our core product portfolio includes 3M “Scotch” and “Post-it” from the U.S.A, UHU adhesive and Stabilo writing instruments from Germany, Double A paper, ENO education materials, and Shinko, Copal and Hiti printed media products.

The performance for the first nine months grew promisingly due to the improving domestic economic situation, despite the downtrend of the global economy. However, the flood crisis in many parts of Thailand, including several areas of Bangkok, that lasted over two months slowed down the growth.

Even though offices and factories in many industrial estates were temporarily shut down during the last quarter, the sales of UHU still grew. Stronger sales in the office supply channel produced sales growth for All Purpose Glue, Specific Glue, and the Stic groups, especially Stic 8.2 g.

Stabilo grew at the same pace as UHU amid continued strong competition in the market. Cheap imitation “look-alike” products continued to strongly impact on our sales. However, continuous consumer and trade promotion of Point 88, Boss, and Swing Cool highlighters was reflected in growth at the same time last year.

Like other stationery products, 3M sales posted satisfactory growth in the early months with a stronger performance than in the previous year. Flooding in the last quarter seemed to have a minimal impact on 3M sales. Continuous trade promotion of 3M products during the year encouraged strong sales growth.

Double A also performed well despite the delayed start of the second academic semester in many flooded areas including Bangkok. The economy product range under APC production including the 60 gram lecture notepad was introduced up-country in the last quarter. Double A's new product development project, including the launch of various new designs to meet the demand of targeted users, continued to help boost sales growth last year.





## Graphics Division

BJC Graphics Division deals with sales and marketing of commercial prepress and printing solutions products under third-party brands, namely Agfa Graphics prepress equipment, analog and digital printing plates, and wide-format inkjet printers; Hewlett Packard HP Indigo color digital printers; Xitron printing workflow solutions; Quote & Print costing software; PaSharp prepress productivity tools; and Taopix Photo Book software.

Although the Thai economy was severely affected by the flooding last year, Graphics Division still had a very successful year. Sales and profits showed double-digit growth as all business segments performed well, most notably with regard to state-owned enterprises and the packaging market segment.

For Computer to Plate (CtP), Graphics Division installed the first two units of high resolution CtP at one of the state-owned enterprises in Thailand. Our solution gave the customer more flexibility to improve their graphics design and increased security for their products.

The sales of HP Indigo digital offset printing were lower than forecast; however, Graphics Division completed several projects at the end of the year, for which delivery and installment will be carried out in 2012. Graphics Division restructured the sales and service team to prepare for business competition which is expected to grow significantly in 2012, for both industrial and for commercial applications.

Analog plate, digital plate, and Computer to Plate (CtP) sales still grew consistently, triggered by the market situation. Graphics Division expects to see a significant improvement and continued growth in 2012. For Inkjet, Graphics Division installed Agfa's Jet-I, an environmentally- friendly and cost-saving inkjet printer for customers. Graphics Division also partnered with many new products to fulfill the products line. For Agfa Cine film, sales decreased by 30 per cent due to the postponement of the making of many movies because of the flooding.

In the software business, Taopix photobook software was well received by the photobook market and customers. However, Quote&Print MIS software for printers experienced some delay due to product translation. The software is expected to be completed and ready for the Thai market in the first quarter of 2012. Graphics Division will look to represent more software products in order to boost sales in the printing sector.





...with respect to regional expansion, BJC is planning aggressive moves aiming at gaining a pioneer position in various industries and explore opportunities for forward and backward integration in the near future...







## International Business Group & Others

The year 2011 was yet another successful one for our international business with respect to regional expansion as we continued to strengthen our foothold in Vietnam and Myanmar in addition to the establishment of our regional operations in Cambodia.

After more than a decade of building the market, through import of Cellox products from Thailand, the Company has realized the potential growth of the Vietnamese tissue paper market. Consequently, the Company has invested in a converting plant with a first-year production capacity of 2,000 MT, and with the potential of expanding to 5,500 MT of finished goods by 2020. The factory started its commercial operation in September 2011.

On February 24, 2011, TBC - Ball Beverage Can Vietnam Ltd., a joint venture between Thai Beverage Can Ltd. and Ball Corporation, was granted a certificate of investment to operate aluminum can manufacture. The factory is located in the Vietnam-Singapore Industrial Park 2 in Binh Duong Province on an 80,000 square meter plot of land with the investment of USD 60 million and a production capacity of 850 million cans per year. During the construction period, TBC - Ball Beverage Can Vietnam Ltd. is selling imported cans to its multi-national customers through BJC International (Vietnam) Ltd. The factory is scheduled to commence commercial operation in the early part of the second quarter 2012.

The construction of O-I BJC Vietnam Glass Ltd. (Malaya Vietnam Glass Ltd.)'s new factory in Ba Ria Vung Tau Province was completed in October 2011 and production began with full capacity at 260 MT per day. The opening ceremony was held in February 2012.

In the trading business, Thai Corp International (Vietnam) Co., Ltd. significantly expanded adding new principals including F&N (Nestle products), Thai President Foods (Mama), Thai Beverage (alcohol drinks and whisky products), Bireley (juice drink products); and existing principals Red Bull, Royal Foods (Three Lady Cooks canned fish), Diary Plus (Dutch Mill products) and BJC's products (Cellox, Zilk and specialty products). In 2011 annual sales volume increased by nearly THB 1 billion and the sales network was further expanded to cover northern Vietnam and thus the entire Vietnamese market.

In Myanmar, International Business Group is planning aggressive moves aimed at gaining a pioneer position in various industries. In 2011, the Company strengthened the office operations at Berli Jucker (Myanmar) Ltd. to be ready for the opportunities in the newly opening market. As the country is still in the early stage of economic development, the Company has taken a further step in the market through exporting aluminum can, glass container and fertilizer products in order to capture the higher domestic consumption and explore opportunities for forward and backward integration in the near future.

The opening of our Business Development Division in Phnom Penh is another milestone for BJC in Cambodia. This unit focuses on trading expansion, including the fields of cooking palm oil and raw materials for glass production, as well as facilitating BJC's supply chains to ensure the establishment of the Company's foothold with the most reliable supply and the highest quality of products and services in the years to come.

The opening ceremony of O-I BJC Vietnam Glass Ltd's factory at Ba Ria Vung Tau, Vietnam by Mr. Tran Minh Sanh, Chairman of People's Committee of Ba Ria Vung Tau Province, Mr. Charoen Sirivadhanabhakdi, Chairman of Berli Jucker Public Company Limited and Mr. Al Stroucken, Chairman and CEO of Owens-Illinois Inc.



TBC-Ball Beverage Can (Vietnam) Limited under construction. Expected completion by second quarter of 2012.

## T.C.C. Technology Co., Ltd.

T.C.C. Technology Co., Ltd. (TCCT) is Thailand's leading carrier neutral provider of data center services. The three core business offerings of TCCT are Infrastructure Services (comprising Co-location, Disaster Recovery, Interconnection and Network Connectivity; Operation Support and Monitoring Services), Managed Hosting Services (comprising SAP Hosted Services, Microsoft Hosted Services, Unified Communication & Collaboration Hosted Services and Virtual Private Server Hosted Services) and IT Outsourcing Services.

In 2011, TCCT's Premium-class Commercial Data Centers have gained widespread acceptance and continually increased business growth, expanding customer base and posting 16 per cent growth of revenue against the same period of the previous year. This is due to the acknowledgement by enterprises of the importance of providing Data Centers with superior capacity of high security, continuity and sustainability.

TCCT currently has 36,000 square feet of data center capacity in Bangkok and the surrounding areas, and is regarded as one of the Thailand's largest data center services with a high standard of service. TCCT expanded the latest Bangna data center site, officially operational since March 2010.

At present, the Company has an IBM-designed data center which is a pioneering model for an IBM-certified Reliability Level 3+ data center, and is also designed for "green" energy efficiency and reduced environmental impact. This state-of-the-art data center design meets our targets of ensuring industry compliance, enhancing business sustainability and improving customer experience.

After running mission critical hosting over cloud-like environments for many years, TCCT has again confirmed its leading position in the market by collaborating with Microsoft (Thailand) Limited to offer best-in-class cloud-based solutions and services. The partnership will help both parties reach a common goal of promoting virtualized servers and the first Microsoft Hosted Messaging Solutions in Thailand, accompanied by cloud computing support with real-time elastic computing availability, energy-efficiency and superior manageability. This has successfully changed the way in which businesses consume IT infrastructure service to the modern innovative cloud service.

In addition, with the collaboration of Cisco Systems Thailand and Park Ventures, the first new model of meeting room via Telepresence in Thailand at Victor Link room was set to open for facilitating leading companies throughout the world to simplify meetings. The technology offers the transformational impact of travel cost reduction and time-saving, and allows attendees from remote locations to feel as if they were present at the same time (virtual meeting) with the network of 600 sites throughout the world. TCCT has continuously developed IT best practices and certified management of these under ISO 9001:2008 and ISO/IEC 27001:2005 (Information Security). TCCT is now the first and the only Thai SAP Certified Hosting Partner as an SAP Adaptive Solution Provider.

In today's continually intensifying market conditions, IT service providers must focus on differentiating service and target group based on their dissimilar background and expertise. Our company focuses on the ability to compete in the long term, based on quality and worthy benefits of services to customers, and is therefore regarded as the best of its kind in relation to business growth and potential. Furthermore, TCCT closely cooperates in marketing and technology development with five regional foreign partners in the Asia Data Centre Alliance (ADCA), consisting of TCC Technology (Thailand), CMC Telecom (Vietnam), 1-Net (Singapore), the AIMS Group (Malaysia), and HK Colo (Hong Kong). The synergy among these carrier neutral data center providers helps to strengthen the ability of each to compete in the global market.





## Asia Books Company Limited

Asia Books Company Limited was one of the first bookstore chains in Thailand and is now the largest English and Thai language bookstore chain and distributor in the kingdom, offering many varieties of books and magazines (both on paper and in digital format), stationery products and reading devices. Our distribution channels include trade sales to retail outlets throughout Bangkok, in tourist locations and at airports, as well as to overseas business partners.

In 2011, the company was amazingly successful in business growth which was well above average for the Printed Materials Supply and Retailing Industry. The total sales volume growth rose by 5 per cent. Moreover, retailing growth also rose higher than did the GDP despite the natural disaster during the last four months of the year. The retailing business volume of the company grew continuously and the company was also strong enough to penetrate new markets. In addition, the company was able to shield its double-digit growth rate in the Organization Market, Institution Market and E-commerce Market through its website and e-book sales.

In terms of retailing business, the company opened eight new shops. The rate of retailing business growth came to 5 per cent, or 83 per cent of the company's total income.

In 2012, the English books retailing business gives signs of steady growth. Accordingly, at Central World, Bangkok, the company inaugurated an 890-square-meter Flagship Store, the largest shopping space ever in its 43-year history.

The inauguration indicated the strength and capacity of the company in brand positioning in such a great location. The company is also remarkably successful in doing business at the major airports in Thailand such as Suvarnabhumi (Bangkok), Chiang Mai, Phuket, Samui, Krabi, Chiang Rai and Hat Yai, which is the latest one. In 2012, the company is expecting to open new shops in other regions.

For many years, the company has recognized the significance of business growth in the organization market, institution market, and various libraries. The company therefore expanded business channels and market shares in 2011 and such expansion indicated impressive growth. The company will maintain this policy and will penetrate newer markets in 2012.

In terms of partnership, the company has been able to turn competitors into business partners by selling English books through the B2S shop at Chiang Mai International Airport and the sales volume has been impressive. The company will keep following this track to strengthen the business.



The newly opened flagship store with the space of 890 square-metre, the largest space of Asia Books stores.



# Management Structure

## 1. Management Structure

The Company's management structure consists of

- 1) Board of Directors
- 2) The Audit Committee
- 3) The Executive Board
- 4) The Nomination and Remuneration Committee
- 5) The Risk Management Committee
- 6) The Management Board

### 1) Board of Directors

According to Article 13 of Articles of Association of the Company specifies that the Company must have a Board of Directors which consists of no less than 5 persons. The Board of Directors shall elect a director to be the Chairman, and may elect a Vice Chairman as they see fit and no less than half of them shall have residents in the Kingdom of Thailand. For the President, the Nomination and Remuneration Committee shall select a nominated person from the directors and propose this person to the Board of Directors for consideration and election.

At present, the Board of Directors consists of 15 directors of which 12 directors are non-management directors, or do not serve as consultants who are not entitled to receive monthly remuneration and 3 directors are members of the Management and Executive Board and serve as consultants, entitling to receive monthly remuneration.

There are 5 qualified independent directors, totaling one-third of the total members of Board of Directors in compliance with Article 16 of the Notification of Capital Market Supervisory Board No. Tor Jor .28/2551 Re: Application for and Approval of Offer for sale of Newly Issued Shares. Additional Amendment by the Notification of Capital Market Supervisory Board No. Tor Jor 4/2552 Application for and Approval of Offer for Sale of Newly Issued Shares (No. 2). These independent directors have no criminal records in relation to financial fraud during the past year. A personal and professional biography of each individual director is set out in Attachment 1 of Form 56-1, which the company provides for submission to the government sectors.

As of December 31<sup>st</sup> 2011, the 15 Board of Directors comprises of :

1. Mr. Charoen Sirivadhanabhakdi	Chairman Chairman of the Executive Board Chief Executive Officer
2. Khunying Wanna Sirivadhanabhakdi	Vice Chairman
3. Mr. Chaiyut Pilun-owad	Director Vice Chairman of Executive Board Nomination and Remuneration Committee Member
4. Mr. Thirasakdi Nathikanchanalab	Director Vice Chairman of Executive Board Risk Management Committee Member
5. Mr. Prasert Maekwatana	Director Vice Chairman of Executive Board Risk Management Committee Member



6. Mr. Aswin Techajareonvikul	Director Executive Director Chairman of Risk Management Committee President
7. Mrs. Thapanee Techajareonvikul	Director Executive Director Secretary to Nomination and Remuneration Committee Senior Executive Vice President
8. Mr. Sithichai Chaikriangkrai	Director Executive Director Risk Management Committee Member
9. Mr. Prasit Kovilaikool <sup>(1)</sup>	Director / Independent Director
10. Mr. Thapana Sirivadhanabhakdi	Director Executive Director
11. Mr. Panot Sirivadhanabhakdi	Director Executive Director
12. Mr. Staporn Kavitanon <sup>(2)</sup>	Director Chairman of Audit Committee/ Independent Director Chairman of Nomination and Remuneration Committee
13. Mr. Suvit Maesincee	Director Audit Committee Member/ Independent Director Nomination and Remuneration Committee member
14. Mr. Weerawong Chittmittrapap	Director Audit Committee Member/ Independent Director
15. Ms. Potjanee Thanavarant	Director Independent Director
*Police General Krisana Polanan <sup>(3)</sup>	Director Audit Committee Member/ Independent Director
Mr. Chinnawat Thongpakdee	Company Secretary

Remarks

<sup>(1)</sup> Mr. Prasit Kovilaikool was appointed as Chairman of Audit Committee in replacement of Mr. Staporn Kavitanon who has passed away on 2 February 2012 by the resolution of the Board of Directors Meeting No. 1/2012 held on 23 February 2012.

<sup>(2)</sup> Mr. Staporn Kavitanon who has passed away on 2 February 2012, resulting the cessation from his office of Chairman of Audit Committee, Audit Committee Member, directorship and Independent Director from that date.

<sup>(3)</sup> Police General Krisana Polanan was appointed as Director, Independent Director and Audit Committee Member, in replacement of Mr. Staporn Kavitanon who has passed away on 2 February 2012 by the resolution of the Board of Directors Meeting No. 1/2012 held on 23 February 2012.

### Duly Authorized Directors

Two directors jointly sign and affix with company's seal, excluding Mr. Staporn Kavitanon<sup>(1)</sup>, Mr. Weerawong Chittmittrapap, Mr. Suvit Maesincee, Ms. Potjanee Thanavarant and Mr. Prasit Kovilaikool.

<sup>(1)</sup> Mr. Staporn Kavitanon who has passed away on 2 February 2012, results the cessation from his director ship on that date.

### Scope of Authority of the Board of Directors

Article 24 of Articles of Association of the company specifies that the Board of Directors shall be responsible for the company's business and perform their duties in conformity with the law, the company's objectives and the Articles of Association as well as the resolutions of shareholders' meeting, and are also authorized to carry on any activities as proscribed in the Memorandum of Association or those related thereto.

Board of Directors (Fiduciary Duty) has the responsibility to govern and administer the corporate affairs for the best interests of the shareholders by closely observing the following:

- (1) Duty of Care: cautiously and carefully perform duties.
- (2) Duty of Loyalty: perform duties with faithfulness and honesty.
- (3) Duty of Obedience: strictly comply with the laws, the objectives, the Articles of Association and the resolution of shareholders' meetings.
- (4) Duty of Disclosure: disclose accurate, complete and transparent information to the shareholders.

### Performance of the Board

The Board meets every quarter of the year with the completion of quarterly financial statements and additional meetings held as necessary. Agenda items are explicitly decided ahead of time, incorporating outstanding matters from previous meetings. The Company Secretariat Division issues meeting notices along with the agendas and supporting documents ahead of the meeting date to allow enough time for directors to study them. Each meeting takes around two to three hours. The Chairman shall chair the Board meeting and there shall be written records of the minutes of the meeting issued afterwards and approved minutes shall be kept in files for any future examination required by the Board and relevant parties.

During 2011, the Board of Directors held 7 meetings, outline below the details of attendance of each director:

Directors	Position	Number of attendance (Times)
1. Mr. Charoen Sirivadhanabhakdi	Chairman	7/7
2. Khunying Wanna Sirivadhanabhakdi	Vice Chairman	6/7
3. Mr. Chaiyut Pilun-owad	Director	7/7
4. Mr. Thirasakdi Nathikanchanalab	Director	7/7
5. Mr. Prasert Maekwatana	Director	7/7
6. Mr. Aswin Techajareonviku	Director	7/7
7. Mrs. Thapanee Techajareonvikul	Director	7/7
8. Mr. Sithichai Chaikriangkrai	Director	7/7
9. Mr. Prasit Kovilaikool	Director	7/7
10. Mr. Thapana Sirivadhanabhakdi	Director	4/7
11. Mr. Panot Sirivadhanabhakd	Director	6/7
12. Mr. Staporn Kavitanon	Director	2/7





Directors	Position	Number of attendance (Times)
13. Mr. Suvit Maesincee	Director	7/7
14. Mr. Weerawong Chittmittrapap	Director	6/7
15. Ms. Potjanee Thanavarant	Director	7/7

### Attendance of Training Courses by Thai Institute of Directors (IOD)

The Company encourages directors to participate in various training courses arranged by different organizations, particularly the Thai Institute of Directors (IOD), in its attempt to continuously enhance directors' skills.

Name	Training Courses						
	Director Certification Program (DCP)	DCP Refresher Course (DCP-Re)	Director Accreditation Program (DAP)	Audit Committee Program (ACP)	Role of the Chairman Program (RCP)	Role of the Compensation Committee (RCC)	Finance for Non-Finance Directors (FND)
1. Mr. Charoen Sirivadhanabhakdi	-	-	/	-	-	-	-
2. Khunying Wanna Sirivadhanabhakdi	-	-	/	-	-	-	-
3. Mr. Chaiyut Pilun-Owad	-	-	/	-	-	-	-
4. Mr. Thirasakdi Nathikanchanalab	/	-	/	-	-	-	-
5. Mr. Prasert Maekwatana	/	-	/	-	-	-	-
6. Mr. Aswin Techajareonvikul	/	-	-	-	/	-	-
7. Mrs. Thapanee Techajareonvikul	/	-	/	-	-	-	/
8. Mr. Sithichai Chaikriangkrai	/	/	-	-	-	-	-
9. Mr. Thapana Sirivadhanabhakdi	-	-	/	-	-	-	-
10. Mr. Panot Sirivadhanabhakdi	/	/	-	-	-	-	/
11. Mr. Suvarn Valaisathien	/	-	/	-	-	-	-
12. Mr. Prasit Kovilaikool	-	-	/	-	-	-	/
13. Mr. Staporn Kavitanon	-	-	/	-	-	-	-
14. Mr. Weerawong Chittmittrapap	/	-	-	-	-	-	-
15. Mr. Suvit Maesincee	-	-	/	-	-	-	-
16. Ms. Potjanee Thanavarant	/	-	-	/	/	/	-

## 2) The Audit Committee

The Charter of the Audit Committee stated that the Audit Committee shall be comprised of Chairman of the Audit Committee and two more members of the Board, each of whom shall satisfy the independence and financial literacy requirements of the notification of the Securities and Exchange Commission (the “SEC”) and the notification of the Stock Exchange of Thailand (“SET”)

At present, the Audit Committee comprises three members, each subject to a their Director term. All of the Audit Committee members possess relevant qualifications required by the Notification of Capital Market Supervisory Board No. Tor Jor 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares. (Additional Amendment by the Notification of Capital Market Supervisory Board No. Tor Jor 4/2552 Application for and Approval of Offer for Sale of Newly Issued Shares No. 2).

The Audit Committee shall provide its oversight responsibilities with respect to the Company’s accounting, auditing and financial reporting processes, the scope and responsibilities include to ensure that the audit is conducted in an effective and efficient manner, to assess the risk of material misstatements and determines specific audit procedures as well as to ensure the effective communication among the Board of directors and Executive Vice President Group Finance and Accounting, Internal Auditor, Audit Committee Member and external auditor.

Mr. Staporn Kavitanon, a member of the Company’s Audit Committee, has extensive experience in performing the duty of auditing the financial statements.

As of 31 December 2011, the Audit Committee comprises 3 members as follows:

- |   |   |
|---|---|
| 1. Mr. Staporn Kavitanon <sup>(1)</sup> | Chairman of the Audit Committee<br>(Audit Committee Member with expertise and experience to ensure the accuracy and credibility of the financial statement) |
| 2. Mr. Weerawong Chittmittrapap         | Audit Committee Member  |
| 3. Mr. Suvit Maesincee <sup>(2)</sup>   | Audit Committee Member  |
| Mr. Prasit Wacharachaiphonsiri          | Secretary of the Audit Committee  |

Remarks <sup>(1)</sup> Mr. Staporn Kavitanon who has passed away on 2 February 2012, resulting the cessation from his office of Chairman of Audit Committee, Audit Committee Member, directorship and Independent Director from that date. By the resolution of the Board of Directors Meeting No. 1/2012 held on 23 February 2012, Mr. Prasit Kovilaikool was appointed as Chairman of Audit Committee and Police General Krisana Polanan was appointed as Director, Independent Director and Audit Committee Member, in replacement of Mr. Staporn Kavitanon with effective from 23 February 2012 onwards.

<sup>(2)</sup> Mr. Suvit Maesincee a member of the Company’s Audit Committee, has extensive experience in performing the duty of auditing the financial statements , in replacement of Mr. Staporn Kavitanon with effective from 23 February 2012 onwards.

### Scope and Responsibilities of the Audit Committee

The Audit Committee performs its duties as specified by the Notification of the Stock Exchange of Thailand (SET) on the Scope and Responsibility of the Audit Committee B.E. 2551 (which is amended by the SET on the Qualifications and Scope of Authority of the Audit Committee (the Second Amendment B.E. 2552) and as specified in the Company’s Audit Committee’s charter as follows:

- 1) Review and ensure that the Company’s financial statements are accurate and sufficient
- 2) Review and ensure that the Company has appropriate and effective internal control and internal audit systems,



ensure independence of internal audit department, approve the appointment, transfer or terminate the head of internal audit department or other units responsible for internal audit

3) Ensure that the Company complies with the laws related to securities and exchange as well as the SET regulations and laws related to the Company's business

4) Consider, select and nominate an independent person to act as an auditor of the Company and propose remuneration package for the selected person, as well as attend the meeting with the auditors without the presence of the Management Board at least once a year.

5) Consider related transactions that may have conflict of interest to ensure that the company complies with the laws and SET regulations as well as are reasonable and best benefit the Company

6) Prepare the Audit Committee's Report and disclose in the Company's Annual Report, which must be signed by the Chairman of the Audit Committee and include the following information:

- (a) Opinion on the accuracy, completeness and reliability of the financial statements;
- (b) Opinion on the sufficiency of the Company's internal control system;
- (c) Opinion on the compliance with the Securities and Exchange laws or the SET regulations and laws related to the Company's business;
- (d) Opinion about the appropriateness of the auditor;
- (e) Opinion about items that may have conflict of interest;
- (f) Meetings and attendance of the Audit Committee members;
- (g) Opinion or observation of the Audit Committee performing its duty according to the charter
- (h) Report other issues that shareholders and general investors should be acknowledged under the scope of its duty and responsibility assigned by the Board of Directors

7) Other assignments assigned by the Board of Directors

8) Perform its duty as required by laws, the Notification of Securities and Exchange Commission (SEC) and the Notification of the SET

### Responsibilities of the Audit Committee

1. In the case that the Audit Committee is informed by the auditor about suspicious behaviors of directors, managers or persons who are responsible for business operation of the company, which may violate Second Paragraph of Section 281, Paragraph two, Section 305, 306, 308, 309, 310, 311, 312 or 313 of the Securities and Exchange Act B.E. 2535, it is to investigate the case and submit a preliminary report to the SEC and the auditor within 30 days of the date it is informed.

2. Upon finding or having doubt about the following actions or transactions, which may significantly affect the financial position and performance of the company, the Audit Committee is to report such events to the Board of Directors in order to find remedy within a period deemed appropriate by the Audit Committee.

- (1) Transactions which may cause conflict of interest;
- (2) Frauds or irregular events or material flaws to the internal control system; and
- (3) Violation of law pertaining to SEC, the regulations of SET, or other laws relating to business operation of the company.

Should the Board of Directors or management fails to remedy within the due course as specified by the Audit Committee; a member of the Audit Committee shall report such issue to SEC or SET.



### Performance of the Audit Committee

The Charter of Audit Committee specified that the Audit Committee Meeting should be held at least 4 times per annum and the auditor meeting should be held without the management at least once a year.

In 2011, the Audit Committee held 7 meetings and 6 of them were for the ordinary matters with the Management Board, Internal Audit and the Company's Auditor, KPMG Phoomchai Audit Limited. An extraordinary meeting with auditors without management attendance was held once. The attendance of each member is shown below:

Committee Members	Position	Number of attendance (Times)
1. Mr. Staporn Kavitanon	Director and Chairman of the Audit Committee	5/7
2. Mr. Weerawong Chitmittrapap	Director and Audit Committee Member	6/7
3. Mr. Suvit Maesincee	Director and Audit Committee Member	7/7

### 3) The Executive Board

The Charter of the Executive Board Committee stated that the Executive Board shall consist of Chairman and at least 2 more members which all members shall be elected to the board from the meeting of the management board.

At present the Executive Board consist of 10 members each of whom possess the necessary qualifications as stated in the requirements of the Notification of the Securities and Exchange Commission (the "SEC") and all of them has not been served as the Independent Director of the company.

The Executive Board translates the policy formulated by the Board of Directors into corporate plans that will be implemented, monitors and ensures that the operating results are in line with the policy, solving operational problems, and report to the Board of Directors the activities and actions performed by the Executive Board.

As of 31 December 2011, the Executive Board comprises 10 members as follows:

1. Mr. Charoen Sirivadhanabhakdi	Chairman of Executive Board
2. Mr. Chaiyut Pilun-owad	Vice Chairman of Executive Board
3. Mr. Thirasakdi Nathikanchanalab	Vice Chairman of Executive Board
4. Mr. Prasert Maekwatana	Vice Chairman of Executive Board
5. Mr. Aswin Techajareonvikul	Executive Director
6. Mrs. Thapanee Techajareonvikul	Executive Director
7. Mr. Sithichai Chaikriangkrai	Executive Director
8. Mr. Suvarn Valaisathien	Executive Director
9. Mr. Thapana Sirivadhanabhakdi	Executive Director
10. Mr. Panot Sirivadhanabhakdi	Executive Director
Mrs. Kamonwan Sivaraksa	Secretary to the Executive Board

### Scope of Responsibilities of the Executive Board

The resolution of the Board of Directors' Meeting No. 9/2010 held on 11 November, 2010 approved the amendment of the Charter of the Executive Board in order to comply with Good Corporate Governance principle. The amendment is effective from 11<sup>th</sup> November, 2010 onwards. The authority and the scopes of responsibilities of the Executive Board are as follows:



1. Prepare and propose the business policy, goals, operating plans, business strategy and budget for approval by the Board of Directors
2. Formulate business plan, budget and management authorities for approval by the Board of Directors
3. Control and direct the Company's activities according to the business policy, goals, operational plans, business strategies and budget as approved by the Board of Directors
4. Approve the budget for investment or other operations, borrowings and credit application from financial institutes, loan extension and being guarantor for normal business practices transaction of the Company's regular transaction and operating benefit according to the Company's objectives and within the budget limit specified by the Board of Directors
5. Set corporate organizational structure and administration authority that covers details about recruitment, hiring, transfer, training and termination of employees in the management team or top executives, and sign in hiring contract as specified by the Board of Directors
6. Supervise and approve the Company's business operations, appoint or assign one or many persons to act on behalf of the Executive Board as deemed appropriate. The Executive Board can cancel, change or amend the authorities
7. Perform other duties as assigned by the Company's Board of Directors

#### Performance of the Executive Board

The Executive Board Meetings were held 5 times in 2011 with the attendance of each member as per the following details:

Board Members	Position	Number of attendance (Times)
1. Mr. Charoen Sirivadhanabhakdi	Chairman	5/5
2. Mr. Chaiyut Pilun-owad	Vice Chairman	5/5
3. Mr. Thirasakdi Nathikanchanalab	Vice Chairman	5/5
4. Mr. Prasert Maekwatana	Vice Chairman	5/5
5. Mr. Aswin Techajareonvikul	Director	5/5
6. Mrs. Thapanee Techajareonvikul	Director	5/5
7. Mr. Sithichai Chaikriangkrai	Director	5/5
8. Mr. Suvarn Valaisathien	Director	5/5
9. Mr. Thapana Sirivadhanabhakdi	Director	2/5
10. Mr. Panot Sirivadhanabhakdi	Director	5/5

#### 4). Nomination and Remuneration Committee

According to the charter of Nomination and Remuneration Committee, the Committee shall comprise a Chairman and at least 2 members. All members are appointed by the Board of Directors and shall not be the Chairman of the Board of Director.

At present, the Nomination and Remuneration Committee has a total of 3 members. 2 of them are the independent directors. The other is the Chairman of Nomination and Remuneration Committee as prescribed by the Good Corporate Governance.

The scope of responsibilities of the Nomination and Remuneration Committee are to nominate persons with the most appropriate qualifications to shareholders Meeting to be elected as the Director and to consider and nominate persons with the most appropriate qualifications to the Board of Directors for appointment as the President and Executives Vice President this includes to propose to the Board of Directors the criteria for the approval of the remuneration package for the President and top management from the level of Executives Vice President up. As to the approval of the remuneration package for directors, it shall be proposed in the shareholders' meeting for approval

As of 31 December 2011, the Nomination and Remuneration Committee has three members as follows:

- |   |  |
|---|--|
| 1. Mr. Staporn Kavitanon <sup>(1)</sup> | Chairman of Nomination and Remuneration Committee  |
| 2. Mr. Chaiyut Pilun-owad               | Nomination and Remuneration Committee Member       |
| 3. Mr. Suvit Maesincee                  | Nomination and Remuneration Committee Member       |
| Mrs. Thapanee Tachachareonvikul         | Secretary to Nomination and Remuneration Committee |

<sup>(1)</sup> Mr. Staporn Kavitanon who has passed away on 2 February 2012, resulting the cessation from his office of Chairman and member of Nomination and Remuneration Committee from that date.

### Authority and Scope of Responsibilities of the Nomination and Remuneration Committee

The Board of Directors' meeting No. 7/2008 held on 13 November 2008 resolved to amend the charter of the Nomination and Remuneration Committee to better comply with the Corporate Governance principle.

The amendment became effective from 1 March, 2009. The scope of responsibilities of the Nomination and Remuneration Committee are as follows:

1. Perform all tasks specified by laws and notifications of the SEC and the SET as the responsibilities or the tasks that the Nomination and Remuneration Committee shall perform;
2. Consider and nominate a person with the most appropriate qualifications to be elected as director at the Annual General Meeting of shareholders;
3. Consider and nominate a person with the most appropriate qualifications to the Board of Directors for appointment as the President and Executives Vice President level;
4. Consider and propose to the Board of Directors the criteria for the remuneration package for the level directors, President and Executives Vice President up; and also regularly review remuneration policy to ensure that the Company's remuneration criteria are always updated and appropriate;
5. Consider and propose to the Board of Directors the annual remuneration and bonus for directors, President and Executives Vice President level before proposing in the shareholders' meeting for approval;
6. Consider and propose to the Board of Directors the criteria of an annual remuneration and bonus for employees;
7. Prepare a Report of the Nomination and Remuneration Committee for submission to the Board of Directors' meeting when requested or as deemed appropriate;
8. Consider conditions in case the Company plans to offer Employee Stock Option Plan (ESOP) and propose to the Board of Directors' meeting and/or shareholders' meeting for approval
9. Perform other tasks assigned by the Board of Directors





## Performance of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee meetings were held 2 times in 2011, the details of attendance of each member are as follows:

Committee Members	Position	Number of attendance (Times)
1. Mr. Staporn Kavitanon	Chairman	2/2
2. Mr. Chaiyut Pilun-Owad	Committee Member	2/2
3. Mr. Suvit Maesincee	Committee Member	2/2

## 5]. The Risk Management Committee

The Charter of Risk Management Committee has determined that the Risk Management Committee comprises a chairman and at least two members appointed by the Board of Directors. Presently, the Risk Management Committee comprises 9 members.

The Risk Management's key responsibilities include to propose the policy and its framework so as to be the direction of operation in the company's group, encourage the training, follow the risk in order to realize and grasp the importance of risk management together with practicability.

As of 31 December 2011, the Risk Management Committee comprises 10 members as follows:

1. Mr. Aswin Techajareonvikul	Chairman of the Risk Management Committee
2. Mr. Thirasakdi Nathikanchanalab	Risk Management Committee Member
3. Mr. Prasert Maekwatana	Risk Management Committee Member
4. Mr. Sithichai Chaikriangkrai	Risk Management Committee Member
5. Mrs. Thapanee Techajareonvikul <sup>(1)</sup>	Risk Management Committee Member
6. Mr. Peter Emil Romhild	Risk Management Committee Member
7. Mr. Somporn Bhumiwat	Risk Management Committee Member
8. Mr. Pattaphong Iamsuro	Risk Management Committee Member
9. Mr. Terapon Kietsuranon	Risk Management Committee Member
10. Mr. Teera Werathamsathit	Risk Management Committee Member
Mr. Prasit Wacharachaiphonsiri <sup>(2)</sup>	Secretary to the Risk Management Committee

**Remarks** <sup>(1)</sup> Mrs. Thapanee Techajareonvikul resigned from the position to Secretary of the Risk Management Committee with effective from 8 June 2011 onwards.

<sup>(2)</sup> Mr. Prasit Wacharachaiphonsiri was appointed to the Secretary to the Risk Management Committee in replacement of Mrs. Thapanee Techajareonvikul with effective from 8 June 2011 onwards.

## Authority and Scope of Responsibilities of the Risk Management Committee

The Board of Directors' Meeting No. 7/2008 held on 13 November, 2008 made a resolution to amend the charter of the Risk Management Committee to better comply with the Good Corporate Governance principle. The amendment became effective as of 1 March, 2009. The authority and scope of responsibilities of the Risk Management Committee are as follows:

1. Perform all tasks specified in the related laws and notifications of the SEC and the SET as the responsibilities or tasks that the committee shall perform.

2. Consider risk factors that have significant impact at corporate level to ensure secure operations in all areas and enhance the Company's competitiveness through a production process that is safe and does not have adverse impact

on health and the environment, investment, finance and commerce, laws and regulations. The mentioned factors shall be considered in formulating policies that enable the Company to effectively analyze, assess and monitor the risk management process before policies are proposed to the Board of Directors for approval.

3. Audit and ensure that the Company has sufficient, appropriate and effective risk management policies, and prepare the report of the Risk Management Committee for submission to the Board of Directors as deemed appropriate or requested.

4. Formulate risk management strategies that are in line with the corporate risk management policies approved by the Board of Directors, and analyze, assess and monitor the implementation of the risk management strategies and policies

5. Supervise and support enterprise wide risk management practice to achieve corporate success, encourage the management and employees to have risk awareness for each related factor and consider such factors when making decisions on resources utilization and other operations, and support the Risk Management Subcommittee and/or Risk Manager

6. Perform other tasks as assigned by the Board of Directors

### Performance of the Risk Management Committee

The Charter of Risk Management committee has determined the meeting should be held at 4 times. The Nomination and Remuneration Committee met 4 times in 2011 with the attendance of each member shown below:

Committee Members	Position	Number of attendance (Times)
1. Mr. Aswin Techajareonvikul	Chairman	4/4
2. Mr. Thirasakdi Nathikanchanalab	Committee Member	4/4
3. Mr. Prasert Maekwatana	Committee Member	3/4
4. Mr. Sithichai Chaikriangkrai	Committee Member	2/4
5. Mrs. Thapanee Techajareonvikul <sup>(1)</sup>	Committee Member	0/2
6. Mr. Peter Emil Romhild	Committee Member	4/4
7. Mr. Somporn Bhumiwat	Committee Member	3/4
8. Mr. Pattaphong Iamsuro	Committee Member	4/4
9. Mr. Terapon Kietsuranon	Committee Member	4/4
10. Mr. Teera Werathamsathit	Committee Member	4/4

Remarks <sup>(1)</sup> Mrs. Thapanee Techajareonvikul resigned from the position to Secretary of the Risk Management Committee with effective from 8 June, 2011 onwards.

## 6) The Management Board

To ensure that all operations move in the same direction and support the business policy, target, business plans and strategies assigned by the Board of Directors, the management has appointed the management team, comprising a top executive of each business unit and chaired by the President.

The Management is responsible for managing all operations related to all business groups and directing the business according to the business policy, targets, plans and strategies. The Management is also responsible for the overall performance, expense control and investment as approved in the annual plan by the Board of Directors, implementing personnel management policy, solving problems or conflicts that may affect the Company and ensuring effective communications with related persons.



Presently, the Management Board comprises 9 top Management as follows:

1. Mr. Aswin Techajareonvikul	President / Chairman
2. Mrs. Thapanee Techajareonvikul	Senior Executive Vice President
3. Mr. Pattaphong Iamsuro	Executive Vice President Consumer Supply Chain
4. Mr. Terapon Kietsuranon	Executive Vice President Healthcare Supply Chain
5. Mr. Somporn Bhumiwat	Senior Vice President Packaging Products Division
6. Mr. Teera Werathamsathit	Senior Vice President Group Human Resources
7. Mr. Manus Manoonchai <sup>(1)</sup>	Senior Vice President International Business Group
8. Mr. Kosit Suksingha <sup>(2)</sup>	Senior Vice President Technical Supply Chain

Remarks <sup>(1)</sup> Mr. Manus Manoonchai, Senior Vice President, International Business Group was appointed as Management Board Member by the resolution of the Board of Directors Meeting No. 7/2011 held on 22 December 2011 with effective from 31 December 2011. in replacement of Mr. Peter Emil Romhild who retired from 1 January 2012 onwards.

<sup>(2)</sup> Mr. Kosit Suksingha, Senior Vice President, Technical Supply Chain was appointed as Management Board Member by the resolution of Board of Directors Meeting No. 7/2011 held on 22 December 2011 with effective from 1 January 2012 onwards.

### Separation of Responsibility between Board of Directors and Management Board

In order to segregate the duties on the Company's policy determination from day-to-day operation management as well as to be efficiently overseen and evaluated their performance by the directors, the roles and responsibilities of the Board of Directors and the Management Board are clearly separated. The Board of Directors is responsible for formulating policies and supervising policy implementation by the Management Board through various committees, namely the Audit Committee, the Nomination and Remuneration Committee, the Executive Board and the Risk Management Committee. The Management Board, meanwhile, is responsible for day-to-day operation management. The Chairman of the Board and the President are therefore different persons, but both are directors of the Company. The Nomination and Remuneration Committee is responsible for nominating qualified persons for the Board of Directors' approval. In addition, the Board of Directors is responsible for the succession plan for top executives of the Company, which is reviewed on an annual basis, with support and advice of the Nomination and Remuneration Committee.

The Chairman of the Board is a non-executive director and is not involved in routine operations of the Company in order to ensure that policy supervision and routine management are clearly separated. Moreover, the Chairman has the leadership, oversee the directors not to be under the management's influence, acting as the Chairman in the Board of Directors and Shareholders' meeting with fairness and efficiency as well as encourage and drive the attendees to vote conducted by the Good Corporate Governance.

### Independent Directors

The Company has 5 independent directors, equivalent to one-third of total directors which is in compliance with the requirements as per the Notification of Capital Market Tor Jor. 28/2551 Re: Application for and Approval of Offer for sale of Newly Issued Shares. Additional Amendment by the Notification of Capital Market Supervisory Board No. Tor Jor 4/2552 Application for and Approval of Offer for Sale of Newly Issued Shares (No. 2). The Company's Independent Directors are as follows:



1. Mr. Staporn Kavitanon <sup>(1)</sup>	Independent Director
2. Mr. Weerawong Chittmittrapap	Independent Director
3. Mr. Suvit Maesincee	Independent Director
4. Mr. Prasit Kovilaikool	Independent Director
5. Ms. Potjaneer Thanavararit	Independent Director

<sup>(1)</sup> Mr. Staporn Kavitanon who has passed away on 2 February 2012, results the cessation from Independent Directorship at that date. Police General Krisana Polanan was appointed as Independent Director in replacement of Mr. Staporn Kavitanon with effectiveness on 23 February 2012 by the resolution of the Board of Directors Meeting No. 1/2012 held on 23 February 2012.

The Company had set out the standard qualifications of the Independent Directors to comply with the requirements of the notification of the Securities and Exchange Committee Office No. Tor Jor 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares. Additional Amendment by the Notification of Capital Market Supervisory Board No. Tor Jor 4/2552 Application for and Approval of Offer for Sale of Newly Issued Shares (No. 2) in which stated that the Independent Directors shall possess the following qualifications:

1. Their shareholdings must not exceed 1 % of all shares entitled to voting rights of the Company, i.e. the parent company, its subsidiaries, its joint ventures, or juristic entities in potential conflict with the Company. In this regard, the shares owned by persons related to them shall be counted as theirs.

2. They must not now be nor ever have been involved as executives, employees, hired workers, salaried consultants, or anyone with controlling authority of the Company, i.e. the parent company, its subsidiaries, its joint ventures, associated subsidiaries, or juristic entities in potential conflict with the Company, unless such association ended no less than 2 years before. However, the said forbidden attributes do not cover the independent directors who have been the government officials or advisors of governmental sector which are the major shareholders or the persons with controlling authority.

3. They are not related by blood or registered as being parents, spouses, siblings, or spouses of the children of the executives, major shareholders, persons with controlling authority, or persons to be nominated as executives or persons of controlling authority in the Company or its subsidiaries.

4. They have no business relations with the Company, i.e. the parent company, its subsidiaries, its joint ventures, or juristic entities in potential conflict with the Company in ways that might impair their independent judgment. They must also not be nor have been major shareholders, directors other than independent directors, or executives of entities having business relations with the Company, i.e. the parent company, its subsidiaries, its joint ventures, or juristic entities in potential conflict with the Company, unless such association ended no less than 2 years.

The Term "business relationship" mentioned above includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for the value of connected transactions under the Notification of the Capital Market Supervising Committee Re: Rules on Connected Transactions *mutatis mutandis*. The combination of such indebtedness shall include indebtedness occurring during the course of one year prior to the date on which the business relationship with the person commences.

5. They are not and have not been an auditor of the Company or the Company's parent company, subsidiary, associated company, or major shareholder, or of any of the person having power to control the Company, and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any auditing firm or office in which the auditor of the Company, or the Company's parent company, subsidiary, or major shareholder, or the person having power to control the Company is working, unless such an independent director has not been a person referred to above for at least two years.



6. They are not and have not been a professional advisor, including legal or financial advisor who obtains fee more than two million baht a year from the Company or the Company's parent company, subsidiary, associated company, or major shareholder, or from the person having power to control the Company, and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any of such professional service provider firm or office, unless such an independent director has not been a person referred to above for at least two years.

7. They are not directors appointed as representatives of directors of companies that are major shareholders or of shareholders related to the major shareholders of the Company.

8. Not undertaking a business with similar nature or significant competition with the business of the person applying for permission or a subsidiary companies, or not being a major partner of a partnership, or a director with involvement in management, a hired worker, an employee, an advisor with regular payroll, or owning shares more than 1% of all shares with voting right of toher companies with similar business undertaking or significant competition with the business of the person applying for permission or subsidiary companies.

9. They have no other attributes that obstruct them from forming independent opinions.

After having been appointed as an independent directors, with attributes as in the First to Ninth Paragraphs, an independent director may be assigned by the Board of Directors to take part in the collective decision making process of the company, principal company, subsidiary companies, affiliated companies, subsidiary company in the same link, major shareowner, or person holding controlling power of the company.

In the case where the person appointed as independent directors have or used to have a business relationship or provide professional services exceeding the value specified Clause 4 or Clause 6 of the first paragraph, the Company shall be granted an exemption from such prohibition only it obtains the opinion from the company's board of directors indicating that, by taking into account the provision in Section 89/7, the appointment of such person does not affect performing of duty and expressing of independent opinions. The following information shall be disclosed in the notice calling the shareholders meeting under the agenda for the appointment of independent directors:

(a) The business relationship or professional service which makes such person's qualifications not in compliance with the prescribed rules.

(b) The reason and necessity for maintaining or appointing such person as independent director.

(c) The opinion of the applicant's board of directors for proposing the appointment of such person as independent director.

For the purpose of Clause 5 and Clause 6 of the first paragraph, the term "partner" shall mean a person assigned by an audit firm or a provider of professional service to sign on the audit report or the professional service report (as the case may be) on behalf of such juristic person.

### Professional Activities of an Independent Director

After considering the qualifications of the existing independent directors, the Company found that Mr. Weerawong Chittmittrapap who was engaged as a professional advisor to the Company in the year 2011 and obtained over Two million baht a year in fees, may not be in compliance with the requirements of the Notification of the Capital market No. Tor Jor 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (which is amended by the Supervisory Board No. Tor Jor 4/2552 Re: Application for and Approval of Offer for Sale of Newly Issued Shares), because of such engagement and fee payments. However, the Company believes that Mr. Weerawong Chittmittrapap is a suitable choice because of his extensive experience and knowledge. He is well-known and respected by his peers, counterparts and clients as a highly qualified legal advisor, knowledgeable in several areas of the law and has had a major role in assisting the Directors in implementing best corporate governance practices and transparency standards for the company's operations in Thailand. Additionally, Mr Weerawong Chittmittrapap has been carrying out his professional duties with adherence to the principles of disclosure, care and loyalty and hasn't been involved in any businesses that might cause any conflicts to the Company.

The meeting of the Board of Directors No. 3/2553 has considered and complied with all the requirements and the majority voted to approve the qualifications and limitations of Mr Weerawong Chittmittrapap, confident that they would not cause any harm or effect his role as an Independent Director. The Company has also disclosed such information in the Notification of the Annual General Meeting for 2010 in the Agenda of "Election of the Directors" and as per the resolution of the Annual General Meeting No. 1/2010 held on April 29<sup>th</sup>, 2010 resolved that Mr. Weerawong Chittmittrapap shall continue to serve as the Company's Independent Director.

### The Company Secretary

The meeting of the Board of Directors No. 3/2553 appointed Mr. Chinnawat Thongpakdee who was elected as the Company Secretary to perform the necessary duties to comply with the Securities and Stock Exchange Act B.E. 2535 (which is the fourth amendment) as well as to perform any other duties as required by the Notification of Capital Market Supervisory Board.

## 2. Nomination of Directors and Executives

### 2.1 Criteria, Selection and Appointment of Director

**1) Term of office** According to Article 17 of Articles of Association of the Company, at least one-third of the directors shall resign at the Annual General Meeting of Shareholders in the first year, followed by another one-third in the second year. Random drawing shall be held to determine the directors to vacate the office in the first and second year after company registration. In the following years, the directors who stay the longest in office shall resign but may be reappointed to the Board of Directors for another term.

**2) Nomination of a Director by the Shareholders' Meeting** The Company allowed one or a group of shareholders, with combined shareholding proportion of five per cent of the total voting shares, to nominate a director replacing directors who retire by rotation. The nomination was conducted prior to the annual general shareholders' meeting date. Details about director nomination are publicized on the Company's website for shareholders to study. For the year, 2011, the Company allowed the nomination of Directors from the shareholders starting from 14 November, 2011 to 31 December, 2011

**3) Nomination of a Director replacing the Directors who retire by rotation** The Nomination and Remuneration Committee shall nominate the appropriate persons to the Board of Directors for consideration before seeking approval by shareholders. All shareholders have the authority and equal right to vote at the shareholders' meeting for the appointment of a director.

**4) Appointment of Director replacing vacancies position from other reasons than by rotation** The Board of Directors shall nominate a qualified person who is not falling into any categories that prohibited by law (In case the vacancy occurs when the term is less than two months, the Board of Directors shall nominate a person to the shareholders' meeting for appointment). The appointed director shall be in office only until the end of the term of the one he or she replaces.

In this case, the Board of Directors' resolution on vacancy replacement shall consist of no less than three quarters of the total remaining votes.

### 5) Qualifications of the Nominees

According to the law, a director shall be a person who meets the following qualifications:

- (1) Become sui juris
- (2) Not being bankrupt, incapable or quasi-incompetent
- (3) Never convicted crime related to assets in a fraudulent action





(4) Never been terminated from a government or private organization due to malpractice

In addition, a director shall not have the following restricted characteristic

(1) Become absolute receivership, bankrupt, incapable or quasi-incompetent

(2) Prohibited by the SET from acting as director, management or controlling person of listed company.

(3) Charged or convicted of a crime by any authorized agency for unfair practices in the sale of securities and/or forward contract, also embezzlement or fraud arose from management executions.

(4) Restricted from holding a management position by an authorized foreign or international agency or organization.

(5) Convicted of a crime according to (3) or an equivalent illegal action according to (3).

(6) Reasonably believed to have acted or have acted improperly against to the codes of Duty of Care or Duty of Loyalty to achieve the best benefit for that entity and its shareholders as a whole as director, management, or controlling person, or having or having supported or has had an interest in or supported such improper behavior of another in similar actions.

(7) Reasonably believed to have acted or having acted in an untrustworthy manner or committed fraud, or has or has had an interest in or supported such improper behavior of another in similar actions.

(8) Reasonably believed to act or has acted unfairly or has taken unfair advantage of a shareholder, or has or has had an interest in or supported such improper behavior of another in similar actions.

(9) Reasonably believed to have concealed or have concealed actual financial standing or actual performance of a listed company or a company that has made a public share offering, or intentionally presented false information, or concealed facts in a document that must be disclosed to the public or submitted to SEC, whether in their own names or on behalf of a juristic entity or a business over which they control the management of, or having supported another individual in such actions.

(10) Reasonably believed to have neglected or have neglected supervisory duties of executives or controlling persons of a listed company or the Company that has made a public share offering, in which he or she serves or has served as a director, a management team member, or a controlling person including its subsidiaries, to prevent the Company from violating the law or acting illegally or contrary to company objectives, company bylaw and shareholders' meeting resolutions, which could cause distrust on the capital market as a whole, or could harm the company's reputation, status, or business operation. Deliberation of these qualifications must abide by the regulations stipulated in the Notification of Capital Market Supervisory Board. No. Tor Jor.24/2552 on terms of references for directors and executives of companies that issue securities

## **6) Principles on the Appointment of Directors by the Annual General Meeting of Shareholders**

The method for selection gives each shareholder one vote for each share held. Each shareholder must cast all their votes for one or more candidates as they choose but can not divide their voting right for any number of candidates. Final results will be determined when the number of votes are counted for each nominated candidate with the winning candidates those persons with the highest number of votes in descending order, until all vacant positions are filled.

In the case more than one candidate has received an equal number of votes, and there are not enough vacant positions for all, the chairman of the meeting will call for another vote among these candidates to determine the winner(s) of the final vacant position(s).

## **2.2 Method for Top Management Selection**

The Nomination and Remuneration Committee will submit recommendations based on an evaluation of performance, ability and leadership potential to the Executive Board and/or Board of Directors for their consideration.

### 3. Remuneration of Directors and Top Management

#### 3.1 Monetary Remuneration as of 31 December 2011

##### Remuneration of Directors

Remuneration of directors must, and can only, be approved by the Annual General Meeting of Shareholders. For the year 2011, the Annual General Meeting of Shareholders held on 27 April, 2011 approved the remuneration of the directors, at the amount of not exceeding Baht 25 Million per annum which comprises a monthly remuneration, at the amount of not exceeding Baht 15 Million per annum, and a bonus, not to exceed Baht 10 Million per annum. The decision is at the discretion of the Nomination and Remuneration Committee and Chairman of the Board in accordance to stipulations and rates of remuneration of each director according to their position and responsibilities.

Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi expressed their intention not to accept any remuneration beginning on 1 April, 2008. Three other directors who received a monthly salary or monthly consultancy fee are not entitled to receive remuneration as directors. These included Mr. Thirasakdi Nathikanchanalap, Mr. Aswin Techajareonvikul and Mrs. Thapanee Techajareonvikul. (Details of remuneration of each director are presented in Part 4, 2009 - Corporate Governance)

In 2011, the directors received monetary remuneration, including bonuses totaling Baht 16,273,750.00. The monetary remuneration paid to each director is shown below:

Boards Members	Remuneration paid to		Bonus for 2010	Total
	Directors Board	Executive Board		
1. Mr.Charoen Sirivadhanabhakdi <sup>(1)</sup>	-	-	-	-
2. Khunying Wanna Sirivadhanabhakdi <sup>(1)</sup>	-	-	-	-
3. Mr.Chaiyut Pilun Owad	900,000.00	-	376,250.00	1,276,250.00
4. Mr.Thirasakdi Nathikanchalab <sup>(2)</sup>	-	-	-	-
5. Mr.Prasert Maekwattana	900,000.00	-	322,500.00	1,222,500.00
6. Mr.Aswin Techajareonvikul <sup>(2)</sup>	-	-	-	-
7. Mrs.Thapanee Techajareonvikul <sup>(2)</sup>	-	-	-	-
8. Mr.Sittchai Chaikriangkrai	900,000.00	-	3,225,000.00	4,125,000.00
9. Mr.Thapana Sirivadhanabhakdi	900,000.00	-	-	900,000.00
10. Mr.Panot Sirivadhanabhakdi	900,000.00	-	-	900,000.00
12. Mr.Prasit Kovilaikool <sup>(4)</sup>	900,000.00	-	236,500.00	1,136,500.00
13. Mr.Staporn Kavitanon	900,000.00	540,000.00	1,290,000.00	2,730,000.00
14. Mr.Weerawong Chittmittrapap	900,000.00	180,000.00	300,000.00	1,380,000.00
15. Mr.Suvit Maesincee	900,000.00	180,000.00	387,000.00	1,467,000.00
16. Ms.Potjanee Thanavaranit	900,000.00	-	236,500.00	1,136,500.00
Total	9,000,000.00	900,000.00	6,373,750.00	16,273,750.00



Remarks <sup>(1)</sup> Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi expressed their intentions not to receive remuneration starting from 1<sup>st</sup> April, 2008

<sup>(2)</sup> Three directors, Mr. Thirasakdi Nathikanchanalap, Mr. Aswin Techajareonvikul and Mrs. Thapanee Techajareonvikul, who are eligible to receive a salary have no right to receive remuneration as a director.

There are four independent directors who are also independent directors of the parent company subsidiaries or subsidiaries at the same level and are entitled to receive remuneration as independent directors of TCC Group. They are Mr. Staporn Kavitanon , Mr. Prasit Kovilaikool, Ms. Potjanee Thanavarant and Mr. Suvit Maesincee and They received remuneration as independent directors of TCC Group for 2011 as follows:

Mr. Staporn Kavitanon

1. Siam Foods Public Company Limited	Remuneration	Baht 720,000
2. Thai Beverage Public Company Limited	Remuneration	Baht 3,600,000

Mr. Prasit Kovilaikool

1. Oishi Group Public Company Limited	Remuneration	Baht 2,832,900
2. Siam Foods Public Company Limited	Remuneration	Baht 360,000

Ms. Potjanee Thanavarant

1. Oishi Group Public Company Limited	Remuneration	Baht 4,009,400
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Mr. Suvit Maesincee

1. Siam Foods Public Company Limited	Remuneration	Baht 200,000
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#### Monetary Remuneration of Directors and Top Executives

Year	Total (persons)	Total Salary and Provident Fund (Million)
2011	8	62.25
2010	8	58.44

### 3.2 Non-Monetary Remuneration

#### Provident Funds

Year	Total (persons)	Provident Fund (Million Baht)
2011	8	2.92
2010	8	2.59

## 4. 2011 Corporate Governance

In 2011, the company continued to maintain its key mechanism, which also reflected its commitment to good corporate governance principles, based on the 2006 guidelines of good corporate governance of listed companies by SET, laws and regulations issued by SEC, the Capital Market Supervisory Board as well as other relevant agencies. The Board of Directors Meeting No. 7/2012 held on 22 December 2011 has resolved the approval of Corporate Governance Manual (CG Manual) which is a useful guideline for all Directors, Management member and staff of the company to understand and strictly maintain the good corporate governance by following the Company's corporate value for the purpose of sustainable development and joint success of our people which are B- Beyond Satisfaction, J — Joint Success and C — Caring for Community.



During the past year, the Company has continuously carrying out the following mechanism in order to be in compliance with the Good Corporate Governance:

### 1) Rights of Shareholders

The Company ensures that all shareholders are entitled to all basic rights as shareholders and company owners under accepted and trusted standards under the laws, avoids actions that restrict rights or opportunities of shareholders in acquisition matters (takeovers), and also prevents directors from abusing their lawful duties. Therefore, the basic rights of shareholders are as follows:

#### 1. Basic Rights to freely buy, sell, transfer shares they hold

The securities of the Company are being secured under the trustworthy methods by the Thailand Securities Depository (TSD) Co., Ltd., as the company's registrar. Therefore, the shareholders are entitled to full rights to freely buy, sell, transfer shares they hold.

#### 2. Right to receive dividends from the Company

The dividends payment policy of the Company is complied with the written Company's dividend payment policy based on company performance that is equal for each shareholder. In 2011, the Company had paid the interim dividend at Baht 0.28 per share on 9 September, 2011 and the payment of the dividend was notified on its website at [www.bjc.co.th](http://www.bjc.co.th).

#### 3. Right to be informed appropriately and regularly

Whenever there is any significant matter which its occurrence may affect to the Company and its business, or have a significant effect on a shareholder's investment decision, the information will be disclosed via electronic channel provided by the SET and posted on the Company's website under the SET regulations regarding the disclosure of information.

Furthermore, the Company has determined a disclosure policy that requires the President or a person authorized by the President to be responsible for the disclosure of information concerning the Company and any of its subsidiaries. This information will first be scrutinized by a top executive or a relevant party concerned on such information, such as sale, marketing activities. This must first be considered by the Executive Vice President in the related business. However, the information disclosure on financial statements, revenue financial condition must be in accordance with the information reviewed or considered by the Audit Committee depending on the circumstances.

#### 4. Right to request the Company to call for Extraordinary Shareholders' Meeting

In accordance with Article 32 Paragraph 2 of the Company's Article of Association, any shareholder holding in aggregate one-fifth of all issued shares or at least 25 shareholders holding in aggregate at least one-tenth of all issued shares can submit a written request to the Board of Directors to call for an Extraordinary Shareholders' Meeting, stipulating the reason for calling such a meeting. The Board of Directors must then call for an Extraordinary Shareholders' Meeting within one month of the date the request in writing was received.

#### 5. Right to propose a meeting agenda or nominate a candidate for the election of company directors

One shareholder or group of shareholders who hold an aggregate of at least 5 percent of all issued shares is entitled to propose an issue, or item, for the agenda as well as nominate a candidate for director at the Annual General Meeting of Shareholders. In 2011, the Company allowed shareholders to propose issues or items to the agenda and nominate candidates for the positions of director from 14 November to 31 December, 2011 via [www.bjc.co.th](http://www.bjc.co.th) to the Board of Directors for consideration. If the Board of Directors refused any shareholders' proposal, the Board of Directors will clarify their reasons on the day of the meeting.



## 6. Right to attend Shareholders' meeting

The Company convenes The Annual General Meeting once a year within 4 months after the end of the financial year at a time stipulated by the Board of Directors. In the case that there are any urgent issues arise especially the issues that require the immediate attention matters that may affect the shareholders' benefits, the company will call the Extra Ordinary General Meeting of Shareholders on the case by case basis. In relation to the delivery of the notice of the meeting, the Company has assigned the Thailand Security Depository Company Limited (TSD) who is the Company's Registrar handling overall process of delivery. The shareholders will be delivered all necessary information such as the minutes of the previous meeting, annual report, the power of attorney for assigning proxy etc. The notice of the meeting has been sent 14 days prior to the meeting date and was publicized on Thai daily newspaper with at least 3 consecutive days prior to the meeting date in order to ensure that each shareholder receive the sufficient information. The Company has also disclosed the Notice of the Annual General Meeting of the Shareholder, agenda items and other supporting documents in the Company's website; In 2011, the Company held its Annual General Meeting of Shareholders on 27 April 2011 at Meeting Room.1201-1202, 12<sup>th</sup> Floor, Berli Jucker House, 99 Soi Rubia Sukhumvit 42 Road, Phrakonong, Klongtoey, Bangkok, which is situated at a convenient location for transportation and is large enough to accommodate all those attending the meeting. The meeting was recorded in writing, voice recording and video tape.

For the 2011 Annual General Meeting of Shareholders, 14 directors attended and 1 director was absent which was 93.33 percent of the directors attended the meeting comprised of Chairman, Chairman of Sub-Committee, President as well as top executives attending the meeting. During the meeting, the chairman allowed the shareholders to question for clarification of all information and the Directors were ready to answer these questions. In term of the financial report, the Company auditors and top executives responsible for accounting and financing were also in attendance to answer shareholder questions, under the Board of Directors Supervision.

The Company allowed shareholders who could not attend the meeting by proxy a member of the Audit Committee and three independent directors of the company. The names and positions were provided to the shareholders so they could select for their behalf in accordance with the details of one of three proxy forms provided by the Ministry of Commerce attached to the notice. Furthermore, the shareholder could download the Proxy form from the Company's website. However, in each agenda, shareholders can also ask for voting through a secret ballot upon, at least, if one shareholder's request certifying by another five shareholders, for seeking approval from the Shareholders' Meeting to vote by a secret ballot.

On the meeting date, the Company uses the barcode system for registration to ensure convenience for shareholders. As each reference number is already included in the registration and proxy forms. In addition, for each agenda, the Company will collect the ballot from the shareholders for each vote. At the completion of the meeting shareholders can verify the results of each vote.

Immediately after the completion of the Annual General Meeting of Shareholders, the Company issued a communication of the resolutions passed at the meeting. This information was then posted electronically on the SET website within the next working day for shareholders who did not attend the meeting to make them aware of all actions taken at the shareholders meeting as quickly as possible. A full report of the shareholders meeting was also submitted to SET and the Ministry of Commerce as well as posted on the Company website. However, there was no Extra ordinary General Meeting of Shareholders being held in 2011.

## 7. Right to vote at a Shareholders Meeting

At the Shareholders' Meeting, shareholders are free to express their opinions and suggestions and have the right to cast as many votes as the number of shares they hold in accordance to Article 36 of the Company's Article of Association, "At a shareholders' meeting, each shareholder is entitled to one vote for each of the share they hold. A shareholder who has a vested interest in a resolution can not vote on such resolution. Normally, a resolution of any meeting of shareholders shall be passed by a majority vote of all shareholders attending the meeting and having the right to vote. Except in the following important cases, a resolution of not less than three-fourth of the vote of shareholder attending the meeting and having the right to vote is required;

- Amendments to Article of Association or Memorandum of the Company
- Selling or transferring the company's business, whether in whole or in substantial part, to another person.
- Purchasing or accepting the transfer of businesses of another public or private company.
- Amending or terminating any agreement concerning any lease of business whether in whole or in substantial part of the company's business, assigning any person to manage the company's business, or merging with another person for the purpose of profit and loss sharing.
- Increasing the Company's registered capital by issuing new shares.
- Decreasing the registered capital by reducing a value of a share or reducing of a number of a share or writing off registered share not yet subscribed.
- Borrowing money by issuing and offering debentures.
- Mergers and Acquisition or liquidation of the company.

Moreover, shareholders are entitled to nominate person to be appointed as directors in Shareholders Meeting by voting to select the suitable person, including exercise their rights to remove directors who are lack of qualifications by the resolution of not less than three-fourth of the total attendees who have rights to vote and having shares not less than 50% of the total shares held by attendees who have rights to vote.

However, for each agenda, shareholders may vote by ballot, if either one of shareholders requests and other shareholders votes in favour to support the shareholder meeting's approval for vote by ballot.

## 2) Equitable Treatment of Shareholders

The Company always ensures to provide equitable treatment of each shareholder, major or minor, as well as institutional or foreign investors. To that effect, the Company realizes it is also responsible for ensuring that no shareholder has any misunderstanding. It strives to seriously show earnest compliance with all regulations and mechanisms which are incorporated in all businesses related to shareholders, especially minor shareholders, including the following:

1. The Company provides the right for all shareholders to propose issues or items to the agenda and nominate candidates for the positions of director at least 4 months in prior to the Annual General Meeting and all relevant details were published on its website. In 2011, the Company allowed shareholders to propose issues or items to the agenda and nominate candidates for the positions of director from November 14th, 2011 to December 31st, 2011 via [comsec@bjc.co.th](mailto:comsec@bjc.co.th) or at the Company Secretariat Office, 3rd Floor, Berli Jucker House, 99 Soi Rubia Sukhumvit 42 Road, Phrakonong, Klongtoey, Bangkok 10110.

2. The Company provides a proxy form for shareholders who cannot attend the shareholders' meeting in order to appoint a proxy to represent and vote for them at the meeting. In addition, the Company also provides a name of at least one of the Company's Independent Directors as an option for the shareholders to appoint to represent as a proxy on their behalves. In 2011, the Company had proposed three of the Company's Independent Directors in which further





details had been included in the Notice of the Annual General Meeting.

3. The Company is committed to conducting business in accordance with the Code of Conducts since 2008 where all directors, management and employees are required to abide by rules concerning conflicts of interest in transactions under the jurisdiction of SET that takes place between the company, its subsidiaries and associates, or related individuals to ensure there are fair terms and no transfer of benefits to other individuals.

4. The Company sets standards for all directors and top management to disclose information when they encounter interests that potentially affects the Company and their connected persons since 2009 and requested all directors and top management to firstly disclose such information within 60 days from the date the Announcement of Capital Market Supervisory Board No. Tor.Jor 2/2552 on 1 July 2009 and report on any changes of information within 15 days from the date directors and/or top management know that there is any change of information to Company Secretariat Office. This includes information of juristic persons which are related to the reporters, information of being directors or top management in other juristic persons of the reporters or related persons of the reporters and shareholding information in other juristic persons in relation to connected transactions.

5. The Board of Directors fixes the agenda for shareholders' meeting in advance with the Board of Directors' opinion for each agenda. The additional agenda of shareholders' meeting never been added without prior notice.

6. The Company provides proxy forms in format that shareholders can direct their votes in compliance with those are required by Ministry of Commerce and deliver together with the notice of shareholders meeting. Shareholders who cannot attend the meeting can proxy other person to attend the meeting on their behalf. This will help maintaining the shareholders' rights. Shareholders may also proxy their rights to each of independent shareholders, of which their data is disclosed in notice of shareholders meeting. Moreover, shareholders are entitled to attend the meeting after the meeting is started and have the right to vote in agenda in between consideration and no vote is casted. Quorum and votes will be counted only for the agenda they attend.

7. Explanation of shareholders' rights and voting procedures during each shareholders' meeting have been provided in detail before opening the meeting. In addition to the information included with the meeting notices, the shareholders have the right to question any outstanding items to their satisfaction before registering their vote on each item of the agenda.

8. The Company provides voting coupons for shareholders to vote in each agenda for transparency and provable purposes in case that any argument may be raised.

9. Board of directors offer the chance for shareholders to appoint each individual director by providing each voting coupon for each director appointment voting.

10. The language used for conduct the meeting is Thai due to the Company is listed public company, established under Public Company Limited Act in Thailand to which Thai is official language and most of the shareholders attending the annual general shareholders' meeting are Thais.

11. The Company sets standards for security and protection of inside (internal) information clearly in writing and issues them to all employees. In addition, it adheres to strict procedures in the issuance of information by SEC under Clause 59 of the Securities and Exchange Act of 1992. If the directors and management buy or sell company shares, they must list the transactions for the relevant agencies and send copies to the Company. As for the monitoring of directors and management use of inside information for personal gains, the Company has made it clear to all parties by issuing a manual on proper procedures for strict adherence. No buying or selling of the shares by directors and any management team member occurred within three weeks before the publication of the financial statements and two days after the disclosure of the financial statements.

### 3) Roles of Stakeholders

The Company values the rights of stakeholders and, therefore, adheres to all relevant laws and regulations to protect their rights.

In 2011, the Company ensured that all stakeholders were properly treated as follows:

**Shareholders:** Besides their basic rights as shareholders and rights stipulated by the law, the Company adheres to its pledge given to shareholders and strives to conduct business efficiently to earn maximum profits to pay dividends to shareholders at a constant and suitable rate.

**Employees:** The Company recognizes that its employees are the most valuable asset and is determined to ensure that each employee is proud and confident in the Company. It also ensures the provision of equitable treatment to all employees by providing reasonable remuneration package, social responsibility and any other benefits that the employees are entitled by law. The Company also encourages the employees to have the saving with the Company's saving cooperation in order to secure their future financial stability.

**Customers:** The Company is determined to give users products and services of the maximum benefit in quality and price, and to develop and maintain sustainable relationships with its customers. Therefore, it has established a dedicated office to provide advice dealing with its products and problem-solving tips, and to handle complaints to ensure the total satisfaction of its customers.

**Business Partners:** To comply with the trading competitive context by strictly upholding its promises, its Code of Conduct and commitments to partners including providing quality products with on-time delivery.

**Competitors:** The Company operates within a competitive context by being fair and strictly following the laws and its Code of Conduct by sharing news and information in a friendly cooperative framework.

**Creditors:** The Company honors the terms of loans and its obligations to creditors.

**Society and Environment:** The Company sponsors activities that will improve the quality of life: local, particularly where its factories are located, to the nation level, especially in the development of people's potential. The Company founded the Berli Jucker Company Foundation to sponsor and support education from the primary level up to undergraduate programs for students of public universities through the Office of Higher Education, including scholarships, donations and activities to help needy rural schools.

The Company intends and focus on environment by developing and improving environmental management system to reduce environmental affects in every step, starting from raw material sourcing, production process and waste treatment

### 4) Disclosure and Transparency

The Company realizes the importance of information disclosure completely and transparently by strictly adhering to all laws, rules and regulations stipulated by the Office of the Securities and Exchange Commission, the SET and all relevant government agencies and follow all amendments as they are enacted. The Company adheres strictly to regulations to ensure all shareholders that the Company operates in a transparent and straightforward manner, for example:

1. Disclose accurate, complete and timely financial information and non-financial information, such as the financial statements, Company's performance, inter company transaction of the Company, its subsidiaries, associates and related person and other information, as stipulated under laws for the disclosure of information that would affect the right to benefits or investment decisions by shareholders or investors.

2. Disclose information required for disclosure when the information will be beneficial for any stakeholder.

This can include the Company's objectives and regulations, shareholders' share holding structure, details of voting



rights of Company's securities property and remuneration of the Board of Directors and top executives as well as the qualifications, experience and independence of each director, listing information and management structure and operations according to principles of good governance.

3. Prepare quality standard information, particularly company budget and profits that must pass the consideration and auditing of a reputable independent auditor and the Audit Committee that has experience, knowledge and the ability to audit and be responsible for the tasks assigned by the Board of Directors for the annual report.

4. Maintain correct information be disclosed accurately, equally and efficiently to all concerned parties in compliance with governing laws and regulations via the channels of Stock Exchange of Thailand, Form 56-1 and Annual Report and update on the Company website [www.bjc.co.th](http://www.bjc.co.th) both in Thai and English.

5. The Board of Directors meeting No. 7/2011, held on 22 December 2011 has approved the written policy for good corporate governance and compliance report was presented in Form 56-1, Annual report and on the Company website [www.bjc.co.th](http://www.bjc.co.th) respectively.

6. The Company has disclosed the duties of Board of Directors and Committee with number of meeting and attendance of each director in the past year, including remuneration of directors and top management in Form 56-1 and Annual Report.

7. The Company assigns the President to be responsible for the disclosure of company information to investors. In 2011, the President on behalf of Company, met with investors at SET during the Opportunity Day and generally disclosed information to market analysts and investors.

8. Encourage all directors, management and employees in appreciate the necessity of good corporate governance and transparency in business operation

## 5) Responsibilities of the Board of Directors

### Structure and Scope of Duties and Responsibilities

According to the Company's articles of Association, the Board of Directors consist of 15 directors of which it has 12 non-management directors and 3 management director.

The Company realized that having number of independent directors in appropriate ratio, will entrust the minority shareholders that the Company will have transparent business direction for the save of every shareholders. The Company then 5 independent directors or one-third of the total directors.

The Board of Directors realizes its responsibilities to always act in accordance to the law with meticulous care in the supervision of the Company's operations adhering to the codes of Duty of Care and Duty of Loyalty to will provide utmost benefit to the Company and shareholders as well as all stakeholders by adhering to Good Corporate Governance. This will assist the Company to grow together with society in a sustainable manner.

The Company has developed a company structure to ensure close supervision and efficient management in all aspects. Their work must pass the scrutiny of all subcommittees to ensure confidence in the Management Board and achieve the Company's vision and goals. The Board of Directors is responsible for establishing the Company's vision and supervising business in accordance to the Company's vision, obligations, strategy, goals, and business plan. It must also supervise the Management Board to ensure it adheres to the business plan and budget efficiently, as well as any matter that relates to the Company's reputation that is approved by the Reputation (Image) Management Board. There is also the Audit Committee, which is also responsible for all internal financial controls and inspection. Finally, there is the Nomination and Remuneration Committee responsible for setting and supervising remuneration, and search for Top Executives. (Relevant details of responsibilities of the subcommittees are listed under the heading, "Management Structure".



The Company realizes the importance of having a proper number of independent directors. To ensure the trust of minor shareholders in the Company, the Company has set a direction for business that is transparent and ensures maximum benefit for every shareholder. In 2011, one independent director was recruited to fill the position of director that had been vacated during the period. Meanwhile a search was conducted for a suitable individual to increase the number of independent directors to be no less than one-third of the Company's total number of directors.

The Company strives to have all committee work in the most transparent fashion. Therefore, the Company has fixed specific tasks for each subcommittee. This information has been posted on the Company website.

The Board of Directors has appointed a Company Secretary to support the work of the Board, in accordance with regulations concerning responsibilities. This person is required to keep a report of all Board of Directors meetings and shareholders meetings as well as annual reports and store all relevant documents according to the law. The Company secretary appointed by the Board of Directors must be suitable, meaning they must have experience, knowledge and the ability to advise the directors so they act in accordance to the relevant laws, rules and regulations.

### Internal Control and Audit System

At the Board of Directors Meeting No. 1 / 2012 held on 23 February, 2012, the Audit Committee was also in attendance. The Board of Directors approved the report as presented by the Audit Committee on internal controls which the Company, Berli Jucker Public Company Limited and subsidiaries (Group of Companies) which all have implemented to protect property belonging to the Company and its subsidiaries that the management is not responsible for. It also recommended adjustments to the internal control system to best adapt to changing conditions effectively in order for the Company's and subsidiaries' operations to meet established objectives and related laws and regulations following the audit of the Company's finances for 2011 by the company auditor. It must be noted, the Company auditor has no observation on the internal control system under the guise that this could cause loss in the operations of the Company in any way.

### Evaluation of Directors' Performance

The Company gives importance to creating a good working atmosphere, which includes the succession of directors. Therefore, it supports the presentation of different ideas freely and independently to establish the right direction for the Company to follow to ensure maximum benefit for the Company and shareholders, The Company thus employs the most meticulous care in its operations, which includes the performance of the Board of Directors. Therefore, the Company has decided to evaluate the performance of the Board of Directors. The chairman will serve in the capacity of evaluator and will speak privately with each director. If the Chairman sees there is an issue that must be considered, the Chairman will act either alone or with the assistance of the Board to find a solution.

In 2011, the Company was in the process of studying its method of evaluation of the performance of the Board of Directors to increase quantitative and qualitative data. It is expected this new evaluation will be implemented in 2012.

### Development of Directors' Knowledge and Skills

The Company encourages directors and top executives to join seminars that will improve their performance as well as provide an opportunity to exchange ideas with directors and executives of other organizations. The seminars are organized by the Company and government agencies which include those offered by the Thai Directors Institute at the Office of the Securities and Exchange Commission for which the directors must register for at least one curriculum. These include Director Certification Program (DCP), Director Accreditation Program (DAP) and Audit Committee Program (ACP) to expand their knowledge and experience to help the organization to continue to grow.

### Control of Use of Internal Information

The Company has instituted a method to control company directors and top executives on the use of internal information for their benefit as already explained under the heading, "Equitable Treatment of Shareholders". To ensure all personnel act ethically, the Company has issued a staff manual to provide instruction for performance in accordance



to rules and regulations in work, remuneration, discipline and punishment and confidentiality as well as benefits. This employee manual is provided to each employee when they begin work to ensure all know how they must perform according to the Company's code of conduct.

### Code of Conduct

At the Board of Directors Meeting No. 7/2008 held on 13 November, 2008, a resolution was approved for the Company to write a Code of Conduct to be given to directors, top executives and staff so they clearly understand the standards of conduct the Company adheres to in its business operations and transactions. The Board of Directors then informed all relevant persons through the internal departments and on the Company website as of 14 November, 2008.

### Remuneration of Directors and Management

The Company instituted remuneration for the Board of Directors that is comparable to the remuneration of the Board of Directors of other leading companies at the national level and within the same industry sector. The Board of Directors investigated and then set the remuneration that a moderator presented to the Board of Directors and the shareholders meeting approved. As for the remuneration of top executives, the Board of Directors investigated and set remuneration that a moderator presented, and the Board of Directors considered this as is their responsibility after considering the performance of each individual as well as the results of each business together with the remuneration of other top executives in the business and industry sector. The method of payment of remuneration is suitable in relation to the Company's performance and earnings and the performance of each individual that clearly reflects earnings and will sufficiently motivate the individual in a manner that will ensure their the continued service if desired.

## 5 Management of Internal Information

The Company adheres to a policy and method of supervision to prevent the release of internal information for personal benefit in accordance with the Company's code of conduct which is posted on the Company website, [www.bjc.co.th](http://www.bjc.co.th) and has been accepted by the Company, its subsidiaries and associates. As a registered public company on the SET, the Company must adhere to the relevant laws concerning internal information to maintain impartiality and neutrality for all shareholders and to prevent any illegal action by company personnel at all levels as well as members of their families, using information that has yet to be disclosed to the public. The Company forbids individuals from telling of any purchases, or sales of shares or encouragement of others to purchase or sell company shares, or offers to purchase or sell Company or a subsidiary's shares, or associates of the Company which is registered on the SET, whether it be by oneself or through proxy.

## 6 Human Resources

The Company has a total of 9,056 employees, which can be divided according to businesses as follows:

1. Industrial Supply Chain	3,986 persons
2. Consumer Supply Chain	3,342 persons
3. Healthcare and Technical Supply Chain	631 persons
4. Others	1,097 persons

The Company paid total remunerations for all employees for 2011 approximately 2,475.2 million baht, including salaries, bonuses, provident fund and other welfare.

The Company adheres to a policy that stresses human resources development as follows:

1. To support and develop human resources to increase their abilities and knowledge so they can achieve their full potential.
2. To support those individuals who have a future because of their good work performance.
3. To develop a human resources succession plan to give personnel the abilities to be promoted to higher positions.
4. To develop leadership skills and abilities.

# Internal Audit and Control System

## Internal Audit and Control System

Berli Jucker Public Company Limited (the Company) consistently realizes the importance of risk management and internal control systems that are sufficient and appropriate for its business operations and especially covered all activities. The Company is committed to sustainable growth, transparency and good corporate governance. It has specified the duty, responsibility, including authorizing power for both management and operation levels in writing, which covers the financial control system, operations, resources management, assets management, as well as regulations of the Company and the BJC Group (BJC). Such actions help the Company to efficiently and effectively operate its business, as well as reduce and prevent risks, including enable BJC to achieve its vision and mission. Major activities are as follows:

### 1) Organization and Environment

The Company has clearly set vision, mission, values, including culture of BJC and communicated them across the organization in writing. For business objectives and targets, the Company has reviewed and considered by using Balanced Scorecard in order to be the operation guideline and tools for consideration of employee's reward. The Company has structured the business by dividing into four supply chains by type of business for more streamline and efficiency of operations. In addition, the Board of Directors ensures that the executives are role models for employees, be honest and strictly adhere to code of conduct which is clearly stated in writing. The Company also clearly communicates with all employees about code of conduct through the Company's Intranet system, sets roles and responsibilities of all levels of executives and operation staff, as well as provides continuous human resource development.

### 2) Risk Management

The Company has appointed the Risk Management Committee to properly assess significant risks both internal and external risk factors that may affect the vision and mission of BJC. The Risk Management Committee has duty on overseeing and framing risk management for the Company as a whole. Moreover, Risk Management Subcommittee of each supply chain has responsibilities to manage risks within the defined frame. The risk management is classified as four types i.e. strategic, operational, financial, and compliance risk to be consistent with vision and mission of BJC, as well as related rules and regulations.

### 3) Management's Operation Control

The Company has monitored performance by using Balanced Scorecard as a tool for suitable and adequate planning as well as organizing management activities, which allows checking and monitoring process to aforementioned actions. The Company has also set the significant policies and procedures of business operations to serve as guidelines for systematic and efficient operation as well as achieve BJC's vision and mission. It also has clear scope, authorities and duties of management at each level by segregating of duties into the supply chains for effective management.

In addition, the Company has established and regularly updated the schedule of authorities for greater flexibility in business operation, as well as conducted a written report on a regular basis. Additionally, the Company has implemented the Document Management System in order to systematically organize several legal documents as well as documents fast search. The Company also regularly monitors operations and related transaction or transactions that may have a conflict





of interest of BJC to be compliance. The Company has assigned the director or management of BJC to be director of subsidiaries and associated companies to ensure that the actual operating is under normal business conditions according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003).

#### 4) Information & Communication System

The Company has integrated information system as well as internal and external communication channels by implementing intranet and the Company's website, which widely communicates news and announcement to employees. The Company continuously develops its information system through the implementation of SAP in order to generate new business opportunities and strategic advantages, as well as to perform back up data of all information system.

#### 5) Monitoring & Evaluation System

Board of Directors of the Company has assigned the Management Board to monitor and evaluate performance on a regular basis. The Company's internal auditors have a duty on auditing and reviewing the performance of BJC's business units to ensure adequate and appropriate control being in placed. The internal auditors have focused on preventive auditing to bring concrete benefits to all business units. The Company's Group Audit Division is able to independently audit and report with recommendation to the Audit Committee and Management Board. In the case of finding a significant weakness of internal control, the summary of audit observations and recommendations to prevent and reduce risks will be reported and suggested to the relevant business units for being improvement at specified time, additionally to provide management with reasonable assurance that the Company has adequate and appropriate internal control.

At the Company's Board of Directors Meeting No. 1/2012 on 23 February 2012, the Audit Committee was invited to join the meeting. The Board of Directors approved the Audit Committee Report in the matter of adequate and appropriate BJC's internal control on five activities which composed of Organization and Environment, Risk Management, Management's Operation Control, Information & Communication System and Monitoring & Evaluation System. The Audit Committee also reported to the Board of Directors that it has adequate and appropriate internal control. Moreover, it has monitored and found that BJC has prevented the abuse of assets by executives. The internal control systems are also efficiently improved to better address the changing environment, which allows BJC to achieve its vision and mission, and to strictly comply with all laws and regulations.

In addition, the audit of BJC's financial statements for the year 2011 by the External Auditor of the Company did not reveal any significant issues concerning the internal control system which may cause damage to the operation of the Company as a Regional Hosting Hub.

## Details of shareholding

DETAILS OF SHAREHOLDING IN JURISTIC PERSONS (BJC GROUP'S SHAREHOLDING OVER 10%) AS OF 31 DECEMBER 2011

Name Of Company	Head Office	Type Of Business	Types Of shares	Number Of Shares Issued	Par Value (Baht)	Paid-Up Capital (Baht)	Number Of Shares Held	% Of Share-holding/ Investment
<b>Subsidiaries</b>								
Thai Glass Industries Public Company Limited	Bangkok	Manufacture of Glass Containers	Ordinary	117,000,000	10	1,170,000,000	115,355,235	98.59
Thai Malaya Glass Co. Ltd.	Saraburi	Manufacturer of Glass Container	Ordinary	10,700,000	100	1,070,000,000	10,700,000	100
BJC Packaging Co., Ltd.	Bangkok	Manufacturer of Glass Container, Investment Vehicle	Ordinary	8,500,000	100	850,000,000	8,500,000	100
BJC Glass Vietnam Limited	Vietnam	Development, Construction, Management , manufacturer of high end glassware	-	-	-	USD 52,740,000	-	100
Thai Beverage Can Co., Ltd	Saraburi	Manufactures and marketing aluminum cans and ends	Ordinary	100,000,000	10	1,000,000,000	50,000,000	50
TBC-Ball Beverage Can Holding Limited	Hong Kong	Investment vehicle	Ordinary	40,000,000	USD 1	40,000,000	10,716,000	26.79
TBC-Ball Beverage Can Vietnam Limited	Vietnam	Manufactures and distribute aluminum cans and in Vietnam, Trading, Import and Export aluminum cans	Ordinary	-	-	USD 20,000,000	-	26.79
Thai-Scandic Steel Co., Ltd.	Rayong	Manufactures of galvanized steel structures	Ordinary Preference	4,560,000 1,300,000	100 100	456,000,000 130,000,000	4,560,000 1,300,000	100
Berli Jucker Foods Ltd.	Samutprakarn	Manufacturer and distributor of snack products	Ordinary	3,200,000	100	320,000,000	3,200,000	100
Jacy Foods Sdn Bhd	Malaysia	Manufacturer of snack products	Ordinary	12,000,000	Ringkit 1	Ringkit 12,000,000	12,000,000	100
Berli Jucker Logistics Ltd.	Bangkok	Custom clearing, warehousing, transportation and distribution services	Ordinary	500,000	100	50,000,000	500,000	100
Rubia Industries Ltd.	Samutprakarn	Manufactures of soap, cosmetics and confectionery	Ordinary	70,000	1,000	70,000,000	69,892	99.85
Berli Jucker Cellox Ltd.	Samutprakarn	Manufactures, markets and distributes of sanitary paper	Ordinary	90,000,000	10	900,000,000	85,354,470	94.84
Thai Corp International Company Limited	Hong Kong	Investment vehicle	Ordinary	17,000,000	HKD 1	HKD 6,000,000	12,750,000	75



Name Of Company	Head Office	Type Of Business	Types Of shares	Number Of Shares Issued	Par Value (Baht)	Paid-Up Capital (Baht)	Number Of Shares Held	% Of Share-holding/ Investment
Thai Corp International (Vietnam) Co. Ltd	Vietnam	Import, Export, Distributor, Retailer Agent	-	-	-	VND 5,400,000,000	-	75
BJC Healthcare Co., Ltd (Formerly called BJC Trading Co., Ltd.)	Bangkok	Sales of healthcare products, chemical and hospital supplies	Ordinary	20,000,000	10	200,000,000	20,000,000	100
Montana Co., Ltd.	Bangkok	Sales of cosmetics and machinery	Ordinary	500	1,000	500,000	500	100
Cosma Medical Co., Ltd.	Bangkok	Sales of Healthcare Products	Ordinary	50,000	100	1,325,000	50,000	100
BJC Industrial and Trading Co., Ltd (Formerly called BJC Engineering Co., Ltd.)	Bangkok	Sales of Imaging Technology, Stationery, Machinery and Construction materials	Ordinary	25,000,000	10	250,000,000	25,000,000	100
Berli Jucker Specialties Ltd.	Bangkok	Sales of chemical products	Ordinary	18,250	3,500	63,875,000	18,095	99.15
Berli Jucker (Myanmar) Ltd.	Myanmar	Import and export	Ordinary	510	Kyats 1,000	Kyats 510,000	510	100
BJC International Company Limited	Bangkok	Import and export products and raw materials	Ordinary	130,000,000	10	1,300,000,000	130,000,000	100
BJC International Company Limited (Hong Kong)	Hong Kong	Trading, Import and Export	Ordinary	107,610,000	HKD 1	HKD 107,610,000	107,610,000	100
BJC International (Vietnam) Limited (Former name "Vina Glass Industries Co., Ltd.")	Vietnam	Manufacture of glass containers, import and export, retailing, sale of raw materials	Ordinary	-	-	USD 14,000,000	-	100
BJC Glass Company Limited	Hong Kong	Investment, Trading, Import and Export	Ordinary	8,300,000	HKD 1	HKD 8,300,000	8,300,000	100
Asia Books Co., Ltd.	Bangkok	Retailer of English books and Thai books (hardcopy and electronic), Magazines, Stationery and Materials related to reading.	Ordinary	3,017,240	100	301,724,000	3,017,240	100
BJIMK Co., Ltd.	Hong Kong	Investment vehicle, Trading, Import, Export, Manufacture and Distributor	Ordinary	10,000	HKD 1	HKD 10,000	7,500	75
T.C.C. Technology Co., Ltd.	Bangkok	Information technology services	Ordinary	18,000,000	-	180,000,000	9,180,000	51



Name Of Company	Head Office	Type Of Business	Types Of shares	Number Of Shares Issued	Par Value (Baht)	Paid-Up Capital (Baht)	Number Of Shares Held	% Of Share-holding/ Investment
<b>Joint Venture</b>								
BJC O-I Glass Pte., Ltd.	Singapore	Marketing, Distributor of Glass containers and all related glass products	Ordinary Preference	154,450,000 103,476,000	USD 1	USD 257,926,000	77,225,000 30,188,000	50
Malaya Glass Products Sdn Bhd	Malaysia	Marketing, Distributor of Glass containers and all related glass products	Ordinary Preference	55,000,000 172,225	Ringkit 1	Ringkit 55,000,000	27,500,000 86,112	50
Malaya - Vietnam Glass Ltd.	Vietnam	Glass container for beer and soft drink, food product	-	-	-	USD 29,100,000	-	35
Berli Asiatic Soda Co., Ltd.	Bangkok	Sales of soda ash	Ordinary	6,400,000	6.25	40,000,000	3,200,000	50
<b>Associates</b>								
Berli Dynaplast Co., Ltd.	Bangkok	Manufactures of rigid plastic containers	Ordinary	3,039,334	100	303,933,400	1,489,270	49
Gaew Grung Thai Co., Ltd.	Ayutthaya	Distributor of glass scrap and plastic	Ordinary	3,200,000	100	320,000,000	800,000	25
BJC Marine Resources Development Co., Ltd.	Bangkok	Dormant	Ordinary	100,000	1,000	94,400,000	50,000	50
<b>Others</b>								
Siam Cement Myanmar Trading Ltd.	Myanmar	Cement distributor	Ordinary	220	Kyats 6,000	Kyats 1,320,000	33	15
<b>Dormant</b>								
BJC Marketing Co., Ltd.	Bangkok	Dormant	Ordinary	10,000,000	10	100,000,000	10,000,000	100
Journal Holdings Ltd.	Bangkok	Dormant	Ordinary Preference	490 510	100 100	49,000 51,000	490 510	100
Gold Medallion Ltd.	Bangkok	Dormant	Ordinary Preference	4,900 5,100	100 100	490,000 510,000	4,900 5,100	100
Distri-Thai Ltd.	Bangkok	Dormant	Ordinary	110,000	100	11,000,000	110,000	100
Rubia Investments Ltd.	British Virgins Islands	Dormant	Ordinary	30,000	1,000	30,000,000	30,000	100
Marble & Stones Co., Ltd.	Bangkok	Dormant	Ordinary	998,000	100	99,800,000	998,000	100
Thai Flourspar & Minerals Co., Ltd.	Bangkok	Dormant	Ordinary	20,000	100	2,000,000	20,000	100



## Contact Information

### Industrial Supply Chain

#### Packaging Products Division

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Fax: (662) 381-4540

#### Thai Glass Industries Public Company Limited

15 Moo 1, Rajburana Road, Kwaeng  
Rajburana, Khet Rajburana, Bangkok  
Tel: (662) 427-0060-3  
Fax: (662) 427-6603

#### Thai Malaya Glass Co., Ltd.

28 Moo 1 SIL Industrial Land Tambol  
Bualoy, Amphur Nongkae, Saraburi  
Tel: (6636) 373-821-27  
Fax: (6636) 373-812-17

#### Thai Beverage Can Limited

99 Moo 9 SIL Industrial Land,  
Nongplakradi Road, Tambol  
Nongpling, Amphur Nongkhae, Saraburi  
Tel: (6636) 373-600  
Fax: (6636) 373-601

#### Berli Dynaplast Company Limited

99 Soi Rubia, Sukhumvit 42 Road  
Kwaeng Phrakanong,  
Khet Klongtoey, Bangkok  
Tel: (662) 381-5088  
Fax: (662) 381-5788

#### Engineering Department

99 Soi Rubia, Sukhumvit 42 Road  
Kwaeng Phrakanong, Khet Klong-  
toey, Bangkok  
Tel: (662) 367-1171  
Fax: (662) 381-4541

#### Thai-Scandic Steel Company Limited

7,1-5 Road, Mab Ta Phut Industrial  
Estate,  
Tambol Mab Ta Phut,  
Amphur Muang, Rayong  
Tel: (6638) 683-066-70  
Fax: (6638) 683-065

### Consumer Supply Chain

#### Consumer Marketing Division

99 Soi Rubia, Sukhumvit 42 Road  
Kwaeng Phrakanong,  
Khet Klongtoey, Bangkok  
Tel: (662) 367-1603  
Fax: (662) 367-1827

#### Consumer Sales Division

99 Soi Rubia, Sukhumvit 42 Road  
Kwaeng Phrakanong,  
Khet Klongtoey, Bangkok  
Tel: (662) 367-1671  
Fax: (662) 367-1718

#### Berli Jucker Foods Limited

225/10 Moo 1, Theparak Road,  
Tambol Bangsaothong, Amphur  
Bangsaothong, Samutprakarn  
Tel: (662) 313-1470-3  
Fax: (662) 313-1031

#### Jacy Foods SDN BHD

Lot 1, Jalan Pelabur 23/1 Section  
23, 40300 Shah Alam, Selangor,  
Malaysia  
Tel: (603) 5542-3566  
Fax: (603) 5542-0131

#### Rubia Industries Limited

70 Moo 13, Poochaosamingprai  
Road, Tambol Bangyaprake,  
Amphur Prapradaeng, Samutprakarn  
Tel: (662) 385-9024  
Fax: (662) 385-9355

#### Berli Jucker Cellox Limited

330 Moo 9, Bangna-Trad Road,  
Tambol Bangchalong,  
Amphur Banplee, Samuthprakarn  
Tel: (662) 312-6115-8  
Fax: (662) 312-6173

#### Berli Jucker Logistics Company Limited

99 Soi Rubia, Sukhumvit 42 Road,  
Kwaeng Phrakanong,  
Khet Klongtoey, Bangkok  
Tel: (662) 367-1460  
Fax: (662) 712-2273

#### Thaicorp International Company Limited

36/F., Tower Two, Times Squar, 1  
Matheson Street, Causeway Bay,  
Hong Kong  
Tel: (852) 3188-8333  
Fax: (852) 3188-8222

#### Thaicorp International (Vietnam) Company Limited

40 Ba, Huyen Thanh Quan, Ward 6,  
District 3, Ho Chi Minh City, Vietnam  
Tel: (848) 3811-7777  
(848) 3811-9999  
Fax: (848) 3811-7816

## Healthcare and Technical Supply Chains

### Pharmaceutical Division

99 Soi Rubia, Sukhumvit 42 Road  
Kwaeng Phraknong,  
Khet Klongtoey, Bangkok  
Tel: (662) 367-1263  
Fax: (662) 367-1262

### Mediacal Division (“Medical Innovation Division, Medical Equipment Division”)

99 Soi Rubia, Sukhumvit 42 Road  
Kwaeng Phraknong,  
Khet Klongtoey, Bangkok  
Tel: (662) 367-1318  
Fax: (662) 585-4747

### Business Development Division

99 Soi Rubia, Sukhumvit 42 Road  
Kwaeng Phraknong,  
Khet Klongtoey, Bangkok  
Tel: (662) 367-1113  
Fax: (662) 381-4547

### Cosma Medical Co., Ltd.

48 Soi Samarnchan-Barbose,  
Sukhumvit 42, Kwaeng Phraknong,  
Khet Klongtoey, Bangkok  
Tel: (662) 367-1252  
Fax: (662) 367-1246

### Specialties Division

99 Soi Rubia, Sukhumvit 42 Road  
Kwaeng Phraknong,  
Khet Klongtoey, Bangkok  
Tel: (662) 367-1755

Fax: (662) 381-4540

### Graphics Division

99 Soi Rubia, Sukhumvit 42 Road  
Kwaeng Phraknong,  
Khet Klongtoey, Bangkok  
Tel: (662) 367-1334  
Fax: (662) 367-1549

### Stationery and Office Supply Division

99 Soi Rubia, Sukhumvit 42 Road  
Kwaeng Phraknong,  
Khet Klongtoey, Bangkok  
Tel: (662) 367-1540  
Fax: (662) 367-1549

## International Business Group & Others

### Representative Office in Vietnam

Fosco II, Block E, Room E21 40  
Ba Huyen Thanh Quan Street,  
District 3 Ho Chi Minh City, Vietnam

### Ho Chi Minh City

Tel: (848) 3930-4312  
Fax: (848) 3930-5925

### Hanoi

Tel: (844) 2223-9241  
Fax: (844) 2223-9242

### Berli Jucker (Myanmar) Ltd.

No. 39 (B), Taw Win Street, Dagon  
Township, Rangoon, Myanmar  
Tel: (951) 226-658  
Fax: (951) 221-598  
**Bangkok**  
Tel: (662) 367-1017

Fax: (662) 712-2241

### BJC International Company Limited

99 Soi Rubia, Sukhumvit 42 Road  
Kwaeng Phraknong,  
Khet Klongtoey, Bangkok  
Tel: (662) 367-1804  
Fax: (662) 712-2241

### BJC International Company Limited (Hong Kong)

36/F., Tower Two, Times Squar, 1  
Matheson Street, Causeway Bay,  
Hong Kong  
Tel: (852) 3188-8333  
Fax: (852) 3188-8222

### BJC Glass Company Limited (Hong Kong)

36/F., Tower Two, Times Squar, 1  
Matheson Street, Causeway Bay,  
Hong Kong  
Tel: (852) 3188-8333  
Fax: (852) 3188-8222

### Asia Books Co., Ltd.

65/66, 65/70, 7th Floor, Chamnan  
Penchat Building, Rama 9 Road,  
Kwaeng Huai Khwang, Khet Huai  
Khwang, Bangkok  
Tel: (662) 715-9000  
Fax: (662) 715-9199

### T.C.C. Technology Co., Ltd.

30th Floor, Park Wing, Empire Tower  
195 South Sathorn Road Yannawa,  
Sathorn, Bangkok  
Tel: (662) 626-0000  
Fax: (662) 626-0088



## Corporate Information

### Head Office & Registered Office:

Berli Jucker Public Company Limited

99 Soi Rubia, Sukhumvit 42 Road Phrakonong, Klongtoey, Bangkok 10110

Tel: 0 2367 1111, 0 2367 4520-39

Fax: 0 2367 1000, 0 2381 4545

E-mail: [bjc@bjc.co.th](mailto:bjc@bjc.co.th)

Website: [www.bjc.co.th](http://www.bjc.co.th)

Reg. no.: 0107536000226

Registered Capital: Baht 1,588,125,000 divided into 1,588,125,000 ordinary shares with par value of Baht 1 each. Paid-up capital: Baht 1,588,125,000

Company Registrar: Thailand Securities Depository Company Limited

Stock Exchange of Thailand Building 62 Ratchadaphisek Road

Klongtoey, Klongtoey, Bangkok 10110

Tel: 0 2229 2800 Fax: 0 2654 5427

Auditor: KPMG Phoomchai Audit Limited

50<sup>th</sup> — 51<sup>st</sup> Floor, Empire Tower 195 South Sathorn Road, Yannawa  
Sathorn, Bangkok 10120

Tel: 0 2677 2000 Fax: 0 2677 2222

Solicitor: Weerawong Chinnavat & Peangpanor Limited

22<sup>nd</sup> Floor, Mercury Tower, 540 Ploenchit Road, Lumpini

Pathumwan, Bangkok 10330

Tel: 0 2264 8000 Fax: 0 2657 2222

Share Listing: The Stock Exchange of Thailand

Stock Exchange of Thailand Building 62 Ratchadaphisek Road

Klongtoey, Klongtoey, Bangkok 10110

Tel: 0 2229 2000 Fax: 0 2359 1008-11

### Major Bankers:

BANGKOK BANK PUBLIC COMPANY LIMITED

KASIKORNBANK PUBLIC COMPANY LIMITED

CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK

CITIBANK, N.A.

TMB BANK PUBLIC COMPANY LIMITED

THANACHART BANK PUBLIC COMPANY LIMITED

SIAM COMMERCIAL BANK PUBLIC COMPANY LIMITED

BNP PARIBAS

STANDARD CHARTERED BANK (THAI) PUBLIC COMPANY LIMITED

THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED

DEUTSCHE BANK AG.



## Ten Major Shareholders as of 30 August 2011

No.	Name	Shares Held	Percentage
1	T.C.C Holding Company, Ltd.	1,121,704,820	70.631
2	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	78,430,100	4.939
3	UOB KAY HIAN PRIVATE LIMITED	56,078,900	3.531
4	Pholmankong Co., Ltd.	47,617,500	2.998
5	Thai NVDR Company Limited	30,126,600	1.897
6	Bualuang Long-Term Equity Funds	26,328,100	1.658
7	Bualuang Long-Term Equity Funds 75/25	23,595,800	1.486
8	STATE STREET BANK EUROPE LIMITED	21,254,400	1.338
9	Social Security Office	15,604,000	0.983
10	HSBC (SINGAPORE) NOMINEE PTE LTD	13,409,000	0.844
Total		1,434,149,220	90.305

**Berli Jucker Public Company Limited  
and its Subsidiaries**

Annual financial statements  
and  
Audit Report of Certified Public Accountant

For the years ended  
31 December 2011 and 2010

## Directors' Report

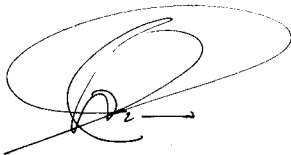
The Board of Directors is responsible for the consolidated financial statements of the company and its subsidiaries, and the financial information shown in the Annual Report.

The financial statements are prepared according to the accounting standards accepted in Thailand, based on appropriate accounting policies and careful judgment, including the disclosure of sufficient information in notes to financial statements.

The Board of Directors maintains sufficient internal controls to ensure that the recording of financial data is correct, complete, and sufficient to maintain asset value and prevent fraud.

Along with this, the Board of Directors has appointed an Audit Committee comprising members who are not from management to verify the financial reports and internal control systems. This subject is further confirmed by the Audit Committee's Report in the Annual Report.

The Board of Directors is satisfied with the company's internal control system and the accuracy of the financial statements of the company and its subsidiaries as of 31 December 2011.



Charoen Sirivadhanabhakdi  
Chairman of the Board of Directors



Aswin Techajareonvikul  
President

## **Audit Committee Report**

The Audit Committee of Berli Jucker Public Company Limited (the Company) comprises three independent directors namely Mr. Staporn Kavitanon as the Chairman of the Audit Committee, Mr. Weerawong Chittmittrapap and Dr. Suvit Maesincee as the members of the Audit Committee. The Chairman and the members of the Audit Committee (the Committee) are wholly qualified as specified in the Audit Committee Charter and perform its duties as assigned by the Company's Board of Directors and the regulations issued by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

In 2011, the Audit Committee organized 7 meetings. There were 6 regular meetings with the Company's management, Group Audit Division of the company (Internal Auditor) and the external auditor and once meeting with the External Auditor without the presence of management to ensure the External Auditor's independence. The meeting attendance of each committee members are as follows; Mr. Staporn Kavitanon attended 5 times, Mr. Weerawong Chittmittrapap attended 6 times and Dr. Suvit Maesincee attended 7 times respectively. Major activities are summarized as follows;

- **Financial statements:** the Committee reviewed the quarterly and annual financial statements with the management and the External Auditor to ensure that Company's financial statements are presented fairly and in accordance with the generally accepted accounting principles.
- **Supervision of the internal audit:** the Committee reviewed the charter of Group Audit Division and approved the audit plan prepared in accordance with Risk-based approach for the year 2012 and five year audit plan (year 2012-2016). Moreover, the Committee provided helpful recommendations to the efficiency improvement of the internal audit work to ensure that the audit scopes covered core business functions, the internal audits were independent and compliance with internal audit professional practice.
- **Law and regulatory compliance:** the Committee reviewed of corporate governance in accordance with regulations issued by SEC and SET, laws and regulations related to the Company's business to ensure that the Company performs consistent with law and related regulations, reliable good corporate governance system and there had no issue related to avoidance or non-conformance to the law.
- **The connected transaction:** together with the External Auditor and Internal Auditor, the Committee considered and reviewed the connected transaction which may potential to conflicts of interest to ensure that the reports are presented fairly and reasonable which have been undertaken in general trading conditions.





- **Proposal for the appointment of external auditor for 2012:** the Committee proposed Deloitte Touche Tohmatsu Jaiyos Co., Ltd. to be BJC group auditor for 2012 by considered their independence and professional practices. The remuneration will be proposed to the Ordinary General Meeting of Shareholders for approval.

In carrying the above mentioned duties and responsibilities, the Committee performed duties with prudence, independence and straightforwardly expressed opinions. In this regard, the Committee is of the opinion that the Company's financial statements are presented fairly in accordance with the generally accepted accounting principles. Internal controls systems have been implemented appropriately, adequately as well as the internal auditing are pursuant to internal audit professional practice. Moreover, there are adequate systems of control to ensure compliance with applicable laws and regulations and consistent with the current business environment.

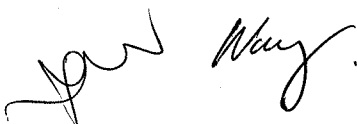
By this time, the Company would like to inform that Mr. Staporn Kavitanon, Chairman of the Audit Committee has passed away on Thursday, February 2, 2012. This results the cessation of his office of the Chairman of the Audit Committee from the aforementioned date onwards. Hereafter, the Company will proceed with selection of a suitable and qualified person proposed to Board of Directors for approval.



(Weerawong Chittmittrapap)

Member of the Audit Committee

February 22, 2012



## **Risk Management Committee Report 2011**

Berli Jucker Public Company Limited and the group company ("BJC") realize the importance of risk management in carrying on our business operations. BJC, therefore, has appointed 9 members of Risk Management Committee (the "Committee").

During 2011, the Committee performed its duties as assigned by the Company's Board of Directors and in accordance with the charter of the Risk Management Committee. The Committee performed 5 main tasks as follows;

1. Set up and reviewed the principles of risk management in support of BJC's strategic direction in order to help BJC achieve its business objectives efficiently. In addition, the Committee reviewed the Business Continuity Management plan to support business continuity during the critical incidents which may cause the business interruption.
2. Identified opportunities amongst the risk environment in order for BJC to achieve sustainable business growth.
3. Conducted risk assessment focusing on both risk and opportunity which may impact BJC's objectives. Evaluated strategic, operational, financial and compliance risk factors. Risk map was done to identify these risk factors.
4. Assessed each risk, provided recommendations to mitigate it, monitored risk mitigating actions. Furthermore, the Committee designated responsible persons to monitor, update, and set up the actions to manage risks.
5. Developed preventive measures and scenario plans to deal with risks from natural disasters, such as floods.

From the aforementioned tasks, the Committee ensures that BJC's risk management process is executed efficiently and effectively with the participation of our employees.

(Mr. Aswin Techajareonvikul)  
The Chairman of Risk Management Committee  
March 5, 2012

<b><u>Risk Factors</u></b>
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According to the consistent world economic recession in 2011, especially in Eurozone economy, which have been decelerated by the financial instability and sovereign debt. Moreover, the downgrade of the US long-term credit rated by Standard and Poor (S&P) reflected in the declined growth in industrial sector, turbidity of problem solving policies and lack of confidence in business sector which has been affected as domino in many countries and also Thailand. In addition, the worst flooding in many decades of Thailand has enormously affected to the widespread damage, the suspension and the deceleration of economic activity both in agriculture, industrial and export sectors which are caused by the scattering damage agricultural productions and the suspension of key industrial production. According to aforementioned circumstances, Thailand's economic growth in the 4<sup>th</sup> quarter of 2011 and the investors' confidence have been negatively impacted and consecutively affected in 2012.

However, Berli Jucker Public Company Limited (the Company) is aware of the problems from the economic situation, politics and natural catastrophe. Furthermore, the Company closely monitors along with preparing measures and various strategies in order to manage risk to an acceptable level, do business and be successful as goals. In addition, the Company has the Business Continuity Management Steering Committee to take a responsible for defining policy and procedure on sustaining business and minimizing the impact of emergencies, natural catastrophe and/or unexpected circumstances.

Apart from the risks generally associated with the global economic and natural catastrophe conditions above, the Company's significant risks can be summarized as follows:

**1. Risk on Raw Materials Shortages and Rising Prices**

The Company and the BJC Group (BJC)'s production will be available upon a sufficient supply of raw materials in each production period. However, there are limited resources of major types of raw materials, such as silica sand, pulp, and tallow which resulted in the rising prices of such raw materials. Raw material shortages and rising prices are affecting the production cost of BJC significantly.

**Risk Management**

- Tracking the movement of raw material prices closely
- Planning procurement in terms of quantity and price appropriately in order to obtain a unit cost reduction included administrating the storage of goods and raw materials in the appropriate level

- Selecting vendors as business partners together in the long run and sourcing new suppliers continuously to prevent the risk of raw materials shortages from current major vendors
- Developing production by using materials effectively and alternative materials to replace in order to cope with shortages or price fluctuations

## 2. Risk on the Liabilities for Damages Arising from Unsafe Products Act B.E. 2551 (2008)

The Liabilities for Damages Arising from Unsafe Products Act B.E. 2551 (2008) (the Product Liability Law) specifies that the entrepreneur is responsible for such damages arising from unsafe products. Nowadays consumers are increasingly interested in a product safety, as well as greater knowledge and understanding. However, the Company has never had any significant dispute from aforesaid issue because of having good relationship with its customers.

### Risk Management

- Diversifying risk by purchasing insurance coverage in order to transfer the risk for damages arising from unsafe products
- Spreading risk to respective owners for products which the Company is distributor
- Continuous developing product and building strong relationships with customers and suppliers, as well as communicating to create understanding and awareness on the quality of products to employees, including opening channels prompted for any problems and complaints

## 3. Risk on High Cost of Natural Catastrophe Insurance Including Floods

According to the worst flooding of Thailand in 2011, the insurance company will raise the premium of natural catastrophe insurance including floods in 2012 caused from the reinsurers raise premiums for such disaster coverage. In addition, the insurers may amend renewal's conditions, limit liability or increase the first deductible amount.

### Risk Management

- Diversifying risk by purchasing natural catastrophe insurance including floods which covered all risky areas adequately and appropriately in order to transfer the risk for damages arising from floods
- Setting up the flood prevention and emergency plan to protect all risky areas, closely monitor and prepare the evacuation plan in case of high water level of flooding



#### **4. Risk on Oversea Investments**

At the present, BJC has entered into the overseas investments i.e. merger with Oven Illinois for acquisition of the glass bottle plants. This deal allows BJC have a chance to Malaysian and Vietnamese, etc. Therefore, risk on the overseas investments depends on various factors such as economic of target's countries and its alliances, political changes, investment policies, law and tax regulations, and other related factors as well as fluctuation of foreign currencies, etc.

##### **Risk Management**

- To study and analyze in detail of laws, government policies and tax issues as well as other related factors in order to assess the effect to the business.
- To develop personal competency in order to support the expansion and overseas investments

#### **5) Risk on Investment Policy of Major Shareholders**

Since major shareholders have invested in many projects of which some businesses are similar to the Company's for example, an investment in Consumer products – snacks, the Company might be affected by the investment diversification of major shareholders and lose the opportunities and/or market shares of products and services, invested by major shareholders.

##### **Risk Management**

The Company will strictly consider the marketing strategy to maintain its market share to be in an appropriate level including seeking for new business opportunities to substitute for the market share that might be lost. In the meantime, with their strong point on manufacturing, the Company will serve as contract manufacturer to minor manufacturers / investors and competitors.

## Ten Major Shareholders as of 30 August 2011

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No.	Name	Shares Held	Percentage
1	T.C.C Holding Company, Ltd.	1,121,704,820	70.631
2	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	78,430,100	4.939
3	UOB KAY HIAN PRIVATE LIMITED	56,078,900	3.531
4	Pholmankong Co., Ltd.	47,617,500	2.998
5	Thai NVDR Company Limited	30,126,600	1.897
6	Bualuang Long-Term Equity Funds	26,328,100	1.658
7	Bualuang Long-Term Equity Funds 75/25	23,595,800	1.486
8	STATE STREET BANK EUROPE LIMITED	21,254,400	1.338
9	Social Security Office	15,604,000	0.983
10	HSBC (SINGAPORE) NOMINEE PTE LTD	13,409,000	0.844
Total		1,434,149,220	90.305

# **Audit Report of Certified Public Accountant**

## **To the shareholders of Berli Jucker Public Company Limited**

I have audited the accompanying consolidated and separate statement of financial position as at 31 December 2011 and 2010, and the related statements of comprehensive income, changes in equity and cash flows for the years then ended of Berli Jucker Public Company Limited and its subsidiaries, and of Berli Jucker Public Company Limited, respectively. The Company's management is responsible for the correctness and completeness of information presented in these financial statements. My responsibility is to express an opinion on these financial statements based on my audits.

I conducted my audits in accordance with generally accepted auditing standards. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audits provide a reasonable basis for my opinion.

In my opinion, the consolidated and separate financial statements referred to above present fairly, in all material respects, the financial positions as at 31 December 2011 and 2010 and the results of operations and cash flows for the years then ended of Berli Jucker Public Company Limited and its subsidiaries, and of Berli Jucker Public Company Limited, respectively, in accordance with Financial Reporting Standards.

As explained in notes 2 and 3 to the financial statements, with effect from 1 January 2011 the Company has adopted certain new and revised financial reporting standards. The consolidated and separate financial statements for the year ended 31 December 2010 have been restated accordingly.

(Nirand Lilamethwat)  
Certified Public Accountant  
Registration No. 2316

KPMG Phoomchai Audit Ltd.  
Bangkok  
23 February 2012

# Berli Jucker Public Company Limited and its Subsidiaries

## Statements of financial position

As at 31 December 2011 and 2010

Assets	Note	Consolidated		Separate	
		financial statements		financial statements	
		2011	2010	2011	2010
		(Restated)		(Restated)	
(in Baht)					
<i>Current assets</i>					
Cash and cash equivalents	7	1,827,867,604	1,223,766,253	208,461,170	525,682,290
Trade accounts receivable	6, 8	6,322,478,046	5,390,403,718	3,698,259,861	3,864,171,947
Other receivables	6, 9	581,435,630	378,202,684	162,810,660	283,286,773
Current portion of long-term loans to related parties					
Short-term loans to and other receivables	6	-	-	-	2,800,000,000
from related parties	6	-	-	1,311,200,000	68,000,000
Inventories	10	5,124,165,024	4,466,136,096	1,142,756,850	986,957,294
Other current assets		454,210,214	233,617,919	16,627,269	14,555,405
<b>Total current assets</b>		<b>14,310,156,518</b>	<b>11,692,126,670</b>	<b>6,540,115,810</b>	<b>8,542,653,709</b>
<i>Non-current assets</i>					
Investments in subsidiaries	11	-	-	8,443,833,994	7,593,834,194
Investments in jointly-controlled entity	12	-	-	3,121,689,435	3,513,340,391
Investments in associates	13	416,461,517	412,199,849	231,912,768	231,912,768
Other long-term investments	14	836,709	836,709	836,709	836,709
Long-term loans to related parties	6	-	-	1,880,000,000	-
Leasehold land		489,383,697	169,249,440	-	-
Investment properties	15	95,497,655	113,288,078	79,330,412	106,564,175
Property, plant and equipment	5, 16	14,142,500,103	12,460,103,843	265,145,549	246,223,669
Goodwill	5, 17	2,006,412,284	1,420,265,460	-	-
Other intangible assets	5, 18	925,567,043	867,062,437	49,574,741	48,928,605
Deferred tax assets	5, 19	407,548,522	432,785,687	134,380,774	151,421,972
Other non-current assets	20	132,040,303	109,245,937	7,294,210	7,446,623
<b>Total non-current assets</b>		<b>18,616,247,833</b>	<b>15,985,037,440</b>	<b>14,213,998,592</b>	<b>11,900,509,106</b>
<b>Total assets</b>		<b>32,926,404,351</b>	<b>27,677,164,110</b>	<b>20,754,114,402</b>	<b>20,443,162,815</b>



# Berli Jucker Public Company Limited and its Subsidiaries

## Statements of financial position

As at 31 December 2011 and 2010

Liabilities and equity	Note	Consolidated		Separate	
		financial statements		financial statements	
		2011	2010	2011	2010
			(Restated)		(Restated)
		(in Baht)			
<i>Current liabilities</i>					
Short-term loans from financial institutions	21	2,630,713,623	647,509,889	550,000,000	-
Trade accounts payable	6, 22	3,488,754,463	3,132,480,735	2,259,748,920	2,792,859,054
Other payables	6, 23	1,213,424,391	1,046,133,030	814,743,567	607,003,779
Current portion of long-term loans	21	567,223,914	433,500,000	-	-
Current portion of debentures	21	-	3,029,587,561	-	3,029,587,561
Short-term loans from related parties	6, 21	-	-	986,903,521	1,008,188,889
Income tax payable		310,955,946	323,378,815	143,052,351	109,100,406
Other current liabilities		962,791,985	955,252,172	315,819,342	346,700,995
<b>Total current liabilities</b>		<b>9,173,864,322</b>	<b>9,567,842,202</b>	<b>5,070,267,701</b>	<b>7,893,440,684</b>
<i>Non-current liabilities</i>					
Long-term loans from financial institutions	21	3,517,525,465	2,068,250,000	1,576,000,000	1,576,000,000
Debentures	21	4,394,573,196	1,896,566,466	4,394,573,196	1,896,566,466
Deferred tax liabilities	19	544,094,172	697,776,174	-	-
Employee benefit obligations	24	617,664,755	400,779,026	156,440,260	111,022,423
Other non-current liabilities	25	110,781,042	111,794,374	68,850,364	73,596,947
<b>Total non-current liabilities</b>		<b>9,184,638,630</b>	<b>5,175,166,040</b>	<b>6,195,863,820</b>	<b>3,657,185,836</b>
<b>Total liabilities</b>		<b>18,358,502,952</b>	<b>14,743,008,242</b>	<b>11,266,131,521</b>	<b>11,550,626,520</b>

# Berli Jucker Public Company Limited and its Subsidiaries

## Statements of financial position

As at 31 December 2011 and 2010

Liabilities and equity	Note	Consolidated		Separate	
		financial statements		financial statements	
		2011	2010	2011	2010
			(Restated)		(Restated)
		(in Baht)			
Equity					
Share capital:	26				
Authorised share capital		1,588,125,000	1,588,125,000	1,588,125,000	1,588,125,000
Issued and paid-up share capital		1,588,125,000	1,588,125,000	1,588,125,000	1,588,125,000
Reserves	26				
Share premium		3,751,379,641	3,751,379,641	3,751,379,641	3,751,379,641
Surplus arising from business combination under common control	5	(544,760,675)	(544,760,675)	-	-
Donated surplus		36,867,563	36,867,563	36,867,563	36,867,563
Surplus on disposals of Company's shares held by a subsidiary		32,173,940	32,173,940	-	-
Retained earnings:					
Appropriated:	27				
Legal reserve		247,811,996	247,811,996	158,812,500	158,812,500
Reserve for business expansion		87,400,260	87,400,260	85,000,000	85,000,000
Unappropriated		7,375,279,471	6,317,501,932	3,867,798,177	3,272,351,591
Other components of equity		6,795,167	(101,981,842)	-	-
Equity attributable to owners of the Company		12,581,072,363	11,414,517,815	9,487,982,881	8,892,536,295
Non-controlling interests		1,986,829,036	1,519,638,053	-	-
Total equity		14,567,901,399	12,934,155,868	9,487,982,881	8,892,536,295
Total liabilities and equity		32,926,404,351	27,677,164,110	20,754,114,402	20,443,162,815

Director\_\_\_\_\_

Director\_\_\_\_\_

# Berli Jucker Public Company Limited and its Subsidiaries

## Statements of comprehensive income

For the years ended 31 December 2011 and 2010

		Consolidated financial statements		Separate financial statements	
	Note	2011	2010 (Restated)	2011	2010 (Restated)
		(in Baht)			
<b>Income</b>	<b>6</b>				
Revenue from sale of goods and rendering of services		31,234,511,337	25,625,376,131	19,717,322,198	17,885,775,167
Net foreign exchange gain		29,679,786	42,856,576	-	-
Investment income	29	48,052,410	46,808,978	1,139,329,412	789,893,556
Other income	30	396,141,910	187,598,337	237,251,210	195,358,347
<b>Total income</b>		<b>31,708,385,443</b>	<b>25,902,640,022</b>	<b>21,093,902,820</b>	<b>18,871,027,070</b>
<b>Expenses</b>	<b>6</b>				
Cost of sale of goods and rendering of services	34	23,453,890,340	19,045,331,351	15,765,985,897	14,619,157,144
Selling expenses	31, 34	3,199,319,114	2,379,936,901	2,209,898,197	1,789,583,371
Administrative expenses	32, 34	1,627,022,722	1,450,759,070	873,794,329	904,593,687
Net foreign exchange loss		-	-	25,969,540	9,023,657
Finance costs	35	366,044,188	227,007,393	251,438,468	169,394,809
<b>Total expenses</b>		<b>28,646,276,364</b>	<b>23,103,034,715</b>	<b>19,127,086,431</b>	<b>17,491,752,668</b>
Share of profits of associates	13	45,655,670	62,221,246	-	-
<b>Profit before income tax expense</b>		<b>3,107,764,749</b>	<b>2,861,826,553</b>	<b>1,966,816,389</b>	<b>1,379,274,402</b>
Income tax expense	36	(692,673,299)	(668,053,488)	(357,504,558)	(223,717,398)
<b>Profit for the year</b>		<b>2,415,091,450</b>	<b>2,193,773,065</b>	<b>1,609,311,831</b>	<b>1,155,557,004</b>
<b>Other comprehensive income</b>					
Foreign currency translation differences for foreign operations		108,777,009	(107,035,731)	-	-
<b>Other comprehensive income for the period, net of income tax</b>		<b>108,777,009</b>	<b>(107,035,731)</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income for the period</b>		<b>2,523,868,459</b>	<b>2,086,737,334</b>	<b>1,609,311,831</b>	<b>1,155,557,004</b>
<b>Profit attributable to:</b>					
Owners of the Company		2,177,517,797	1,901,339,354	1,609,311,831	1,155,557,004
Non-controlling interests		237,573,653	292,433,711	-	-
<b>Profit for the period</b>		<b>2,415,091,450</b>	<b>2,193,773,065</b>	<b>1,609,311,831</b>	<b>1,155,557,004</b>
<b>Total comprehensive income attributable to:</b>					
Owners of the Company		2,286,294,806	1,794,303,623	1,609,311,831	1,155,557,004
Non-controlling interests		237,573,653	292,433,711	-	-
<b>Total comprehensive income for the period</b>		<b>2,523,868,459</b>	<b>2,086,737,334</b>	<b>1,609,311,831</b>	<b>1,155,557,004</b>
<b>Earnings per share</b>	<b>38</b>	<b>1.37</b>	<b>1.20</b>	<b>1.01</b>	<b>0.73</b>

**Berli Jucker Public Company Limited and its Subsidiaries**

**Statements of changes in equity**

**For the years ended 31 December 2011 and 2010**

Consolidated financial statements (Restated)													
		Reserves				Retained earnings			Other components of equity				
			Surplus arising from business combination under common control	Donated surplus	Surplus on disposals of Company's shares held by a subsidiary		Reserve for business expansion				Equity attributable to owners of the Company	Non-controlling interests	Total equity
	Note	Issued and paid-up share capital	Share premium			Legal reserve		Unappropriated		Currency translation differences			
(in Baht)													
Balance at 1 January 2010		1,588,125,000	3,751,379,641	(544,760,675)	36,867,563	32,173,940	247,811,996	87,400,260	5,146,652,483	5,053,889	10,350,704,097	1,022,976,969	11,373,681,066
Transactions with owners, recorded directly in equity													
Contributions by and distributions to owners of the Company													
Dividend to owner of the Company	39	-	-	-	-	-	-	-	(730,489,905)	-	(730,489,905)	-	(730,489,905)
Dividend to owner of the Company of subsidiaries paid to non-controlling interests		-	-	-	-	-	-	-	-	-	-	(78,383,778)	(78,383,778)
Total contributions by and distributions to owners of the Company		-	-	-	-	-	-	-	(730,489,905)	-	(730,489,905)	(78,383,778)	(808,873,683)
Changes in ownership interests in subsidiaries													
Acquisition of non-controlling interests with a change in control		-	-	-	-	-	-	-	-	-	-	282,611,151	282,611,151
Total changes in ownership interests in subsidiaries		-	-	-	-	-	-	-	-	-	-	282,611,151	282,611,151
Total transactions with owners, recorded directly in equity													
		-	-	-	-	-	-	-	(730,489,905)	-	(730,489,905)	204,227,373	(526,262,532)
Comprehensive income for the period													
Profit		-	-	-	-	-	-	-	1,901,339,354	-	1,901,339,354	292,433,711	2,193,773,065
Other comprehensive income		-	-	-	-	-	-	-	-	(107,035,731)	(107,035,731)	-	(107,035,731)
Total comprehensive income for the period		-	-	-	-	-	-	-	1,901,339,354	(107,035,731)	1,794,303,623	292,433,711	2,086,737,334
Balance at 31 December 2010		1,588,125,000	3,751,379,641	(544,760,675)	36,867,563	32,173,940	247,811,996	87,400,260	6,317,501,932	(101,981,842)	11,414,517,815	1,519,638,053	12,934,155,868

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



# Berli Jucker Public Company Limited and its Subsidiaries

## Statements of changes in equity

For the years ended 31 December 2011 and 2010

Consolidated financial statements (Restated)												
									Other components of equity			
		Reserves			Retained earnings					Equity attributable to owners of the Company	Non- controlling interests	Total equity
	Issued and paid-up share capital	Share premium	Surplus arising from business combination under common control	Donated surplus	Surplus on disposals of Company's shares held by a subsidiary	Legal reserve	Reserve for business expansion	Unappropriated	Currency translation differences			
Note												
							(in Baht)					
Balance at 31 December 2010 - as reported	1,588,125,000	3,751,379,641	(544,760,675)	36,867,563	32,173,940	247,811,996	87,400,260	6,321,628,021	(101,981,842)	11,418,643,904	1,243,846,619	12,662,490,523
Impact of fair value adjustments	5 # -	-	-	-	-	-	-	(4,126,089)	-	(4,126,089)	275,791,434	271,665,345
Balance at 31 December 2010 - restated	1,588,125,000	3,751,379,641	(544,760,675)	36,867,563	32,173,940	247,811,996	87,400,260	6,317,501,932	(101,981,842)	11,414,517,815	1,519,638,053	12,934,155,868
Impact of changes in accounting policies	3 # -	-	-	-	-	-	-	(119,284,980)	-	(119,284,980)	(2,693,208)	(121,978,188)
Balance at 1 January 2011	1,588,125,000	3,751,379,641	(544,760,675)	36,867,563	32,173,940	247,811,996	87,400,260	6,198,216,952	(101,981,842)	11,295,232,835	1,516,944,845	12,812,177,680
Transactions with owners, recorded directly in equity												
Contributions by and distributions to owners of the Company												
Dividends to owner of the Company	39 # -	-	-	-	-	-	-	(1,000,455,278)	-	(1,000,455,278)	-	(1,000,455,278)
Dividends to owner of the Company of subsidiaries paid to non-controlling interests		-	-	-	-	-	-	-	-	-	(145,102,809)	(145,102,809)
Total contributions by and distributions to owners of the Company		-	-	-	-	-	-	(1,000,455,278)	-	(1,000,455,278)	(145,102,809)	(1,145,558,087)
Changes in ownership interests in subsidiaries												
Acquisition of non-controlling interests without a change in control		-	-	-	-	-	-	-	-	-	510,873,607	510,873,607
Acquisition of non-controlling interests with a change in control		-	-	-	-	-	-	-	-	-	(133,460,260)	(133,460,260)
Total changes in ownership interests in subsidiaries		-	-	-	-	-	-	-	-	-	377,413,347	377,413,347
Total transactions with owners, recorded directly in equity												
	-	-	-	-	-	-	-	(1,000,455,278)	-	(1,000,455,278)	232,310,538	(768,144,740)
Comprehensive income for the period												
Profit	-	-	-	-	-	-	-	2,177,517,797	-	2,177,517,797	237,573,653	2,415,091,450
Other comprehensive income	-	-	-	-	-	-	-	-	108,777,009	108,777,009	-	108,777,009
Total comprehensive income for the period	-	-	-	-	-	-	-	2,177,517,797	108,777,009	2,286,294,806	237,573,653	2,523,868,459
Balance at 31 December 2011	1,588,125,000	3,751,379,641	(544,760,675)	36,867,563	32,173,940	247,811,996	87,400,260	7,375,279,471	6,795,167	12,581,072,363	1,986,829,036	14,567,901,399

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

# Berli Jucker Public Company Limited and its Subsidiaries

## Statements of changes in equity

For the years ended 31 December 2011 and 2010

Separate financial statements (Restated)							
		Reserves		Retained earnings			
	Issued and	Share	Donated	Legal	Reserve for		Total
Note	paid-up	premium	surplus	reserve	business	Unappropriated	equity
	share capital				expansion		
				(in Baht)			
Balance at 1 January 2010	1,588,125,000	3,751,379,641 #	36,867,563 #	158,812,500 #	85,000,000	2,847,284,492	8,467,469,196
Transaction with owners, recorded directly in equity							
Contribution by and distributions to owners of the Company							
Dividends to owners of the Company	39	-	-	-	-	(730,489,905)	(730,489,905)
	#						
Total transactions with owners, recorded directly in equity		-	-	-	-	(730,489,905)	(730,489,905)
Comprehensive income for the period							
Profit		-	-	-	-	1,155,557,004	1,155,557,004
Total comprehensive income for the period		-	-	-	-	1,155,557,004	1,155,557,004
Balance at 31 December 2010	1,588,125,000	3,751,379,641	36,867,563	158,812,500	85,000,000	3,272,351,591	8,892,536,295

# Berli Jucker Public Company Limited and its Subsidiaries

## Statements of changes in equity

For the years ended 31 December 2011 and 2010

Separate financial statements (Restated)							
	Note	Issued and paid-up share capital	Reserves		Retained earnings		Total equity
			Share premium	Donated surplus	Legal reserve  (in Baht)	Reserve for business expansion  Unappropriated	
<b>Balance at 1 January 2011 - as reported</b>		<b>1,588,125,000</b>	<b>3,751,379,641</b>	<b>36,867,563</b>	<b>158,812,500</b>	<b>85,000,000</b>	<b>8,892,536,295</b>
Impact of changes in accounting policies	3					(13,409,967)	(13,409,967)
<b>Balance at 1 January 2011</b>		<b>1,588,125,000</b>	<b>3,751,379,641</b>	<b>36,867,563</b>	<b>158,812,500</b>	<b>3,258,941,624</b>	<b>8,879,126,328</b>
<b>Transaction with owners, recorded directly in equity</b>							
<i>Distributions to owners of the Company</i>							
Dividends to owners of the Company	39	-	-	-	-	-	(1,000,455,278)
	#						
<b>Total transactions with owners, recorded directly in equity</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1,000,455,278)</b>
<b>Comprehensive income for the period</b>							
Profit		-	-	-	-	-	1,609,311,831
<b>Total comprehensive income for the period</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,609,311,831</b>
<b>Balance at 31 December 2011</b>		<b>1,588,125,000</b>	<b>3,751,379,641</b>	<b>36,867,563</b>	<b>158,812,500</b>	<b>85,000,000</b>	<b>3,867,798,177</b>
							<b>9,487,982,881</b>

# Berli Jucker Public Company Limited and its Subsidiaries

## Statements of cash flows

For the years ended 31 December 2011 and 2010

	Consolidated financial statements		Separate financial statements	
Note	2011	2010 (Restated)	2011	2010 (Restated)
	(in Baht)			
<b>Cash flows from operating activities</b>				
Profit for the year	2,415,091,450	2,193,773,065	1,609,311,831	1,155,557,004
<b>Adjustments for</b>				
Depreciation	1,660,427,986	1,387,906,456	64,179,725	60,439,517
Amortisation of intangible assets	120,111,868	28,074,100	12,630,627	9,312,156
Investment income	(48,052,410)	(46,808,978)	(1,139,329,411)	(789,893,556)
Finance costs	366,044,188	227,007,393	251,438,468	169,394,809
Bad and doubtful debts expense	12,602,815	13,098,960	359,520	14,761,379
Obsolete and slow-moving inventories (reversal)	61,060	95,574,788	34,382,782	17,934,260
Reversal of impairment of investments	2,488,761	-	-	-
Revenue from unbilled construction work in progress	(73,367,715)	(3,357,606)	(74,538,292)	(3,357,606)
Employee benefit obligations	63,473,608	43,569,610	31,463,041	15,215,660
Unrealised (gain) loss on exchange	(2,582,884)	(9,743,625)	(2,042,222)	1,382,716
Unrealised gain on fair value of derivative	(9,952,219)	(1,072,008)	(802,023)	(671,577)
(Gain) loss on disposals of equipment	(1,591,137)	(1,613,447)	(1,525,912)	474,584
Loss on write-off of equipment	13,375,924	6,553,318	1,055,928	16,342
Impairment of equipments	(3,751,799)	54,612	-	-
Loss on redemption of preferred stock	-	-	30,102,956	-
Loss on write-off of intangible assets	207,901	369,460	-	58
Gain on acquisition	(52,605,124)	-	-	-
Share of profits of associates, net of income tax	(45,655,670)	(62,221,246)	-	-
Income tax expense	692,673,299	668,053,488	357,504,558	223,717,398
	5,108,999,902 #	4,539,218,340	1,174,191,576	874,283,144
<b>Changes in operating assets and liabilities</b>				
Trade accounts receivable	(786,512,958)	(518,593,105)	163,248,016	(479,727,380)
Other receivables	150,056,428	72,950,617	194,914,563	(55,857,921)
Inventories	(330,580,908)	397,335,370	(190,182,337)	(181,928,432)
Other current assets	(426,535,630)	(144,190,239)	(2,071,864)	(15,618,406)
Other non-current assets	475,934	(4,668,700)	152,413	(4,837,147)
Trade accounts payable	180,009,250	393,666,883	(528,763,362)	339,542,123
Other payables	169,898,539	70,065,185	(119,063,300)	(36,634,130)
Employee benefit obligations	(113,512,974)	105,715,203	315,819,342	93,172,972
Other current liabilities	(34,687,142)	(17,603,753)	(5,202,304)	(3,005,509)
Other non-current liabilities	(934,156)	18,270,634	162,750	(1,220,266)
Cash (used in) provided by operating activities	(1,192,323,617)	372,948,095	(170,986,083)	(346,114,096)
Income tax paid	(761,939,036)	(453,931,449)	(300,764,281)	(269,078,077)
<b>Net cash provided by (used in) operating activities</b>	<b>3,154,737,249</b>	<b>4,458,234,986</b>	<b>702,441,212</b>	<b>259,090,971</b>

The accompanying notes are an integral part of these financial statements



# Berli Jucker Public Company Limited and its Subsidiaries

## Statements of cash flows

For the years ended 31 December 2011 and 2010

		Consolidated		Separate	
		financial statements		financial statements	
	Note	2011	2010	2011	2010
			(Restated)		(Restated)
		(in Baht)			
<b>Cash flows from investing activities</b>					
Interest received		22,046,508	6,090,167	115,049,319	89,984,862
Dividends received		42,753,681	48,559,927	962,788,661	601,854,318
Investment income received		24,736,536	40,471,475	56,681,940	62,488,494
Purchase of property, plant and equipment		(2,711,258,407)	(1,107,878,662)	(63,197,195)	(64,681,206)
Sales of property, plant and equipment		18,762,070	4,839,165	8,549,669	3,365,841
Purchase of intangible assets		(141,283,439)	(123,669,290)	(13,276,765)	(28,661,372)
Leasehold		(108,184,688)	-	-	-
Short-term loans to related parties		-	-	(4,118,800,000)	(79,702,463)
Proceeds from short-term loans to related parties		-	-	2,875,600,000	378,000,000
Proceeds from current portion of long-term loans					
from related parties		-	-	2,800,000,000	-
Long-term loans to related parties		-	-	(1,880,000,000)	-
Purchase investments in subsidiaries		-	-	(849,999,800)	-
Increase in share capital in subsidiaries		-	-	-	(537,055,882)
Purchase of investments		-	-	-	(3,513,340,391)
Proceeds from redemption of preferred stock		-	-	361,548,000	-
Net cash outflow on acquisition of subsidiaries	5	(1,129,396,736)	(2,814,901,483)	-	-
Proceeds from increase in share capital					
in subsidiary		608,954,335	-	-	-
<b>Net cash (used in) provided by investing activities</b>		<b>(3,372,870,140)</b>	<b>(3,946,488,701)</b>	<b>254,943,829</b>	<b>(3,087,747,799)</b>
<b>Cash flows from financing activities</b>					
Interest paid		(286,659,284)	(255,301,077)	(269,568,457)	(104,062,657)
Dividends paid to equity holders of the Company		(1,000,455,278)	(730,489,905)	(1,000,455,277)	(730,489,905)
Dividends paid to minority interests		(145,102,809)	(78,383,778)	-	-
Dividend paid by subsidiaries before business restructuring		-	-	-	-
Proceeds from short-term loans from financial institutions		12,373,720,935	2,118,692,035	550,000,000	-
Repayment of short-term loans from financial institutions		(10,483,017,201)	(3,736,500,000)	-	-
Proceeds (repayment) from short-term loans					
from related parties		-	-	(21,285,368)	3,507,601,257
Repayment of short-term loans from related parties		-	-	-	(3,230,557,272)
Proceeds (repayment) from long-term loans					
from financial institutions		1,844,051,912	1,109,447,520	-	1,576,000,000
Repayment of long-term loans from financial institutions		(646,669,205)	(369,000,000)	-	-
Repayments of other long-term loans		(233,936,300)	-	-	-
Repayment of current portion of debentures		(3,029,587,561)	-	(3,029,587,561)	-
Net proceeds from issuing of debentures		2,496,290,502	1,898,359,589	2,496,290,502	1,896,566,466
<b>Net cash (used in) provided by financing activities</b>		<b>888,635,711</b>	<b>(43,175,616)</b>	<b>(1,274,606,161)</b>	<b>2,915,057,889</b>

The accompanying notes are an integral part of these financial statements1

# Berli Jucker Public Company Limited and its Subsidiaries

## Statements of cash flows

For the years ended 31 December 2011 and 2010

		Consolidated financial statements		Separate financial statements	
	Note	2011	2010 (Restated)	2011	2010 (Restated)
		<i>(in Baht)</i>			
<b>Net increase in cash and cash equivalents</b>		<b>670,502,820</b>	<b>468,570,669</b>	<b>(317,221,120)</b>	<b>86,401,061</b>
Cash and cash equivalents at beginning of year		1,223,766,253	841,072,404	525,682,290	439,281,229
Effect of exchange rate changes on balances held in foreign currencies		(66,401,469)	(85,876,820)	-	-
<b>Cash and cash equivalents at end of year</b>	7	<b><u>1,827,867,604</u></b>	<b><u>1,223,766,253</u></b>	<b><u>208,461,170</u></b>	<b><u>525,682,290</u></b>
<i>Non-cash transactions</i>					
Purchase of plant and equipment on credit terms		-	166,389,461	-	51,690

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These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorized for issue by the Board of Directors on 23 February 2012.

**1 General information**

Berli Jucker Public Company Limited, the “Company”, is incorporated in Thailand and has its registered office at Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road, Bangkok 10110.

The Company was listed on the Stock Exchange of Thailand in April 1975.

The immediate and ultimate parent company during the financial year was T.C.C. Holding Company Limited which was incorporated in Thailand.

The principal businesses of the Company, its subsidiaries and its jointly-controlled entity, (together referred to as the “Group”), are involved in manufacturing, distribution and other service activities in the following areas:

***Industrial supply chain***

The Group is involved in the manufacturing, marketing and distribution of glass containers, aluminum can and rigid plastic containers and in the design, supply and assembly of automation & control systems, industrial equipment, logistics & warehouse and galvanised steel towers for power transmission lines.

***Consumer supply chain***

The Group is involved in the manufacturing, marketing and distribution of various consumer products including tissue paper, personal products (soaps and shampoos), snack foods and confectionery. These products are marketed and distributed under BJC’s own brand names as well as under contracts with third parties. In addition, the Group is involved in providing customs clearing, warehousing, transportation and distribution service for both Group companies and outside customers.

***Healthcare and Technical supply chain***

The Group is involved in the importing and distribution of various products including stationery, industrial chemicals, food ingredients, pharmaceuticals, imaging products and hospital supplies.



**Berli Jucker Public Company Limited and its Subsidiaries**  
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Details of the Company's subsidiaries and jointly-controlled entity as at 31 December 2011 and 2010 were as follows:

Name of the entity	Type of business	Country of incorporation	Group ownership interest	
			2011	2010
			(%)	
<b>Direct subsidiaries</b>				
Montana Company Limited	Sale of cosmetics and machinery	Thailand	100.00	100.00
Berli Jucker Foods Limited	Manufacture of snack foods	Thailand	100.00	100.00
Rubia Investments Limited	Investment vehicle	British Virgin Islands	100.00	100.00
Berli Jucker Logistics Limited	Customs clearing, warehousing, transportation and distribution service	Thailand	100.00	100.00
BJC Marketing Company Limited	Sale of consumer products	Thailand	100.00	100.00
BJC Healthcare Company Limited	Sale of medicals and hospital supplies	Thailand	100.00	100.00
BJC Industrial and Trading Company Limited	Sale of imaging product, stationery and construction supplies	Thailand	100.00	100.00
Thai Flourspar & Minerals Company Limited	Dormant	Thailand	100.00	100.00
BJC International Company Limited	Agent	Thailand	100.00	100.00
Berli Jucker (Myanmar) Limited	Import and export	Myanmar	100.00	100.00
BJC International Company Limited #	Agent	Hong Kong	100.00	100.00
Rubia Industries Limited	Manufacture of soap, cosmetics and confectionery	Thailand	99.85	99.85
Berli Jucker Specialties Limited	Sale of chemicals	Thailand	99.15	99.15
Thai Glass Industries Public Company Limited	Manufacture of glass containers	Thailand	98.59	98.59
Berli Jucker Cellox Limited	Manufacture of paper products	Thailand	94.84	94.84
T.C.C. Technology Company Limited	Rendering services of information technology	Thailand	51.00	51.00
Thai Beverage Can Limited *	Manufacture of aluminium can	Thailand	50.00	50.00
BJC Packaging Company Limited	Investment vehicle	Thailand	100.00	-
<b>Indirect subsidiaries</b>				
Jacy Foods Sdn Bhd #	Manufacture of snack foods	Malaysia	100.00	100.00
Cosma Medical Company Limited	Sale of medical products	Thailand	100.00	100.00
BJC International (Vietnam) Limited #	Agent	Vietnam	100.00	100.00
BJC Glass Company Limited #	Investment, trading, import and export	Hong Kong	100.00	100.00
Thai-Scandic Steel Company Limited	Manufacture of galvanised steel structures	Thailand	100.00	100.00
Marble & Stones Company Limited	Dormant	Thailand	100.00	100.00
Thai Corp International Company Limited #	Investment vehicle	Hong Kong	75.00	75.00
TBC-Ball Beverage Can Holding Limited #*	Investment vehicle	Hong Kong	26.79	26.79
Thai Malaya Glass Company Limited	Manufacture of glass containers	Thailand	100.00	35.00**
Asia Books Company Limited	Retailer of books and magazine	Thailand	100.00	-
Journal Holdings Limited #	Dormant	Thailand	100.00	-
BJIMK Company Limited #	Agent	Hong Kong	75.00	-
<b>Subsidiary of indirect subsidiaries</b>				
BJC Glass Vietnam Limited #	Manufacture of glass containers	Vietnam	100.00	100.00
Thai Corp International (Vietnam) Company Limited #	Agent	Vietnam	75.00	75.00
TBC-Ball Beverage Can Vietnam Limited #*	Manufacture of aluminium can	Vietnam	26.79	-
Gold Medalion Limited#	Dormant	Thailand	100.00	-
Distri-Thai Limited#	Dormant	Thailand	100.00	-

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Name of the entity	Type of business	Country of incorporation	Group ownership interest	
			2011	2010
			( <i>%)</i>	
<i>Jointly-controlled entity</i>				
BJC O-I Glass Pte Ltd. **	Investment vehicle	Singapore	50.00	50.00
<i>Direct subsidiary of jointly-controlled entity</i>				
Malaya Glass Products Sdn Bhd **	Manufacture of glass containers	Malaysia	50.00	50.00
<i>Indirect subsidiary of jointly-controlled entity</i>				
Malaya-Vietnam Glass Limited **	Manufacture of glass containers	Vietnam	35.00	35.00

\* The Company has the power to govern the financial and operating policies of this subsidiary.

\*\* The consolidated financial statements include the Group's proportionate share of the entities' assets, liabilities, revenue and expenses.

# The financial statements of these companies were prepared by their management's and have not been reviews by the auditors. The total assets represent 8.01% of the consolidated assets as at 31 December 2011 and the profit of Baht 3.58 million was included in the consolidated statement of comprehensive income for the year then ended.

On 29 August 2011, BJIMK Company Limited, the Company's indirect subsidiary, was incorporated in Hong Kong with an authorised share capital of HKD 10,000 and issued 10,000 ordinary shares at its par value of HKD 1 each. BJC International Company Limited, the Company's subsidiary, holds equity shares in the company of 75.00%.

On 23 June 2011, BJC Packaging Company Limited, the Company's subsidiary, was incorporated in Thailand with an authorised share capital of THB 650 million and issued 6.50 million ordinary shares at its par value of THB 100 each. Subsequently, on 25 October 2011, the Company increased its paid-up share capital to THB 850 million and issued 8.5 million ordinary shares at its par value of THB 100 each.

On 24 February 2011, TBC-Ball Beverage Can Vietnam Limited, the Company's subsidiary of indirect subsidiary, was incorporated in Vietnam with an authorised share capital of USD 30 million. TBC-Ball Beverage Can Holding Limited, the Company's indirect subsidiary, holds equity shares in the company of 100.00%.

On 3 December 2010, TBC-Ball Beverage Can Holding Limited, the Company's indirect subsidiary, was incorporated in Hong Kong with an authorised share capital of USD 40 million and issued 40 million ordinary shares at its par value of USD 1 each. Thai Beverage Can Limited, the Company's direct subsidiary, holds equity shares in the company of 53.57%.

On 17 May 2010, Thai Corp International (Vietnam) Company Limited, the Company's subsidiary of indirect subsidiary, was incorporated in Vietnam with an authorised share capital of VND 5,400 million. Thai Corp International Company Limited, the Company's indirect subsidiary, holds the entire shares.

On 19 March 2010, BJC Glass Vietnam Limited, the Company's subsidiary of the indirect subsidiary, was incorporated in Vietnam with legal capital of USD 15.82 million or VND 292,707 million and received the business license.

**Berli Jucker Public Company Limited and its Subsidiaries**  
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**2 Basis of preparation of the financial statements**

**(a) Statement of compliance**

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

During 2010 and 2011, the FAP issued the following new and revised TFRS relevant to the Group’s operations and effective for accounting periods beginning on or after 1 January 2011:

TFRS	Topic
TAS 1 (revised 2009)	Presentation of Financial Statements
TAS 2 (revised 2009)	Inventories
TAS 7 (revised 2009)	Statement of Cash Flows
TAS 8 (revised 2009)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2009)	Events after the Reporting Period
TAS 11 (revised 2009)	Construction Contracts
TAS 16 (revised 2009)	Property, Plant and Equipment
TAS 17 (revised 2009)	Leases
TAS 18 (revised 2009)	Revenue
TAS 19	Employee Benefits
TAS 23 (revised 2009)	Borrowing Costs
TAS 24 (revised 2009)	Related Party Disclosures
TAS 27 (revised 2009)	Consolidated and Separate Financial Statements
TAS 28 (revised 2009)	Investments in Associates
TAS 31 (revised 2009)	Interests in Joint Ventures
TAS 33 (revised 2009)	Earnings per Share
TAS 34 (revised 2009)	Interim Financial Reporting
TAS 36 (revised 2009)	Impairment of Assets
TAS 37 (revised 2009)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2009)	Intangible Assets

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TFRS	Topic
TAS 40 (revised 2009)	Investment Property
TFRS 3 (revised 2009)	Business Combinations
TFRIC 15	Agreements for the Construction of Real Estate
FAP's announcement no. 17/2554	Transitional Procedures for Other Long-term Employee Benefits

The adoption of these new and revised TFRS has resulted in changes in the Group's accounting policies. The effects of these changes are disclosed in note 3.

In addition to the above new and revised TFRS, the FAP has issued during 2010 a number of other new and revised TFRS which are expected to be effective for financial statements beginning on or after 1 January 2013 and have not been adopted in the preparation of these financial statements. These new and revised TFRS are disclosed in note 43.

**(b) Basis of measurement**

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

- derivative financial instruments are measured at fair value;
- financial instruments at fair value through profit or loss are measured at fair value;
- the defined benefit asset is recognized as the net total of the plan assets, plus unrecognised past service cost and unrecognised actuarial losses, less unrecognised actuarial gains and the present value of the defined benefit obligation.

**(c) Presentation currency**

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

**(d) Use of estimates and judgements**

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

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

Note 4(x)	Current and deferred taxation
Note 5	Business combination
Note 19	Utilisation of tax losses
Note 24	Measurement of defined benefit obligations
Note 40	Valuation of financial instruments



**Berli Jucker Public Company Limited and its Subsidiaries**  
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**3 Changes in accounting policies**

**(a) Overview**

From 1 January 2011, consequent to the adoption of new and revised TFRS as set out in note 2, the Group has changed its accounting policies in the following areas:

- Presentation of financial statements
- Accounting for business combinations
- Accounting for acquisitions of non-controlling interests
- Accounting for property, plant and equipment
- Accounting for investment properties
- Accounting for borrowing costs
- Accounting for employee benefits

Details of the new accounting policies adopted by the Group and the impact of the changes on the financial statements are included in notes 3(b) to 3(h) below. Other new and revised TFRS did not have any impact on the accounting policies, financial position or performance of the Group. The impact of the changes on the financial statements for the years ended 31 December 2011 and 2010 is summarised as follows:

		<b>Consolidated financial statements</b>	<b>Separate financial statements</b>
		2011	2011
	<i>Note</i>	<i>(in thousand Baht)</i>	
<b><i>For the year ended 31 December 2011</i></b>			
<b><i>Statement of financial position</i></b>			
Equity at 31 December 2010 - restated		12,934,156	8,892,536
Impact of the adoption prospectively of:			
TAS 19 Employee Benefits	3(h)	(121,978)	(13,410)
<b>Equity at 1 January 2011</b>		<b><u>12,812,178</u></b>	<b><u>8,879,126</u></b>
<b><i>Statement of comprehensive income for the year ended 31 December 2011</i></b>			
Increase (decrease) in profit before income tax as a result of the adoption of:			
TAS 16 (Revised 2009) Property, Plant and Equipment	3(e)	(355)	-
TAS 19 Employee Benefits	3(h)	(19,904)	(16,247)
<b>Decrease in profit before income tax</b>		<b><u>(20,259)</u></b>	<b><u>(16,247)</u></b>
Decrease in income tax expense as a result of the adoption of:			
TAS 16 (Revised 2009) Property, Plant and Equipment	3(e)	106	-
TAS 19 Employee Benefits	3(h)	5,971	4,874
<b>Decrease in income tax expense</b>		<b><u>6,077</u></b>	<b><u>4,874</u></b>
<b>Decrease in profit</b>		<b><u>(14,182)</u></b>	<b><u>(11,373)</u></b>
<b>Decrease in earnings per share (in Baht)</b>		<b><u>(0.009)</u></b>	<b><u>(0.007)</u></b>

**Berli Jucker Public Company Limited and its Subsidiaries**  
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**(b) *Presentation of financial statements***

From 1 January 2011, the Group has adopted TAS 1 Presentation of Financial Statements (Revised 2009). Under the revised standard, a set of financial statements comprises:

- Statement of financial position;
- Statement of comprehensive income;
- Statement of changes in equity;
- Statement of cash flows; and
- Notes to the financial statements.

As a result, the Group presents all owner changes in equity in the statement of changes in equity and all non-owner changes in equity in the statement of comprehensive income. Previously, all such changes were included in the statement of changes in equity.

Comparative information has been re-presented so that it also is in conformity with the revised standard. Since the change in accounting policy only impacts presentation aspects, there is no impact on reported profit or earnings per share.

**(c) *Accounting for business combinations***

From 1 January 2011, the Group has adopted TFRS 3 Business Combinations (revised 2009) and TAS 27 Consolidated and Separate Financial Statements (revised 2009) for all business combinations on or after 1 January 2011. The new policy for accounting for business combinations, together with information on the previous policy, is given below. The new policy has been applied prospectively from 1 January 2011 in accordance with the transitional provisions of the revised standards.

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable.

*Acquisitions on or after 1 January 2011*

For acquisitions on or after 1 January 2011, the Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus  
if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognized immediately in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognized in profit or loss.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

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Any contingent consideration payable is recognized at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognized in profit or loss.

*Acquisitions between 1 January 2008 and 31 December 2010*

For acquisitions between 1 January 2008 and 31 December 2010, goodwill represented the excess of the cost of the acquisition over the Group's interest in the recognized amount (generally fair value) of the identifiable assets, liabilities and contingent liabilities of the acquiree. When the excess was negative, a bargain purchase gain was recognized immediately in profit or loss.

Transaction costs, other than those associated with the issue of debt or securities, that the Group incurred in connection with business combinations were capitalized as part of the cost of the acquisition.

*Acquisitions prior to 1 January 2008*

For acquisitions prior to 1 January 2008, goodwill was measured in the same way as described in the preceding paragraph. However, both positive and negative goodwill were amortized over their estimated useful life of 20 years. On 1 January 2008, on adoption of the former TAS 43 (revised 2007), the Group discontinued amortising goodwill. Negative goodwill carried in the financial statements as at 31 December 2007 was derecognized by crediting unappropriated retained earnings on 1 January 2008.

**(d) *Accounting for acquisitions of non-controlling interests (previously termed 'minority interests')***

From 1 January 2011, the Group has adopted TAS 27 Consolidated and Separate Financial Statements (revised 2009) for all acquisitions of non-controlling interests in subsidiaries. The new policy for accounting for acquisitions of non-controlling interests, together with information on the previous policy, is given below. The new policy has been applied prospectively from 1 January 2011 in accordance with the transitional provisions of the revised standard. There have been no acquisitions of non-controlling interests during 2011 and, accordingly, adoption of this revised standard has had no impact on profit or earnings per share for 2011.

Under the new accounting policy, acquisitions of non-controlling interests are accounted for as transactions with owners in their capacity as owners and therefore no goodwill is recognized as a result of such transactions. The adjustments to non-controlling interests are based on a proportionate amount of the net assets of the subsidiary.

Previously, goodwill was recognized on the acquisition of non-controlling interests in a subsidiary, which represented the excess of the cost of the additional investment over the carrying amount of the interest in the net assets acquired at the date of the transaction.

**(e) *Accounting for property, plant and equipment***

From 1 January 2011, the Group has adopted TAS 16 (revised 2009) Property, Plant and Equipment in determining and accounting for the cost and depreciable amount of property, plant and equipment.

# Berli Jucker Public Company Limited and its Subsidiaries

## Notes to the financial statements

### For the years ended 31 December 2011 and 2010

The principal changes introduced by the revised TAS 16 and affecting the Group are that: (i) costs of asset dismantlement, removal and restoration have to be included as asset costs and subject to annual depreciation; (ii) the depreciation charge has to be determined separately for each significant part of an asset; and (iii) in determining the depreciable amount, the residual value of an item of property, plant and equipment has to be measured at the amount estimated receivable currently for the asset if the asset were already of the age and in the condition expected at the end of its useful life. Furthermore, the residual value and useful life of an asset have to be reviewed at least at each financial year-end.

The changes have been applied prospectively in accordance with the transitional provisions of the revised standard, except that consideration of the costs of asset dismantlement, removal and restoration, have been applied retrospectively. The changes have had the following impact on the 2011 and 2010 financial statements.

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
<b>Statement of financial position as at 31 December</b>				
Increase in cost of property, plant and equipment	4,804	-	-	-
Increase in accumulated depreciation	(160)	-	-	-
Increase in carrying amount of property, plant and equipment	4,644	-	-	-
Increase in provision for reinstatement costs	(4,999)	-	-	-
Increase in deferred tax assets	106	-	-	-
<b>Decrease in retained earnings</b>	<b>(249)</b>	<b>-</b>	<b>-</b>	<b>-</b>

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
<b>Statement of comprehensive income for the year ended 31 December</b>				
Increase in depreciation charge resulting in				
Increase in cost of sales	(160)	-	-	-
Increase in finance cost	(195)	-	-	-
<b>Decrease in profit before income tax</b>	<b>(355)</b>	<b>-</b>	<b>-</b>	<b>-</b>
Decrease in deferred tax expense	106	-	-	-
<b>Decrease in profit</b>	<b>(249)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Decrease in earnings per share (in Baht)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



**Berli Jucker Public Company Limited and its Subsidiaries**  
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**(f) *Accounting for investment properties***

From 1 January 2011, the Group has adopted TAS 40 (revised 2009) Investment Property.

Under the revised standard, investment property, defined as property owned to earn rentals; capital appreciation; or both, is disclosed in the financial statements separately from other property, plant and equipment and measured using either the cost model or the fair value model, with changes in fair value being recognized in profit or loss.

Previously, investment properties were included in property, plant and equipment and measured using the cost model.

The Group has selected the cost model for accounting for its investment properties under the revised standard. The change in accounting policy has been applied retrospectively and the financial statements for the year ended 31 December 2010, which are included in the Group's 2011 financial statements for comparative purposes, have been adjusted to reclassify investment properties from 'Property, plant and equipment' to a separate account, 'Investment property'. The cost and accumulated depreciation as at 1 January 2010 and 31 December 2010 of the Group's investment property previously included in property, plant and equipment, have been reclassified to a separate account, 'Investment property'. Apart from this reclassification, the change in policy has no material impact on the 2010 financial statements. From 1 January 2011, the depreciable amount and useful life of the investment property have been reassessed in accordance with the requirements of TAS 16 (Revised 2009) – see note 4(e). The changes in accounting policy in this regard have been applied prospectively in accordance with the transitional provisions of TAS 16 (Revised 2009), except that consideration of the costs of asset dismantlement, removal and restoration, have been applied retrospectively. The changes have had no material impact on profit and earnings per share for the years ended 31 December 2011 and 2010.

**(g) *Accounting for borrowing costs***

From 1 January 2011, the Group has adopted TAS 23 (revised 2009) Borrowing costs.

Under the revised standard, borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset. Under the former standard, there was also an option to expense borrowing costs on qualifying assets when incurred.

It was the Group's policy under the former TAS 23 to capitalise borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset. Consequently the adoption of the revised standard has had no impact on reported profit or earnings per share.

**(h) *Accounting for employee benefits***

From 1 January 2011, the Group has adopted TAS 19 Employee Benefits.

Under the new policy, the Group's liability for post-employment benefits and other long-term benefit obligations is recognised in the financial statements based on calculations performed annually by a qualified actuary using the projected unit credit method. Previously, the Group recognized the post-employment benefits based on the years of service and remuneration at retirement and made provision for all employees. The plan is not funded but a reserve for the liability is recorded in the financial statements. Annual pension cost is estimated by reference to expected final employee benefits, length of service and other related factors. Other long-term employee benefit obligations were recognized when payment was made.

# Berli Jucker Public Company Limited and its Subsidiaries

## Notes to the financial statements

### For the years ended 31 December 2011 and 2010

The Group's and the Company's liability for post-employment benefits as at 1 January 2011 total Baht 400.78 million and Baht 111.02 million, respectively using the former method of calculation and has been determined to be Baht 392.55 million and Baht 123.85 million, respectively, using the actuarial method. The Group and the Company have opted to record the difference of Baht (8.23) million and Baht 12.83 million, respectively, as (income) expense in 2011, in accordance with the transitional provisions of TAS 19. The impact on the 2011 financial statements was as follows:

	<b>Consolidated financial statements 2011</b>	<b>Separate financial statements 2011</b>
	<i>(in thousand Baht)</i>	
<b><i>Statement of financial position as at 31 December 2011</i></b>		
Increase in employee benefit obligations	(83)	(13,626)
Increase in deferred tax asset	25	4,088
<b>Decrease in retained earnings</b>	<b>(58)</b>	<b>(9,538)</b>
<b><i>Statement of comprehensive income for the year ended 31 December 2011</i></b>		
Decrease in employee expenses resulting in:		
Decrease (increase) in cost of sales	1,855	(55)
Decrease (increase) in selling expenses	5,041	(15,705)
(Increase) decrease in administrative expenses	(7,245)	2,134
<b>Decrease in profit before income tax</b>	<b>(349)</b>	<b>(13,626)</b>
Decrease in deferred tax expense	105	4,088
<b>Decrease in profit</b>	<b>(244)</b>	<b>(9,538)</b>
<b>Decrease in earnings per share (in Baht)</b>	<b>-</b>	<b>(0.006)</b>

The Group's and the Company's liability for other long-term benefit obligations as at 1 January 2011 has been determined to be Baht 174.25 million and Baht 19.16 million, respectively. The Group has opted to record the entire amount of this liability as an adjustment to retained earnings as at 1 January 2011, in accordance with the transitional provisions of FAP announcement no.17/2554. The impact on the 2011 financial statements was as follows:

	<b>Consolidated financial statements 2011</b>	<b>Separate financial statements 2011</b>
	<i>(in thousand Baht)</i>	
<b><i>Statement of financial position</i></b>		
Unappropriated retained earnings at 31 December 2010		
- restated	6,317,502	3,272,351
Increase in employee benefit obligations	(174,254)	(19,157)
Increase in deferred tax asset	52,276	5,747
Decrease in non-controlling interests	2,693	-
<b>Unappropriated retained earnings at 1 January 2011</b>	<b>6,198,217</b>	<b>3,258,941</b>

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	<b>Consolidated financial statements 2011 (in thousand Baht)</b>	<b>Separate financial statements 2011</b>
<i>Statement of comprehensive income for the year ended 31 December 2011</i>		
Increase in employee expense resulting in:		
Increase in cost of sales	(14,079)	(13)
Increase in selling expenses	(1,475)	(1,196)
Increase in administrative expenses	(4,001)	(1,412)
<b>Decrease in profit before income tax</b>	<b>(19,555)</b>	<b>(2,621)</b>
Decrease in deferred tax expense	5,866	786
<b>Decrease in profit</b>	<b>(13,689)</b>	<b>(1,835)</b>
<b>Decrease in earnings per share (in Baht)</b>	<b>(0.009)</b>	<b>(0.001)</b>

#### **4 Significant accounting policies**

The accounting policies set out below have been applied consistently to all periods presented in these financial statements except as explained in note 3, which addresses changes in accounting policies.

##### **(a) Basis of consolidation**

The consolidated financial statements relate to the Company and its subsidiaries and jointly-controlled entity (together referred to as the “Group”) and the Group’s interests in associates.

##### *Business combinations*

The accounting policy for business combinations has been changed from 1 January 2011. See note 3(c) for details.

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

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

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

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

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

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

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

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

*Subsidiaries*

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

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

*Jointly-controlled entity*

Jointly-controlled entity is that entity over whose activities the Group has joint control, established by contractual agreement and requiring unanimous consent for strategic financial and operating decisions. The consolidated financial statements include the Group's proportionate share of the entity's assets, liabilities, revenue and expenses combined with items of a similar nature on a line by line basis, from the date that joint control commences until the date that joint control ceases.

*Associates*

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

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

The consolidated financial statements include the Group's share of profit or loss and other comprehensive income from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds its interest in an associate, the Group's carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

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*Transactions eliminated on consolidation*

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

**(b) *Foreign currencies***

*Foreign currency transactions*

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

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

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

*Foreign entities*

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

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

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

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

**(c) *Derivative financial instruments***

Derivative financial instruments are used to manage exposure to foreign exchange, interest rate and commodity price risks arising from operational, financing and investment activities. Derivative financial instruments are not used for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for as trading instruments.

Derivative financial instruments are recognised initially at fair value; attributable transaction costs are recognised in profit or loss when incurred. Subsequent to initial recognition, they are remeasured at fair value. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged (see accounting policy 4(d)).

The fair value of interest rate swaps is based on broker quotes at the reporting date. Those quotes are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for a similar instrument at the reporting date.



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The fair value of forward exchange contracts is based on their listed market price, if available. If a listed market price is not available, then fair value is estimated by discounting the difference between the contractual forward price and the current forward price at the reporting date for the residual maturity of the contract using a risk-free interest rate (based on government bonds).

**(d) Hedging**

*Fair value hedges*

Where a derivative financial instrument hedges the changes in fair value of a recognised asset, liability or unrecognised firm commitment, any gain or loss on remeasuring the fair value or foreign currency component of the hedging instrument is recognised in profit or loss. The hedged item is also stated at fair value in respect of the risk being hedged, with any gain or loss being recognised in profit or loss.

In addition, a subsidiary of the Company entered into a natural gas hedging agreement in which premiums and the difference of the natural gas price arising from this agreement will be recorded as expenses in profit or loss.

*Discontinuing hedge accounting*

Hedge accounting is discontinued prospectively when the hedging instrument expires or is sold, terminated or exercised, or no longer qualifies for hedge accounting. Any cumulative gain or loss on the hedging instrument existing in equity is retained in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is recognised in profit or loss immediately.

**(e) Cash and cash equivalents**

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

**(f) Trade and other accounts receivable**

Trade and other accounts receivable are stated at their invoice value less allowance for doubtful accounts.

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

**(g) Inventories**

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

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

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

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**(h) Construction contracts work in progress**

Construction contracts work in progress represents the gross unbilled amount expected to be collected from customers for contract work performed to date. It is measured at cost plus profit recognized to date less progress billings and recognised losses. Cost includes all expenditure related directly to specific projects and an allocation of fixed and variable costs incurred in the Group's construction contract activities based on normal operating capacity.

Construction contracts work in progress is presented separately under current assets in the statement of financial position for all contracts in which costs incurred plus recognised profits exceed progress billings. If progress billings exceed costs incurred plus recognised profits, then the difference is presented as other current liabilities under current liabilities in the statement of financial position.

**(i) Investments**

*Investments in subsidiaries, jointly-controlled entity and associates*

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

*Investments in other equity securities*

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

*Disposal of investments*

On disposal of an investment, the difference between net disposal proceeds and the carrying amount is recognised in profit or loss.

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

**(j) Leasehold**

Leasehold is measured at cost less accumulated amortisation.

*Amortisation*

Amortisation is charged to profit or loss on a straight-line basis over the period of the contract as follows:

Leasehold land	37-87 years
Leasehold sale area	3-30 years

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**(k) *Investment properties***

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

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

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

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

Investment property	20-30	years
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**(l) *Property, plant and equipment***

*Recognition and measurement*

*Owned assets*

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

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

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

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

*Leased assets*

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

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*Subsequent costs*

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

*Depreciation*

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

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

Buildings, land and building improvement	20-40	years
Machinery and equipment	5-20	years
Furniture, fixtures and office equipment	5-10	years
Vehicles	5-10	years

No depreciation is provided on land and assets under construction.

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

**(m) Intangible assets**

*Goodwill*

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

*Other intangible assets*

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

*Subsequent expenditure*

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

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*Amortisation*

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

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

The estimated useful lives for the current and comparative periods are as follows:

Distribution channel	20	years
Patents and trademarks	10	years
Software licences	5	years

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

**(n) Other assets**

Transportation packaging presented in other non-current assets is amortised over its useful life ranging from 36 to 60 months.

**(o) Impairment**

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

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

*Calculation of recoverable amount*

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



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*Reversals of impairment*

An impairment loss in respect of a financial asset is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognized in profit or loss.

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

**(p) *Interest-bearing liabilities***

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

**(q) *Trade and other accounts payable***

Trade and other accounts payable are stated at cost.

**(r) *Employee benefits***

*Defined contribution plans*

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

*Defined benefit plans*

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

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

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

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

*Other long-term employee benefits*

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

*Termination benefits*

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

*Short-term employee benefits*

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

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

**(s) Provisions**

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

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**(t) *Surplus arising from business combination under common control***

Surplus arising from business combination under common control arises from the merger of businesses under the common control of the ultimate majority shareholder of the Company. The surplus represents the difference between the cost of the combination and the carrying amounts of net identifiable assets at the date of combination. The Company recognises the difference arising from common control transactions under shareholders' equity until disposal of the investment.

**(u) *Revenue***

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

*Sale of goods and services rendered*

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

*Investments*

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

*Rental income*

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

Long-term lease premiums received in advance are booked as deferred income and are dealt with under other non-current liabilities. Income is recognised on a straight-line basis over the duration of the lease. Income recognisable within one year is dealt with as part of other current liabilities.

*Dividend income*

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

*Interest income*

Interest income is recognised profit or loss as it accrues.

**(v) *Finance costs***

Finance costs comprise interest expense on borrowings and contingent consideration.

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

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**(w) Lease payments**

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

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

**(x) Income tax**

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

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

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

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

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

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

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

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**5 Acquisitions**

**A. Asia Books Company Limited**

On 19 July 2011, a subsidiary of the Company completed the business acquisition of Asia Books Company Limited (“Asia Books”) from Thailand Equity Fund through the acquisition of 58% of the outstanding shares for a cash consideration of Baht 693.1 million and the acquisition of 100% of the outstanding shares of Journal Holdings Limited, which is a 42% shareholder of Asia Books, from Distri-Thai Holdings (Mauritius) Limited for a cash consideration of Baht 195.4 million. Following these transactions, the Group owns 100% of Asia Books. The transaction is accounted for as a business combination. During the year from the acquisition date to 31 December 2011, Asia Books contributed revenue of Baht 482.60 million and net profit of Baht 10.96 million to the Group’s results.

Management believe that taking control of the business will extend distribution to educational and learning materials, a high growth area with an opportunity to get into downstream retail business, to expand sales channel to e-commerce, electronic books and materials.

Asia Books’s net assets at the acquisition date comprised of the following:

	<b>Carrying amounts</b>	<b>Fair value adjustments</b> <i>(in thousand Baht)</i>	<b>Recognised values</b>
Cash and cash equivalents	48,537	-	48,537
Trade accounts receivables	48,129	-	48,129
Inventories	214,809	-	214,809
Equipment	80,930	-	80,930
Leasehold	87,123	141,014	228,137
Intangible assets	15,858	-	15,858
Trade accounts payables	(130,037)	-	(130,037)
Long term loan from financial institution	(119,169)	-	(119,169)
Long term loan from other parties	(307,561)	-	(307,561)
Employee benefit obligations	(12,596)	-	(12,596)
Other assets/(liabilities), net	(19,789)	-	(19,789)
<b>Net identifiable assets and liabilities</b>	<b>(93,766)</b>	<b>141,014</b>	<b>47,248</b>
Goodwill			841,253
<b>Total consideration</b>			<b>888,501</b>
Cash acquired			(48,537)
<b>Net cash outflow</b>			<b>839,964</b>

The Group incurred acquisition-related costs of Baht 7.5 million relating to external legal fees, due diligence costs and other related costs. These amounts have been included in administrative expenses in the consolidated statement of comprehensive income for the year ended 31 December 2011.



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The recognised values of Asia Books' assets and liabilities at the acquisition date constitute provisional amounts for items for which the fair value accounting is incomplete. These provisional amounts will be adjusted, and additional assets or liabilities will be recognized, during the measurement period to reflect new information obtained about facts and circumstances that existed as of the acquisition date and, if known, would have affected the measurement of the amounts recognised, or would have resulted in the recognition of those additional assets or liabilities, as of that date.

The Company recognized fair value of leasehold in the consolidate financial statement for the year ended 31 December 2011.

**B. BJC O-I Glass Pte Ltd.**

On 16 July 2010, BJC O-I Glass Pte Ltd., ("BJC O-I"), a jointly-controlled entity, acquired 100% of the ordinary shares of Malaya Glass Products Sdn Bhd ("MGP"), by paying Baht 2,880.25 million (USD 89.3 million) in cash for the shares. The Company also paid directly attributable expenses of Baht 36.61 million. After acquisition, the Company had indirect 35% equity interests in Malaya-Vietnam Glass Products Sdn Bhd and Thai Malaya Glass Company Limited ("TMG"). The fair value of the identifiable net assets of the acquired companies was based on estimated amounts. During the second quarter 2011, the Company reduced the provisionally recorded goodwill on acquisition by Baht 342.33 million, following reassessment of the fair value of the Group's share of identifiable net assets acquired. The net assets of the acquired companies at the acquisition date comprised the following:

	<b>Carrying amounts</b>	<b>Fair value adjustments</b> <i>(in thousand Baht)</i>	<b>Recognised values</b>
Cash and cash equivalents	203,908	-	203,908
Trade account receivable	612,472	-	612,472
Inventories	939,238	-	939,238
Other current assets	236,742	-	236,742
Deferred tax assets	76,970	-	76,970
Property, plant and equipment	2,910,166	266,924	3,177,090
Intangible assets	3,156	1,398,448	1,401,604
Short-term loans	(463,636)	-	(463,636)
Trade account payable	(154,016)	-	(154,016)
Income tax payable	(8,966)	-	(8,966)
Other current liabilities	(243,620)	-	(243,620)
Long-term loans	(1,619,606)	-	(1,619,606)
Other liabilities	(20,526)	-	(20,526)
<b>Net identifiable assets and liabilities</b>	<b>2,472,282</b>	<b>1,665,372</b>	<b>4,137,654</b>
<b>Group's share of net identifiable assets and liabilities acquired</b>			<b>1,764,589</b>
Goodwill on acquisition			1,152,267
<b>Consideration paid</b>			<b>2,916,856</b>
Cash acquired			(203,908)
<b>Net cash outflow</b>			<b>2,712,948</b>

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Subsequently, on 13 July 2011, BJC Packaging Limited, a 100% subsidiary of the Group, acquired 100% of the shares in TMG through transfer of the 70% of TMG's shares previously held by MGP and the acquisition of the remaining 30% of TMG's shares from Thai Asia Pacific Brewery Co., Ltd., a third party, for Baht 290 million. During the period from the acquisition date to 31 December 2011, TMG contributed revenue of Baht 1,583.62 million and net profit of Baht 213.83

Management believes that taking control of TMG will support the expansion of production and marketing of glass containers both in the country and in the region.

TMG's net assets at the acquisition date comprised the following:

	<b>Carrying amounts</b>	<b>Fair value adjustments</b> <i>(in thousand Baht)</i>	<b>Recognised Values</b>
Cash and cash equivalents	1,135	-	1,135
Accounts receivables	176,150	-	176,150
Inventories	118,742	35,876	156,618
Property, plant and equipment	1,104,549	135,161	1,239,710
Intangible assets	11,015	-	11,015
Deferred tax assets	-	52,379	52,379
Short term loan from financial institution	(185,000)	-	(185,000)
Trade account payable	(88,641)	4,062	(84,579)
Long term loan from financial institution	(577,500)	-	(577,500)
Deferred tax liabilities	-	(40,784)	(40,784)
Other assets/(liabilities), net	12,028	5,732	17,760
<b>Net identifiable assets and liabilities</b>	<b>572,478</b>	<b>192,426</b>	<b>764,904</b>
<i>Less fair value of interest acquired in 2010</i>			267,716
			497,188
<i>Less consideration paid for interest acquired in 2011</i>			290,000
<b>Gain on acquisition in 2011</b>			<b>207,188</b>
Loss on remeasurement of carrying amount of the Group's interest in TMG acquired in 2010 to fair value on 13 July 2011			(154,582)
<b>Net gain on remeasurement included in administrative expenses</b>			<b>52,606</b>

The Group incurred acquisition-related costs of Baht 2.3 million relating to external legal fees and other related costs. These amounts have been included in administrative expenses in the consolidated statement of comprehensive income for the year ended 31 December 2011.

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**Restatement**

The consolidated financial statements for the year ended 31 December 2010 have been restated following the reassessment of the fair value of the identifiable net assets of the acquiree. The effects of the restatement on the consolidated statement of financial position as at 31 December 2010 and the consolidated statements of comprehensive income for the year ended 31 December 2010 were as follows:

	Balance previously reported	<b>Consolidated</b> Effect of the restatement	Balance restated
	<i>(in thousand Baht)</i>		
<b>Statements of financial position</b>			
Property, plant and equipment	12,533,501	140,314	12,673,815
Goodwill	1,762,591	(342,325)	1,420,266
Other intangible assets	183,860	683,202	867,062
Deferred tax liabilities	488,250	209,526	697,776
Retained earnings - unappropriated	6,321,628	(4,126)	6,317,502
Non-controlling interests	1,243,847	275,791	1,519,638
<b>Statements of comprehensive income</b>			
Cost of sales of goods and rendering of services	18,939,634	(14,978)	18,924,656
Administrative expenses	1,374,745	16,022	1,390,767
Profit for the period	2,194,817	(1,044)	2,193,773
Earnings per share <i>(in Baht)</i>	1.20	-	1.20

**6 Related parties**

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

Relationships with related parties other than subsidiaries, jointly-controlled entities and associates (see note 11, 12 and 13) were as follows:

<b>Name of entities</b>	<b>Country of incorporation/ nationality</b>	<b>Nature of relationships</b>
1. T.C.C. Holding Company Limited	Thailand	Major shareholders and co-directors
2. Pol Mun Kong Company Limited	Thailand	Shareholders
3. Nakornchuen Company Limited	Thailand	Co-director
4. Beer Thai (1991) Public Company Limited	Thailand	Co-director
5. Beerthip Brewery (1991) Company Limited	Thailand	Co-director
6. Cosmos Brewery (Thailand) Company Limited	Thailand	Co-director
7. Sang Som Company Limited	Thailand	Co-director
8. Athimart Company Limited	Thailand	Co-director
9. Kankwan Company Limited	Thailand	Co-director

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<b>Name of entities</b>	<b>Country of incorporation/ nationality</b>	<b>Nature of relationships</b>
10. Theparunothai Company Limited	Thailand	Co-director
11. Kanchanasingkorn Company Limited	Thailand	Co-director
12. Luckchai Liquor Trading Company Limited	Thailand	Co-director
13. Fuengfuanant Company Limited	Thailand	Co-director
14. S.S. Karnsura Company Limited	Thailand	Co-director
15. Simathurakij Company Limited	Thailand	Co-director
16. Thanapakdi Company Limited	Thailand	Co-director
17. Nateechai Company Limited	Thailand	Co-director
18. Mongkolsamai Company Limited	Thailand	Co-director
19. Sura Bangyikhan Company Limited	Thailand	Co-director
20. Pisetskij Company Limited	Thailand	Co-director
21. Thai Beverage Recycle Company Limited	Thailand	Co-director
22. Thai Beverage Public Company Limited	Thailand	Co-director
23. South East Capital Company Limited	Thailand	Co-director
24. Southeast Life Insurance Company Limited	Thailand	Co-director
25. Southeast Assurance Company Limited	Thailand	Co-director
26. Thai Beverage Marketing Company Limited	Thailand	Co-director
27. Tarago Company Limited	Thailand	Co-director
28. United Winery and Distillery Co., Ltd.	Thailand	Co-director
29. The Chonburi Sugar Corp. Ltd.	Thailand	Co-director
30. Pan International (Thailand) Co., Ltd.	Thailand	Co-director
31. North Park Golf And Sport Club Co., Ltd.	Thailand	Co-director
32. T.C.C. Hotel Collection Co., Ltd.	Thailand	Co-director
33. Sports and Recreation Enterprise Co., Ltd.	Thailand	Co-director
34. Wrangyer Beverage (2008) Co., Ltd.	Thailand	Co-director
35. Eastern Seaboard Industrial Estate (Rayong) Co., Ltd.	Thailand	Co-director
36. Wattanapat Trading Company Limited	Thailand	Co-director
37. Pomthip Company Limited	Thailand	Co-director
38. Kalae Night Bazaar Co., Ltd	Thailand	Co-director
39. Tawanna Night Bazaar Co., Ltd	Thailand	Co-director
40. Thai Drink Co., Ltd	Thailand	Co-director
41. Thai Beverage Logistics Co., Ltd	Thailand	Co-director
42. Plantheon Trading Co., Ltd	Thailand	Co-director
43. Phanthamaitree Company Limited	Thailand	Co-director
44. Food & Fun Co., Ltd	Thailand	Co-director
45. Surasate Co., Ltd	Thailand	Co-director
46. 28 Commercial Co., Ltd	Thailand	Co-director
47. Nice Hotel Co., Ltd	Thailand	Co-director
48. Thipsukhothai Bioenergy Co., Ltd	Thailand	Co-director
49. Anantasiri Patana Co.,Ltd.	Thailand	Common directors and/or common shareholders
50. Ag-Well Co., Ltd.	Thailand	Common directors and/or common shareholders
51. At Mediafront Co., Ltd.	Thailand	Common directors and/or common shareholders
52. Bangna Pattanakit Co., Ltd.	Thailand	Common directors and/or common shareholders
53. Charoenwannakij Co., Ltd.	Thailand	Common directors and/or common shareholders

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<b>Name of entities</b>	<b>Country of incorporation/ nationality</b>	<b>Nature of relationships</b>
54. Cristalla Co., Ltd.	Thailand	Common directors and/or common shareholders
55. Cristalla Engineering Co., Ltd	Thailand	Common directors and/or common shareholders
56. Permkha Commercial Co., Ltd.	Thailand	Common directors and/or common shareholders
57. Golden Wealth Co., Ltd.	Thailand	Common directors and/or common shareholders
58. I Laundry Service Co., Ltd.	Thailand	Common directors and/or common shareholders
59. Indara Insurance Public Company Limited	Thailand	Common directors and/or common shareholders
60. Lan Chang Development Co., Ltd.	Thailand	Common directors and/or common shareholders
61. Lastica Co., Ltd.	Thailand	Common directors and/or common shareholders
62. Lifestyle Foodcourts Co., Ltd.	Thailand	Common directors and/or common shareholders
63. N.C.C. Management & Development Co., Ltd.	Thailand	Common directors and/or common shareholders
64. N.C.C. Exhibition Organizer Co., Ltd.	Thailand	Common directors and/or common shareholders
65. Natura (2008) Co., Ltd.	Thailand	Common directors and/or common shareholders
66. Nongkhai Country Golf Club Co., Ltd.	Thailand	Common directors and/or common shareholders
67. Norm Co., Ltd.	Thailand	Common directors and/or common shareholders
68. Num Kijjakarn Co., Ltd.	Thailand	Common directors and/or common shareholders
69. Num Muang Co., Ltd.	Thailand	Common directors and/or common shareholders
70. Num Nakorn Co., Ltd.	Thailand	Common directors and/or common shareholders
71. Num Palang Co., Ltd.	Thailand	Common directors and/or common shareholders
72. Num Thurakij Co., Ltd.	Thailand	Common directors and/or common shareholders
73. Num Yuk Co., Ltd.	Thailand	Common directors and/or common shareholders
74. Oishi Group Public Company Limited	Thailand	Common directors and/or common shareholders
75. Oishi Trading Co., Ltd.	Thailand	Common directors and/or common shareholders
76. Paksong Capital Co., Ltd.	Thailand	Common directors and/or common shareholders
77. Plantheon Co., Ltd.	Thailand	Common directors and/or common shareholders
78. Red Bull Distillery (1988) Co., Ltd.	Thailand	Common directors and/or common shareholders



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<b>Name of entities</b>	<b>Country of incorporation/ nationality</b>	<b>Nature of relationships</b>
79. S.A.S. Trading Co., Ltd.	Thailand	Common directors and/or common shareholders
80. Service Alliance Co., Ltd.	Thailand	Common directors and/or common shareholders
81. Siam Food Products Public Company Limited	Thailand	Common directors and/or common shareholders
82. Siam Realty Co., Ltd.	Thailand	Common directors and/or common shareholders
83. Siriwana Co., Ltd.	Thailand	Common directors and/or common shareholders
84. Southeast Group Co., Ltd.	Thailand	Common directors and/or common shareholders
85. Sura Piset Thipharat Co., Ltd.	Thailand	Common directors and/or common shareholders
86. T.C.C. Commercial Property Management Co., Ltd.	Thailand	Common directors and/or common shareholders
87. TCC Capital Land Limited	Thailand	Common directors and/or common shareholders
88. TCC Hotel Group Co., Ltd.	Thailand	Common directors and/or common shareholders
89. TCC Hotel Management Co., Ltd.	Thailand	Common directors and/or common shareholders
90. TCC Land Co., Ltd.	Thailand	Common directors and/or common shareholders
91. TCC Land Commercial Co., Ltd.	Thailand	Common directors and/or common shareholders
92. TCC Land Development Co., Ltd.	Thailand	Common directors and/or common shareholders
93. TCC Land Industrial and Logistics Co., Ltd.	Thailand	Common directors and/or common shareholders
94. TCC Land Industrial Co., Ltd.	Thailand	Common directors and/or common shareholders
95. TCC Land International (Thailand) Co., Ltd.	Thailand	Common directors and/or common shareholders
96. TCCL Sena Co., Ltd.	Thailand	Common directors and/or common shareholders
97. TCC Land Logistics Co., Ltd.	Thailand	Common directors and/or common shareholders
98. TCC Land Retail Co., Ltd.	Thailand	Common directors and/or common shareholders
99. TCC Luxury Hotels and Resort Co., Ltd.	Thailand	Common directors and/or common shareholders
100. TCC Property Development Co., Ltd.	Thailand	Common directors and/or common shareholders
101. TCC Value Hotels Co., Ltd.	Thailand	Common directors and/or common shareholders
102. TCCCL Krungthon Co., Ltd.	Thailand	Common directors and/or common shareholders
103. TCCCL Narathiwad Co., Ltd.	Thailand	Common directors and/or common shareholders

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<b>Name of entities</b>	<b>Country of incorporation/ nationality</b>	<b>Nature of relationships</b>
104. TCCCL North Park Company Limited	Thailand	Common directors and/or common shareholders
105. TCCCL Wireless Co., Ltd.	Thailand	Common directors and/or common shareholders
106. Terragro Bio-Tech Co., Ltd.	Thailand	Common directors and/or common shareholders
107. Terragro Development Co., Ltd.	Thailand	Common directors and/or common shareholders
108. Terragro Fertilizer Co., Ltd.	Thailand	Common directors and/or common shareholders
109. Terragro Technology Co., Ltd.	Thailand	Common directors and/or common shareholders
110. Thai Agro Products Co., Ltd.	Thailand	Common directors and/or common shareholders
111. Thai Alcohol Public Company Limited	Thailand	Common directors and/or common shareholders
112. The Grand Luang Prabang Co., Ltd.	Thailand	Common directors and/or common shareholders
113. The Suphanburi Sugar Industry Co., Ltd.	Thailand	Common directors and/or common shareholders
114. Thip Sugar Sukhothai Co., Ltd.	Thailand	Common directors and/or common shareholders
115. Thippattana Arcade Co., Ltd.	Thailand	Common directors and/or common shareholders
116. Univentures Public Company Limited	Thailand	Common directors and/or common shareholders
117. Wiengsiri Co., Ltd.	Thailand	Common directors and/or common shareholders
118. World Book and Media Co., Ltd.	Thailand	Common directors and/or common shareholders
119. Dhanasindhi Co., Ltd.	Thailand	Common directors and/or common shareholders
120. DhosPaak Co., Ltd.	Thailand	Common directors and/or common shareholders
121. Num Thip Co., Ltd.	Thailand	Common directors and/or common shareholders
122. Numrungrad Co., Ltd.	Thailand	Common directors and/or common shareholders
123. Baanboun Vetchakij Co., Ltd.	Thailand	Common directors and/or common shareholders
124. T.C.C. Service Apartment Co., Ltd	Thailand	Common directors and/or common shareholders
125. TCCCL Rachatewi Co., Ltd	Thailand	Common directors and/or common shareholders
126. TCCCL Sukhumvit 24 Co., Ltd	Thailand	Common directors and/or common shareholders
127. TCCCL Asoke Co., Ltd	Thailand	Common directors and/or common shareholders
128. Siripat Trading Co., Ltd	Thailand	Common directors and/or common shareholders

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<b>Name of entities</b>	<b>Country of incorporation/ nationality</b>	<b>Nature of relationships</b>
129. Sahapanyphant (2002) Co., Ltd	Thailand	Common directors and/or common shareholders
130. Bangna Glass Co., Ltd	Thailand	Common directors and/or common shareholders
131. Pridiprapa Co., Ltd.	Thailand	Common directors and/or common shareholders
132. Thai Beverage Energy Co., Ltd.	Thailand	Common directors and/or common Shareholders
133. Thip Sugar Kamphaengphet Co.,Ltd..	Thailand	Common directors and/or common Shareholders
134. Asset Management Advisory Co., Ltd.	Thailand	Common directors and/or common Shareholders
135. Grand Unity Development Co., Ltd	Thailand	Common directors and/or common Shareholders
136. Grand U Living Co., Ltd.	Thailand	Common directors and/or common Shareholders
137 Riverside Masterplan Company Limited	Thailand	Common directors and/or common Shareholders
138 Pomnakorn Co.,Ltd.	Thailand	Common directors and/or common Shareholders
139 N.C.C. Image Co.,Ltd.	Thailand	Common directors and/or common Shareholders
140 F & B International Co.,Ltd.	Thailand	Common directors and/or common Shareholders
141 Asiatic House Co.,Ltd.	Thailand	Common directors and/or common Shareholders
142 TCC PD 11 Co., Ltd.	Thailand	Common directors and/or common Shareholders
143. Ball Corporation	United States	Major shareholder of subsidiary's Shareholder
144 Key Management Personnel	Thailand	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Group.

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

<b>Transactions</b>	<b>Pricing policies</b>
Sale of goods and rendering of services	Goods and services plus margin
Purchase of goods and receiving of services	Market price net of mark up margin of the Company
Purchase spare part and equipment	Agreed-upon prices
Income from allocation of administrative expenses	Allocated from the actual cost occurred
Investment income	Contractually agreed prices
Receiving of services	Contractually agreed prices
Rental and services expenses	Contractually agreed prices
License and technical assistant expenses	Contractually agreed prices
Other income and other expenses	Contractually agreed prices
Interest income and interest expense	Interest rates are charged at the borrowing cost and market rates

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Significant transactions for the years ended 31 December 2011 and 2010 with related parties were as follows:

<i>For the year ended 31 December</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
<b>Subsidiaries</b>				
Sales of goods and rendering of services	-	-	121,006	85,821
Purchases of goods and receiving of services	-	-	12,285,404	12,303,551
Investment income	-	-	1,077,185	666,791
Service income	-	-	15,677	15,297
Income from allocation of administrative expenses	-	-	135,371	109,794
Selling and administrative expenses	-	-	929	929
Interest expense	-	-	20,214	7,009
<b>Jointly-controlled entities</b>				
Sale of goods and rendering of services	-	-	-	254
Purchase of goods and receiving of services	-	-	-	8,209
Service income	-	-	-	14
Income from allocation of administrative expenses	-	-	2,148	238
<b>Associates</b>				
Sales of goods and rendering of services	7,236	6,367	81	107
Purchases of goods and receiving of services	1,033,065	1,039,531	-	26
Investment income	2,074	1,815	41,068	99,335
Service income	308	289	308	289
Income from allocation of administrative expenses	1,381	404	1,381	404
Selling and administrative expenses	500	-	500	-

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<i>For the year ended 31 December</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
<b>Other related parties</b>				
Sales of goods and rendering of services	5,584,083	5,163,608	2,912,101	3,955,447
Purchases of goods and receiving of Services	421,625	316,214	-	-
Investment income	-	9	-	-
Purchase spare part and equipment	5,200	5,026	-	-
License and technical assistant expenses	24,892	23,578	-	-
Other income	21,222	9,123	16,227	-
Selling and administrative expenses	42,791	42,836	28,283	33,474
<b>Key management personnel</b>				
Key management personnel compensation				
Short-term employee benefits	65,240	57,394	65,240	57,394
Post-employment benefits	4,880	2,598	4,880	2,598
Other long-term benefits	16	-	16	-
<b>Total key management personnel compensation</b>	<b><u>70,136</u></b>	<b><u>59,992</u></b>	<b><u>70,136</u></b>	<b><u>59,992</u></b>

Balances as at 31 December 2011 and 2010 with related parties were as follows:

<i>Trade accounts receivable from related parties</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Subsidiaries	-	-	27,077	26,831
Jointly-controlled entities	-	-	1,119	434
Associates	2,483	4,127	16	14
Other related parties	1,101,727	918,247	13,737	795,188
<b>Total</b>	<b><u>1,104,210</u></b>	<b><u>922,374</u></b>	<b><u>41,949</u></b>	<b><u>822,467</u></b>

<i>Short-term loans to and other receivables from related parties</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
<b>Comprising:</b>				
Other receivables from related parties	127,869	1,585	60,697	82,891
Short-term loans to related parties	-	-	1,311,200	68,000
<b>Total</b>	<b><u>127,869</u></b>	<b><u>1,585</u></b>	<b><u>1,371,897</u></b>	<b><u>150,891</u></b>



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<i>Other receivables from related parties</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
		<i>(in thousand Baht)</i>		
Subsidiaries	-	-	54,625	81,381
Jointly-controlled entities	-	-	601	998
Associates	122,670	1,585	305	512
Other related parties	5,199	-	5,166	-
<b>Total</b>	<b>127,869</b>	<b>1,585</b>	<b>60,697</b>	<b>82,891</b>

<i>Loans to related parties</i>	<b>Consolidated</b>				<b>Separate</b>	
	<b>Interest rate</b>		<b>financial statements</b>		<b>financial statements</b>	
	2011	2010	2011	2010	2011	2010
	<i>(% per annum)</i>		<i>(in thousand Baht)</i>			
<b>Current portion of long-term loans</b>						
<b>Subsidiaries</b>						
Berli Jucker Cellox Limited	-	3.90	-	-	-	900,000
Thai Glass Industries Public Company Limited	-	3.90	-	-	-	1,600,000
Rubia Industries Limited	-	3.90	-	-	-	100,000
Berli Jucker Foods Limited	-	3.90	-	-	-	200,000
			<u>-</u>	<u>-</u>	<u>-</u>	<u>2,800,000</u>

<b>Short-term loans</b>					
<b>Subsidiaries</b>					
Berli Jucker Cellox Limited	- 1.60	-	-	-	6,000
Berli Jucker Foods Limited	3.85 1.60	-	-	3,000	20,000
T.C.C. Technology Company Limited	- 1.85	-	-	-	42,000
BJC International Company Limited	3.85 -	-	-	1,286,000	-
Rubia Industries Limited	3.75 -	-	-	20,000	-
BJC Packaging Company Limited	3.85 -	-	-	2,200	-
		<u>-</u>	<u>-</u>	<u>1,311,200</u>	<u>68,000</u>

<b>Long-term loans</b>					
<b>Subsidiaries</b>					
Berli Jucker Cellox Limited	4.00 -	-	-	650,000	-
Thai Glass Industries Public Company Limited	4.00 -	-	-	1,000,000	-
Rubia Industries Limited	4.00 -	-	-	80,000	-
Berli Jucker Foods Limited	4.00 -	-	-	150,000	-
		<u>-</u>	<u>-</u>	<u>1,880,000</u>	<u>-</u>

<b>Summary of loans to related parties</b>					
Current portion of long-term loans		-	-	-	2,800,000
Short-term loans		-	-	1,311,200	68,000
Long-term loans		-	-	1,880,000	-
<b>Total</b>		<u>-</u>	<u>-</u>	<u>3,191,200</u>	<u>2,868,000</u>

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Movements during the years ended 31 December 2011 and 2010 of loans to related parties were as follows:

<i>Loans to related parties</i>	<b>Consolidated</b>		<b>Separate</b>	
	<b>financial statements</b>	<b>financial statements</b>	<b>financial statements</b>	<b>financial statements</b>
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
<i>Current portion of long-term loans</i>				
<b>Subsidiaries</b>				
At 1 January	-	-	2,800,000	-
(Decrease) transfer from long-term loans	-	-	(2,800,000)	2,800,000
<b>At 31 December</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,800,000</b>
<i>Short-term loans</i>				
<b>Subsidiaries</b>				
At 1 January	-	-	68,000	366,298
Increase	-	-	4,118,800	79,702
Decrease	-	-	(2,875,600)	(378,000)
<b>At 31 December</b>	<b>-</b>	<b>-</b>	<b>1,311,200</b>	<b>68,000</b>
<i>Long-term loans</i>				
<b>Subsidiaries</b>				
At 1 January	-	-	-	2,800,000
Increase	-	-	1,880,000	-
Transfer to current portion of long-term loans	-	-	-	(2,800,000)
<b>At 31 December</b>	<b>-</b>	<b>-</b>	<b>1,880,000</b>	<b>-</b>
<i>Trade accounts payable to related parties</i>				
	<b>Consolidated</b>		<b>Separate</b>	
	<b>financial statements</b>	<b>financial statements</b>	<b>financial statements</b>	<b>financial statements</b>
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Subsidiaries	-	-	1,783,558	2,222,023
Jointly-controlled entities	-	-	-	8,525
Associates	279,932	225,134	-	-
Other related parties	44,142	27,753	-	-
<b>Total</b>	<b>324,074</b>	<b>252,887</b>	<b>1,783,558</b>	<b>2,230,548</b>
<i>Short-term loans from and other payable to related parties</i>				
	<b>Consolidated</b>		<b>Separate</b>	
	<b>financial statements</b>	<b>financial statements</b>	<b>financial statements</b>	<b>financial statements</b>
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
<i>Comprising:</i>				
Other payables to related parties	2,663	5,269	15,616	19,111
Short-term loans from related parties	-	-	986,903	1,008,189
<b>Total</b>	<b>2,663</b>	<b>5,269</b>	<b>1,002,519</b>	<b>1,027,300</b>

**Berli Jucker Public Company Limited and its Subsidiaries**  
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<i>Other payables to related parties</i>	<b>Consolidated</b>		<b>Separate</b>	
	<b>financial statements</b>		<b>financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Subsidiaries	-	-	14,751	14,828
Other related parties	2,663	5,269	865	4,283
<b>Total</b>	<b>2,663</b>	<b>5,269</b>	<b>15,616</b>	<b>19,111</b>

<i>Loans from related parties</i>			Consolidated		Separate	
	Interest rate		financial statements		financial statements	
	2011	2010	2011	2010	2011	2010
	(% per annum)		(in thousand Baht)			
<i>Short-term loans</i>						
<b>Subsidiaries</b>						
BJC Marketing Company Limited	2.40	1.00	-	-	81,353	83,230
BJC Healthcare Company Limited	2.40	1.00	-	-	186,000	287,500
Berli Jucker Specialties Limited	2.40	1.00	-	-	69,250	32,803
BJC Industrial and Trading Company Limited	2.40	1.00	-	-	248,300	235,000
Thai Flourspar & Minerals Company Limited	2.00	0.88	-	-	5,300	5,300
Berli Jucker Logistics Limited	2.40	1.00	-	-	31,000	16,700
Montana Company Limited	2.40	1.00	-	-	123,700	82,800
BJC International Company Limited	-	1.00	-	-	-	6,126
Rubia Industries Limited	-	1.00	-	-	-	33,730
Thai-Scandic Steel Company Limited	2.40-2.50	1-1.85	-	-	242,000	225,000
<b>Short-term loans from related parties</b>			<b>-</b>	<b>-</b>	<b>986,903</b>	<b>1,008,189</b>

Movements during the years ended 31 December 2011 and 2010 of loans from related parties were as follows:

<i>Loans from related parties</i>	<b>Consolidated</b>		<b>Separate</b>	
	<b>financial statements</b>		<b>financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
<i>Short-term loans</i>				
<b>Subsidiaries</b>				
At 1 January	-	-	1,008,189	731,145
Increase	-	-	2,019,470	3,507,601
Decrease	-	-	(2,040,756)	(3,230,557)
<b>At 31 December</b>	<b>-</b>	<b>-</b>	<b>986,903</b>	<b>1,008,189</b>

**Berli Jucker Public Company Limited and its Subsidiaries**  
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Other balances of assets and liabilities as at 31 December 2011 and 2010 with other related parties were as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
		<i>(in thousand Baht)</i>		
Other current assets	2,726	2,032	-	-
Other assets	6	1,006	-	-
Other current liabilities	4,408	16,026	-	-
Other liabilities	11,181	13,906	-	-

***Significant agreements with related parties***

***IT Service Agreement***

T.C.C. Technology Co., Ltd., a subsidiary company, entered into service agreements with various related companies for the provision of ongoing support, maintenance of systems and IT equipment rental under the prices and conditions stated in the agreements.

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

The Company entered into a glass bottle purchase and sale agreement with Thai Beverage Recycle Company Limited, a related party, to purchase/sell glass bottles for a period of three years, effective from 1 January 2010 to 31 December 2012 under the price and conditions stated in the contract.

***Technical Assistance Agreement***

Thai Beverage Can Ltd., a subsidiary company, entered into a technical agreement with a foreign related party, Ball Corporation, whereby the latter provides the subsidiary with technical and consulting services. The subsidiary is committed to pay the technical and consulting fees in accordance with the agreement.

***License Agreement***

Thai Beverage Can Ltd., a subsidiary company, entered into a license agreement with its foreign related party, Ball Corporation, under which the latter provides the subsidiary with licensed technology. The subsidiary is committed to pay annual fixed royalty fee of USD 125,000 for the period from 10 September 2002 to 31 December 2007 and then, from 1 January 2008 to 31 December 2022, the subsidiary has to pay annual minimum royalty fee plus variable fee based on the total quantity of sets manufactured and sold by the subsidiary. As at 31 December 2011 and 2010, the subsidiary had commitment for annual minimum royalty fee over the term of agreement as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
		<i>(in US Dollars)</i>		
<b><i>Minimum annual royalty fee</i></b>				
Within one year	220,000	220,000	-	-
After one year but within five years	1,080,000	1,030,000	-	-
After five years	1,870,000	2,140,000	-	-
<b>Total</b>	<b>3,170,000</b>	<b>3,390,000</b>	<b>-</b>	<b>-</b>

**Berli Jucker Public Company Limited and its Subsidiaries**  
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*Other commitments*

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
<b>Non-cancellable operating lease commitments</b>				
Within one year	50,583	82,776	19,375	19,860
After one year but within five years	59,380	83,640	25,445	36,711
After five years	8,032	-	8,032	-
<b>Total</b>	<b>117,995</b>	<b>166,416</b>	<b>52,852</b>	<b>56,571</b>

*Contingent liabilities*

As at 31 December 2011, the Company was contingently liable to financial institutions for guaranteeing credit facilities obtained by its subsidiaries and associates totaling Baht 858 million (2010: Baht 674 million).

**7 Cash and cash equivalents**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Cash on hand	40,500	2,048	193	461
Cash at banks - current accounts	1,288,952	308,416	83,615	59,945
Cash at banks - savings accounts	273,402	759,466	96,480	311,440
Highly liquid short-term investments	225,013	130,000	-	130,000
Cheques on hand	-	23,836	28,173	23,836
<b>Total</b>	<b>1,827,867</b>	<b>1,223,766</b>	<b>208,461</b>	<b>525,682</b>

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

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Thai Baht (THB) and other functional currencies of foreign subsidiaries	1,157,419	1,025,637	196,495	525,474
United States Dollars (USD)	659,107	165,963	11,966	208
Euro (EUR)	489	9,663	-	-
Others	10,852	22,503	-	-
<b>Total</b>	<b>1,827,867</b>	<b>1,223,766</b>	<b>208,461</b>	<b>525,682</b>



**Berli Jucker Public Company Limited and its Subsidiaries**  
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**8 Trade accounts receivable**

		<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<i>Note</i>	2011	2010	2011	2010
		<i>(in thousand Baht)</i>			
Related parties	6	1,104,210	922,374	41,949	822,467
Other parties		5,341,855	4,536,118	3,723,898	3,076,856
Installment receivables		34,366	79,965	32,329	67,108
Less unearned interest on installment contracts		(1,537)	(4,240)	(1,537)	(4,240)
		<b>6,478,894</b>	<b>5,534,217</b>	<b>3,796,639</b>	<b>3,962,191</b>
Less allowance for doubtful accounts		(156,416)	(143,813)	(98,379)	(98,019)
<b>Net</b>		<b>6,322,478</b>	<b>5,390,404</b>	<b>3,698,260</b>	<b>3,864,172</b>
Bad and doubtful debts expenses for the year		<b>12,603</b>	<b>14,099</b>	<b>360</b>	<b>14,761</b>

Aging analyses for trade accounts receivable were as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
<b>Related parties</b>				
Within credit terms	421,789	453,309	688	808,189
Overdue:				
Less than 3 months	623,936	415,119	17,246	13,516
3 - 6 months	28,903	40,038	19,229	439
6 - 12 months	21,221	7,389	4,786	259
Over 12 months	8,361	6,519	-	64
	<b>1,104,210</b>	<b>922,374</b>	<b>41,949</b>	<b>822,467</b>
<b>Other parties</b>				
Within credit terms	3,644,863	2,819,130	2,484,280	2,054,094
Overdue:				
Less than 3 months	1,422,620	1,477,892	1,113,875	894,978
3 - 6 months	111,329	169,118	63,042	96,448
6 - 12 months	84,583	45,554	25,512	26,482
Over 12 months	111,289	100,149	67,981	67,722
	<b>5,374,684</b>	<b>4,611,843</b>	<b>3,754,690</b>	<b>3,139,724</b>
Less allowance for doubtful accounts	(156,416)	(143,813)	(98,379)	(98,019)
	<b>5,218,268</b>	<b>4,468,030</b>	<b>3,656,311</b>	<b>3,041,705</b>
<b>Net</b>	<b>6,322,478</b>	<b>5,390,404</b>	<b>3,698,260</b>	<b>3,864,172</b>

The normal credit term granted by the Group ranges from 45 days to 75 days.

**Berli Jucker Public Company Limited and its Subsidiaries**  
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The currency denomination of trade accounts receivable as at 31 December was as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Thai Baht (THB) and other functional currencies of foreign subsidiaries	6,056,605	5,239,080	3,756,988	3,927,024
United States Dollars (USD)	311,856	163,222	34,586	5,131
Euro (EUR)	743	42,520	-	29,922
Singapore Dollars (SGD)	47,966	33,721	4,887	-
Others	61,724	55,674	178	114
<b>Total</b>	<b><u>6,478,894</u></b>	<b><u>5,534,217</u></b>	<b><u>3,796,639</u></b>	<b><u>3,962,191</u></b>

**9 Other receivables**

		<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	Note	2011	2010	2011	2010
		<i>(in thousand Baht)</i>			
Other receivables - related parties	6	127,869	1,585	60,697	82,891
Prepaid expenses		84,212	45,820	3,954	5,581
Farmer receivables		27,338	24,955	-	-
Advance payments		111,219	131,191	68,962	94,920
Unbilled work in progress		20,097	93,465	18,927	93,465
Others		257,265	128,867	56,836	52,004
		<b><u>628,000</u></b>	<b><u>425,883</u></b>	<b><u>209,376</u></b>	<b><u>328,861</u></b>
Less allowance for doubtful accounts		(46,565)	(47,680)	(46,565)	(45,574)
<b>Net</b>		<b><u>581,435</u></b>	<b><u>378,203</u></b>	<b><u>162,811</u></b>	<b><u>283,287</u></b>
Reversal of bad and doubtful debts expenses for the year		<b><u>(1,115)</u></b>	<b><u>(1,000)</u></b>	<b><u>911</u></b>	<b><u>-</u></b>

**10 Inventories**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Finished goods	2,535,762	2,095,797	1,172,951	984,525
Work in progress	247,526	199,815	-	-
Raw materials and packaging materials	1,085,385	1,158,525	4,655	3,909
Assemblies and spare parts	855,900	839,104	9,755	6,629
Other materials	186,661	56,249	-	-
Goods in transit	438,148	341,802	69,030	71,145
	<b><u>5,349,382</u></b>	<b><u>4,691,292</u></b>	<b><u>1,256,391</u></b>	<b><u>1,066,208</u></b>
Less allowance for obsolete and slow-moving inventories	(225,217)	(225,156)	(113,634)	(79,251)
<b>Net</b>	<b><u>5,124,165</u></b>	<b><u>4,466,136</u></b>	<b><u>1,142,757</u></b>	<b><u>986,957</u></b>

**Berli Jucker Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
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	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Inventories recognised as an expense in cost of sales of goods:				
- Cost	23,456,829	18,949,756	15,731,603	14,604,671
- Write-down to net realisable value	-	95,575	34,383	14,486
- Reversal of write-down	(2,939)	-	-	-
<b>Net Total</b>	<b><u>23,453,890</u></b>	<b><u>19,045,331</u></b>	<b><u>15,765,986</u></b>	<b><u>14,619,157</u></b>

**11 Investments in subsidiaries**

		<b>Separate financial statements</b>	
	<i>Note</i>	2011	2010
		<i>(in thousand Baht)</i>	
At 1 January		7,593,834	7,056,778
Acquisition	<i>1</i>	850,000	-
Increase in share capital of subsidiary		-	537,056
<b>At 31 December</b>		<b><u>8,443,834</u></b>	<b><u>7,593,834</u></b>

Significant movements during the year ended 31 December 2010 of investment in subsidiaries were as follow:

On 28 June 2010, BJC International Company Limited received payment of the remaining unpaid portion of its share capital amounting to HKD 45.79 million. Subsequently, on 29 June 2010, the Company increased its paid-up share capital from HKD 100 million to HKD 200 million for an increase in the capital of Thai Corp International Company Limited and BJC Glass Company Limited, the Company's indirect subsidiaries. The Company received partial payment for the increase in its authorized share capital in amounting to HKD 84.94 million in December 2010.

**Berli Jucker Public Company Limited and its Subsidiaries**  
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Investments in subsidiaries as at 31 December 2011 and 2010, and dividend income from those investments for the years then ended were as follows:

	Separate financial statements											
	Ownership Interest		Paid-up capital		Cost method		Impairment		At cost-net		Dividend income	
	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
	(%)						(in thousand Baht)					
Montana Company Limited	98.80	98.80	500	500	494	494	-	-	494	494	72,383	8,702
Berli Jucker Foods Limited	100.00	100.00	320,000	320,000	320,041	320,041	-	-	320,041	320,041	32,747	36,738
Rubia Investments Limited	100.00	100.00	30,000	30,000	30,000	30,000	-	-	30,000	30,000	-	-
Berli Jucker Logistics Limited	100.00	100.00	50,000	50,000	50,000	50,000	-	-	50,000	50,000	38,000	25,000
BJC Marketing Company Limited	100.00	100.00	100,000	100,000	102,550	102,550	-	-	102,550	102,550	-	-
BJC Healthcare Company Limited	100.00	100.00	200,000	200,000	200,000	200,000	-	-	200,000	200,000	113,200	64,000
BJC Industrial and Trading Company Limited	100.00	100.00	250,000	250,000	250,000	250,000	-	-	250,000	250,000	-	-
Thai Flourspar & Minerals Company Limited	100.00	100.00	2,000	2,000	1,999	1,999	-	-	1,999	1,999	-	-
BJC International Company Limited	100.00	100.00	25,000	25,000	25,000	25,000	-	-	25,000	25,000	-	-
Berli Jucker (Myanmar) Limited	100.00	100.00	1,000,000*	1,000,000*	2,076	2,076	(2,076)	(2,076)	-	-	-	-
BJC International Company Limited	100.00	100.00	546,912	546,912	546,912	546,912	-	-	546,912	546,912	-	-
Rubia Industries Limited	99.76	99.76	70,000	70,000	77,123	77,123	-	-	77,123	77,123	45,181	43,994
Berli Jucker Specialties Limited	98.30	98.30	63,875	63,875	70,504	70,504	-	-	70,504	70,504	3,014	17,617
Thai Glass Industries Public Company Limited	98.59	98.59	1,170,000	1,170,000	3,504,453	3,504,453	-	-	3,504,453	3,504,453	438,350	201,871
Berli Jucker Cellox Limited	94.84	94.84	900,000	900,000	1,039,531	1,039,531	-	-	1,039,531	1,039,531	42,677	85,355
T.C.C. Technology Company Limited	51.00	51.00	180,000	180,000	96,237	96,237	-	-	96,237	96,237	11,383	10,557
Thai Beverage Can Limited	50.00	50.00	1,000,000	1,000,000	1,074,000	1,074,000	-	-	1,074,000	1,074,000	125,500	60,500
Thai-Scandic Steel Company Limited	34.13	34.13	586,000	586,000	200,000	200,000	-	-	200,000	200,000	-	-
Marble & Stones Company Limited	5.00	5.00	99,800	99,800	4,990	4,990	-	-	4,990	4,990	-	-
BJC Packaging Company Limited	100.00	-	850,000	-	850,000	-	-	-	850,000	-	-	-
<b>Total</b>					<b>8,445,910</b>	<b>7,595,910</b>	<b>(2,076)</b>	<b>(2,076)</b>	<b>8,443,834</b>	<b>7,593,834</b>	<b>922,435</b>	<b>554,334</b>

\* Kyats currency

**Berli Jucker Public Company Limited and its Subsidiaries**  
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**12 Investments in jointly-controlled entity**

	<b>Separate financial statements</b>	
	<b>2011</b>	<b>2010</b>
	<i>(in thousand Baht)</i>	
At 1 January	3,513,340	-
Acquisition	-	3,513,340
Redemption of preference shares	(391,651)	-
<b>At 31 December</b>	<b><u>3,121,689</u></b>	<b><u>3,513,340</u></b>



**Berli Jucker Public Company Limited and its Subsidiaries**  
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**For the years ended 31 December 2011 and 2010**

Investments in jointly-controlled entity as at 31 December 2011 and 2010, and dividend income from these investments for the years then ended were as follows:

	<b>Separate financial statements</b>							
	Ownership Interest		Paid-up capital		Cost method		Dividend income	
	2011	2010	2011	2010	2011	2010	2011	2010
	<i>(%)</i>				<i>(in thousand Baht)</i>			
BJC O-I Glass Pte. Ltd.	50.00	50.00	257,926**	257,926**	<b><u>3,121,689</u></b>	<b><u>3,513,340</u></b>	<b><u>-</u></b>	<b><u>-</u></b>

\*\* United States currency

**Berli Jucker Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
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**13 Investments in associates**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
At 1 January	412,199	398,538	231,913	231,913
Share of net profits of equity - accounted associates	45,657	62,220	-	-
Dividend income	(41,394)	(48,559)	-	-
<b>At 31 December</b>	<b><u>416,462</u></b>	<b><u>412,199</u></b>	<b><u>231,913</u></b>	<b><u>231,913</u></b>

**Berli Jucker Public Company Limited and its Subsidiaries**  
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Investments in associates as at 31 December 2011 and 2010, and dividend income from those investments for the years then ended were as follows:

Consolidated financial statements										
	Ownership interest		Paid-up capital		Cost method		Equity method		Dividend income	
	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
	(%)		(in thousand Baht)							
BJC Marine Resources Development Company Limited	49.99	49.99	94,400	94,400	52,372	52,372	12,964	12,530	-	-
Berli Asiatic Soda Company Limited	50.00	50.00	40,000	40,000	24,872	24,872	40,775	37,193	24,000	24,000
Berli Dynaplast Company Limited	49.00	49.00	303,933	303,933	195,069	195,069	280,334	279,408	14,994	23,520
Gaew Grung Thai Co., Ltd.	25.00	25.00	320,000	320,000	80,000	80,000	82,389	83,068	2,400	1,039
Total					352,313	352,313	416,462	412,199	41,394	48,559

Separate financial statements												
	Ownership interest		Paid-up capital		Cost method		Impairment		At cost-net		Dividend income	
	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
	(%)		(in thousand Baht)									
BJC Marine Resources Development Company Limited	49.99	49.99	94,400	94,400	52,372	52,372	(40,400)	(40,400)	11,972	11,972	-	-
Berli Asiatic Soda Company Limited	50.00	50.00	40,000	40,000	24,872	24,872	-	-	24,872	24,872	24,000	24,000
Berli Dynaplast Company Limited	49.00	49.00	303,933	303,933	195,069	195,069	-	-	195,069	195,069	14,994	23,520
Total					272,313	272,313	(40,400)	(40,400)	231,913	231,913	38,994	47,520

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The following summarised financial information on associated companies, were prepared by their management's which have been accounted for using the equity method is not adjusted for the percentage of ownership held by the Group:

	Ownership interest (%)	Total assets	Total liabilities	Total revenues <i>(in thousand Baht)</i>	Total expense	Net profit/(loss)
<b>2011</b>						
BJC Marine Resources Development Company Limited	49.99	19,292	389	557	124	433
Berli Asiatic Soda Company Limited	50.00	306,462	265,789	289,391	249,772	27,582
Berli Dynaplast Company Limited	49.00	636,647	380,453	568,988	553,068	15,920
Gaew Grung Thai Co., Ltd.	25.00	169,493	80,008	325,674	323,953	1,720
<b>Total</b>		<b><u>1,131,894</u></b>	<b><u>726,639</u></b>	<b><u>1,184,610</u></b>	<b><u>1,126,917</u></b>	<b><u>45,655</u></b>
<b>2010</b>						
BJC Marine Resources Development Company Limited	49.99	18,791	321	485	198	287
Berli Asiatic Soda Company Limited	50.00	203,523	166,432	333,019	289,388	30,031
Berli Dynaplast Company Limited	49.00	609,043	351,865	627,250	597,253	29,997
Gaew Grung Thai Co., Ltd.	25.00	149,213	59,820	298,274	295,819	2,455
<b>Total</b>		<b><u>980,570</u></b>	<b><u>578,438</u></b>	<b><u>1,304,028</u></b>	<b><u>1,164,658</u></b>	<b><u>62,770</u></b>

#### **14 Other long-term investments**

Other long-term investments as at 31 December 2011 and 2010 comprised general investments in equity securities as follows:

	Ownership interest		Paid-up capital		Cost method			
					Consolidated		Separate	
	2011	2010	2011	2010	financial statements		financial statements	
	(%)		<i>(in thousand Kyats)</i>		<i>(in thousand Baht)</i>			
Siam Cement Myanmar Trading Ltd.	15.00	15.00	1,320*	1,320*	<b><u>837</u></b>	<b><u>837</u></b>	<b><u>837</u></b>	<b><u>837</u></b>

\* Kyats currency

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**15 Investment properties**

		Consolidated		Separate	
		financial statements		financial statements	
	Note	2011	2010	2011	2010
		(in thousand Baht)			
<b>Cost</b>					
At 1 January		235,277	247,329	489,095	499,490
Transfer to property, plant and equipment	16	(28,731)	(12,052)	(28,731)	(10,395)
<b>At 31 December</b>		<b>206,546</b>	<b>235,277</b>	<b>460,364</b>	<b>489,095</b>
<b>Depreciation and impairment losses</b>					
At 1 January		121,989	123,895	382,531	370,514
Depreciation charge for the year		4,313	5,136	16,245	18,063
Impairment losses		2,488	-	-	-
Transfer to property, plant and equipment	16	(17,742)	(7,042)	(17,742)	(6,046)
<b>At 31 December</b>		<b>111,048</b>	<b>121,989</b>	<b>381,034</b>	<b>382,531</b>
<b>Net book value</b>					
<b>At 1 January 2010</b>		<b>-</b>	<b>123,434</b>	<b>-</b>	<b>128,976</b>
<b>At 31 December 2010 and 1 January 2011</b>		<b>113,288</b>	<b>113,288</b>	<b>106,564</b>	<b>106,564</b>
<b>At 31 December 2011</b>		<b>95,498</b>	<b>-</b>	<b>79,330</b>	<b>-</b>

Investment properties were revalued as at 31 December 2011 by UK Valuations and Agency Co., Ltd., a firm of independent professional valuers, at open market values on an existing use basis. The appraised value was Baht 271 million.

Investment properties comprise a number of commercial properties that are leased to third parties. Each of the leases contains an initial non-cancellable period of 2-30 years. Subsequent renewals are negotiated with the lessee. No contingent rents are charged. One property has been transferred from investment property (see note 16) to property, plant and equipment, since the Group has decided to use the properties for its own operations.



**Berli Jucker Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
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**16 Property, plant and equipment**

	<b>Consolidated financial statements</b>						
	Land and land improvement	Buildings and building improvement	Machinery and equipment	Furniture, fixtures and office equipment (in thousand Baht)	Vehicles	Assets under construction	Total
<b>Cost</b>							
At 1 January 2010	2,109,120	3,417,138	15,086,282	1,212,444	142,213	320,562	22,287,759
Additions	-	7,725	176,962	43,279	15,730	753,860	997,556
Acquisitions through business combination	128,349	249,046	1,069,308	5,060	7,028	121,628	1,580,419
Reclassification from investment property	-	12,052	-	-	-	-	12,052
Transfers	(404)	6,117	350,265	5,855	-	(362,170)	(337)
Disposals	-	(914)	(60,095)	(9,436)	(10,902)	-	(81,347)
Written-off	-	-	(106,594)	(30,802)	-	(4,704)	(142,100)
Translation differences on consolidation	(3,485)	(14,212)	(78,686)	(395)	(1,186)	(50,753)	(148,717)
<b>At 31 December 2010 and 1 January 2011</b>	<b>2,233,580</b>	<b>3,676,952</b>	<b>16,437,442</b>	<b>1,226,005</b>	<b>152,883</b>	<b>778,423</b>	<b>24,505,285</b>
Additions	2,269	58,090	437,517	53,693	14,709	2,044,212	2,610,490
Acquisitions through business combination	74,797	170,407	432,574	33,145	733	1,925	713,581
Reclassification from investment property	-	28,731	-	-	-	-	28,731
Transfers	-	201,519	537,610	22,277	(39,705)	(761,905)	(40,204)
Disposals	-	(47)	(52,158)	(3,465)	(19,079)	(8,511)	(83,260)
Written-off	-	(857)	(9,508)	(10,215)	-	(12,223)	(32,803)
Translation differences on consolidation	615	8,529	40,378	311	1,326	9,693	60,852
<b>At 31 December 2011</b>	<b>2,311,261</b>	<b>4,143,324</b>	<b>17,823,855</b>	<b>1,321,751</b>	<b>110,867</b>	<b>2,051,614</b>	<b>27,762,672</b>

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<b>Consolidated financial statements</b>							
	Land and land improvement	Buildings and building improvement	Machinery and equipment	Furniture, fixtures and office equipment (in thousand Baht)	Vehicles	Assets under construction	Total
<b>Depreciation</b>							
At 1 January 2010	35,032	1,899,786	7,918,648	1,001,841	85,621	-	10,940,928
Depreciation charge for the year	1,597	154,192	1,127,756	67,680	16,567	-	1,367,792
Reclassification from investment property	-	7,042	-	-	-	-	7,042
Transfers	-	-	(3,335)	(9)	-	3,300	(44)
Disposals	-	(914)	(59,643)	(10,487)	(7,077)	-	(78,121)
Written-off	-	-	(104,876)	(30,671)	-	-	(135,547)
Effect of movement in exchange rates	(2,341)	(5,621)	(52,511)	(870)	(1,415)	-	(62,758)
<b>At 31 December 2010 and 1 January 2011</b>	<b>34,288</b>	<b>2,054,485</b>	<b>8,826,039</b>	<b>1,027,484</b>	<b>93,696</b>	<b>3,300</b>	<b>12,039,292</b>
Depreciation charge for the year	3,806	177,852	1,410,125	36,741	17,289	10,303	1,656,116
Reclassification from investment property	-	17,742	-	-	-	-	17,742
Transfers	-	6,504	(5,799)	(964)	(39,683)	(1,821)	(41,763)
Disposals	-	(42)	(51,808)	(2,419)	(11,820)	-	(66,089)
Written-off	-	(272)	(8,559)	(9,036)	-	-	(17,867)
Effect of movement in exchange rates	-	1,290	27,168	332	1,410	404	30,604
<b>At 31 December 2011</b>	<b>38,094</b>	<b>2,257,559</b>	<b>10,197,166</b>	<b>1,052,138</b>	<b>60,892</b>	<b>12,186</b>	<b>13,618,035</b>

**Berli Jucker Public Company Limited and its Subsidiaries**  
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	<b>Consolidated financial statements</b>						
	Land and land improvement	Buildings and building improvement	Machinery and equipment	Furniture, fixtures and office equipment (in thousand Baht)	Vehicles	Assets under construction	Total
<i><b>Impairment losses</b></i>							
At 1 January 2010	-	4,770	1,045	18	-	-	5,833
Impairment losses	-	55	-	-	-	-	55
<b>At 31 December 2010 and 1 January 2011</b>	<b>-</b>	<b>4,825</b>	<b>1,045</b>	<b>18</b>	<b>-</b>	<b>-</b>	<b>5,888</b>
Reversal of impairment losses	-	(3,733)	-	(18)	-	-	(3,751)
<b>At 31 December 2011</b>	<b>-</b>	<b>1,092</b>	<b>1,045</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,137</b>
<i><b>Net book value</b></i>							
At 1 January 2010	2,074,088	1,512,582	7,166,589	210,585	56,592	320,562	11,340,998
At 31 December 2010 and 1 January 2011	2,199,292	1,617,642	7,610,358	198,503	59,187	775,123	12,460,105
At 31 December 2011	2,273,167	1,884,673	7,625,644	269,613	49,975	2,039,428	14,142,500

**Berli Jucker Public Company Limited and its Subsidiaries**  
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	Separate financial statements						
	Land and land improvement	Buildings and building improvement	Machinery and equipment	Furniture, fixtures and office equipment (in thousand Baht)	Vehicles	Assets under construction	Total
<b>Cost</b>							
At 1 January 2010	9,796	273,252	14,036	597,897	59,907	800	955,688
Additions	-	-	22,030	10,172	13,913	2,735	48,850
Reclassification from investment property	-	10,395	-	-	-	-	10,395
Transfers	-	-	(68)	2,226	-	(2,635)	(477)
Disposals	-	-	-	(710)	(7,139)	-	(7,849)
Written-off	-	-	(15)	(22,679)	-	-	(22,694)
<b>At 31 December 2010 and 1 January 2011</b>	<b>9,796</b>	<b>283,647</b>	<b>35,983</b>	<b>586,906</b>	<b>66,681</b>	<b>900</b>	<b>983,913</b>
Additions	-	-	7,499	14,503	11,550	30,395	63,947
Reclassification from investment property	-	28,731	-	-	-	-	28,731
Transfers	-	-	-	(167)	-	(853)	(1,020)
Disposals	-	-	-	(11)	(14,304)	-	(14,315)
Written-off	-	-	(14)	(1,149)	-	-	(1,163)
<b>At 31 December 2011</b>	<b>9,796</b>	<b>312,378</b>	<b>43,468</b>	<b>600,082</b>	<b>63,927</b>	<b>30,442</b>	<b>1,060,093</b>

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	<b>Separate financial statements</b>						
	Land and land improvement	Buildings and building improvement	Machinery and equipment	Furniture, fixtures and office equipment (in thousand Baht)	Vehicles	Assets under construction	Total
<b><i>Depreciation</i></b>							
At 1 January 2010	312	155,887	2,007	540,738	17,052	-	715,996
Depreciation charge for the year	84	9,398	3,301	18,018	11,576	-	42,377
Reclassification from investment property	-	6,046	-	-	-	-	6,046
Transfers	-	-	(21)	(21)	-	-	(42)
Disposals	-	-	-	(695)	(3,315)	-	(4,010)
Written-off	-	-	(14)	(22,664)	-	-	(22,678)
<b>At 31 December 2010 and 1 January 2011</b>	<b>396</b>	<b>171,331</b>	<b>5,273</b>	<b>535,376</b>	<b>25,313</b>	<b>-</b>	<b>737,689</b>
Depreciation charge for the year	84	10,179	7,337	18,129	12,206	-	47,935
Reclassification from investment property	-	17,742	-	-	-	-	17,742
Disposals	-	-	-	(11)	(7,280)	-	(7,291)
Written-off	-	-	(2)	(1,126)	-	-	(1,128)
<b>At 31 December 2011</b>	<b>480</b>	<b>199,252</b>	<b>12,608</b>	<b>552,368</b>	<b>30,239</b>	<b>-</b>	<b>794,947</b>
<b><i>Net book value</i></b>							
At 1 January 2010	9,484	117,365	12,029	57,159	42,855	800	239,692
At 31 December 2010 and 1 January 2011	9,400	112,316	30,710	51,530	41,368	900	246,224
At 31 December 2011	9,316	113,126	30,860	47,714	33,688	30,442	265,146

**Berli Jucker Public Company Limited and its Subsidiaries**  
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*Security of subsidiary*

Land with structures thereon and machinery and tools of the subsidiary has been placed under a negative pledge under the loan agreements between Thai Malaya Glass Company Limited and a local bank as described in Note 21 to financial statements.

As at 31 December 2011 and 2010, land, property and equipment on the consolidated basis included the excess of acquisition costs amounting to Baht 1,810 and 1,729 million respectively representing the differences between the fair values of the original costs of the land, property and equipment to the subsidiaries concerned. Taxes that might become payable on the realisation of revaluation surpluses through disposals of these assets are included under deferred income tax liabilities in the consolidated financial statements.

The borrowing cost of assets under construction have been capitalized in the consolidated financial statements amounting to Baht 104.63 million (2010: Baht 0.02 million) at the interest rate of 17.50 % (2010: 1.80%)

The gross amount of the Group's fully depreciated property, plant and equipment that was still in use as at 31 December 2011 amounted to Baht 6,112 million (2010: Baht 4,626 million) for the consolidated financial statements and amounted to Baht 794 million (2010: Baht 546 million) for the separate financial statements.

**17 Goodwill**

		<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<i>Note</i>	2011	2010	2011	2010
		<i>(in thousand Baht)</i>			
<b>Cost</b>					
At 1 January		1,420,265	81,876	-	-
Acquired through business combinations	5	586,147	1,338,389	-	-
<b>At 31 December</b>		<b>2,006,412</b>	<b>1,420,265</b>	<b>-</b>	<b>-</b>
<b>Net book value</b>					
At 1 January		1,420,265	81,876	-	-
At 31 December		2,006,412	1,420,265	-	-



**Berli Jucker Public Company Limited and its Subsidiaries**  
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**18 Other intangible assets**

	Consolidated financial statements				
	Distribution channel	Related customer relationship	Software licences	Software licences under instalment	Total
	<i>(in thousand Baht)</i>				
<b>Cost</b>					
At 1 January 2010	-	-	264,471	16,159	280,630
Additions	-	-	8,361	25,818	34,179
Acquisitions through business combination	98,653	699,224	1,578	-	799,455
Transfers	-	-	42,347	(41,977)	370
Write-offs	-	-	(18,289)	-	(18,289)
<b>At 31 December 2010 and 1 January 2011</b>	<b>98,653</b>	<b>699,224</b>	<b>298,468</b>	<b>-</b>	<b>1,096,345</b>
Additions	-	-	132,632	8,652	141,284
Acquisitions through business combination	-	-	21,366	-	21,366
Transfers	-	-	6,688	(6,688)	-
Write-offs	-	-	(251)	-	(251)
<b>At 31 December 2011</b>	<b>98,653</b>	<b>699,224</b>	<b>458,903</b>	<b>1,964</b>	<b>1,258,744</b>
<b>Amortisation</b>					
At 1 January 2010	-	-	205,753	-	205,753
Amortisation charge for the year	-	16,022	25,797	-	41,819
Write-offs	-	-	(18,289)	-	(18,289)
<b>At 31 December 2010 and 1 January 2011</b>	<b>-</b>	<b>16,022</b>	<b>213,261</b>	<b>-</b>	<b>229,283</b>
Amortisation charge for the year	4,933	31,522	67,470	-	103,925
Write-offs	-	-	(43)	-	(43)
Effect of movement in exchange rates	-	-	12	-	12
<b>At 31 December 2011</b>	<b>4,933</b>	<b>47,544</b>	<b>280,700</b>	<b>-</b>	<b>333,177</b>
<b>Net book value</b>					
At 1 January 2010	-	-	58,718	16,159	74,877
At 31 December 2010 and 1 January 2011	98,653	683,202	85,207	-	867,062
At 31 December 2011	93,720	651,680	178,203	1,964	925,567

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	Separate financial statements		
	Software licences	Software licences under instalment (in thousand Baht)	Total
At 1 January 2010	103,501	16,159	119,660
Additions	2,844	25,818	28,662
Transfer	41,977	(41,977)	-
Disposals	(16,335)	-	(16,335)
<b>At 31 December 2010 and 1 January 2011</b>	<b>131,987</b>	<b>-</b>	<b>131,987</b>
Additions	4,833	8,652	13,485
Transfer	6,688	(6,688)	-
Disposals	(208)	-	(208)
<b>At 31 December 2011</b>	<b>143,300</b>	<b>1,964</b>	<b>145,264</b>
<b>Amortisation</b>			
At 1 January 2010	90,081	-	90,081
Amortisation charge for the year	9,312	-	9,312
Disposals	(16,335)	-	(16,335)
<b>At 31 December 2010 and 1 January 2011</b>	<b>83,058</b>	<b>-</b>	<b>83,058</b>
Amortisation charge for the year	12,631	-	12,631
<b>At 31 December 2011</b>	<b>95,689</b>	<b>-</b>	<b>95,689</b>
<b>Net book value</b>			
At 1 January 2010	13,420	16,159	29,579
At 31 December 2010 and 1 January 2011	48,929	-	48,929
At 31 December 2011	47,611	1,964	49,575

The gross amount of the Group's fully amortised intangible assets that was still in use as at 31 December 2011 amounted to Baht 194 million (2010: Baht 176 million) for the consolidated financial statements and amounted to Baht 77 million (2010: Baht 67 million) for the separate financial statements.

## 19 Deferred tax

Deferred tax assets and liabilities as at 31 December 2011 and 2010 were as follows:

	Consolidated financial statements		Separate financial statements	
	2011	2010	2011	2010
	(in thousand Baht)			
Assets	407,549	432,786	134,381	151,422
Liabilities	(544,094)	(697,776)	-	-
<b>Net</b>	<b>(136,545)</b>	<b>(264,990)</b>	<b>134,381</b>	<b>151,422</b>

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

	<b>Consolidated financial statements</b>						
	<b>At 31 December 2010 restated</b>	<b>Impact of changes in accounting policy</b>	<b>At 1 January 2011 restated</b>	<b>Profit / loss (in thousand Baht)</b>	<b>Acquired in business combination</b>	<b>Exchange difference</b>	<b>At 31 December 2011</b>
<i><b>Deferred tax assets</b></i>							
Investment (impairment)	12,743	-	12,743	(4,248)	-	-	8,495
Property, plant and equipment (impairment)	965	-	965	795	-	-	1,760
Provisions	304,655	52,276	356,931	(63,815)	-	(534)	292,582
Loss carry forward	114,423	-	114,423	(9,869)	-	158	104,712
<b>Total</b>	<b>432,786</b>	<b>52,276</b>	<b>485,062</b>	<b>(77,137)</b>	<b>-</b>	<b>(376)</b>	<b>407,549</b>
<i><b>Deferred tax liabilities</b></i>							
Property, plant and equipment (Revaluation)	(697,776)	-	(697,776)	194,466	(40,784)	-	(544,094)
<b>Total</b>	<b>(697,776)</b>	<b>-</b>	<b>(697,776)</b>	<b>194,466</b>	<b>(40,784)</b>	<b>-</b>	<b>(544,094)</b>
<b>Net</b>	<b>(264,990)</b>	<b>52,276</b>	<b>(212,714)</b>	<b>117,329</b>	<b>(40,784)</b>	<b>(376)</b>	<b>(136,545)</b>

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<b>Consolidated financial statements</b>					
(Charged) / Credited to:					
	<b>At 1 January 2010</b>	<b>Profit or loss</b>	<b>Acquired in business combination (in thousand Baht)</b>	<b>Exchange difference</b>	<b>At 31 December 2010</b>
<i><b>Deferred tax assets</b></i>					
Investment (impairment)	83,165	(70,422)	-	-	12,743
Property, plant and equipment (impairment)	1,030	(65)	-	-	965
Provisions	247,255	20,366	38,485	(1,451)	304,655
Loss carry forward	200,122	(85,699)	-	-	114,423
<b>Total</b>	<b>531,572</b>	<b>(135,820)</b>	<b>38,485</b>	<b>(1,451)</b>	<b>432,786</b>
<i><b>Deferred tax liabilities</b></i>					
Property, plant and equipment (revaluation)	(488,250)	-	(209,526)	-	(697,776)
<b>Total</b>	<b>(488,250)</b>	<b>-</b>	<b>(209,526)</b>	<b>-</b>	<b>(697,776)</b>
<b>Net</b>	<b>43,322</b>	<b>(135,820)</b>	<b>(171,041)</b>	<b>(1,451)</b>	<b>(264,990)</b>

<b>Separate financial statements</b>					
	<b>At 1 January 2011 as reported</b>	<b>Impact of changes in accounting policies</b>	<b>At 1 January 2011 - re-atated</b>	<b>(Charged) / Credited to profit or loss</b>	<b>At 31 December 2011</b>
<i><b>Deferred tax assets</b></i>					
Investment (impairment)	12,743	-	12,743	(4,248)	8,495
Provisions	138,679	5,747	144,426	(18,540)	125,886
	<b>151,422</b>	<b>5,747</b>	<b>157,169</b>	<b>(22,788)</b>	<b>134,381</b>

<b>Separate financial statements</b>			
(Charged) / Credited to			
	<b>At 1 January 2010</b>	<b>Credited to profit or loss</b>	<b>At 31 December 2010</b>
<i><b>Deferred tax assets</b></i>			
Investment (impairment)	12,743	-	12,743
Provisions	121,783	16,896	138,679
	<b>134,526</b>	<b>16,896</b>	<b>151,422</b>

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**20 Other non-current assets**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Deposits	51,335	20,173	7,294	7,447
Transportation packaging	59,678	61,256	-	-
Unused assets	16,977	17,166	-	-
Others	4,050	10,651	-	-
<b>Total</b>	<b>132,040</b>	<b>109,246</b>	<b>7,294</b>	<b>7,447</b>

**21 Interest-bearing liabilities**

		<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<i>Note</i>	2011	2010	2011	2010
		<i>(in thousand Baht)</i>			
<b>Current</b>					
Short-term loans from financial institutions		2,630,714	647,510	550,000	-
Current portion of long-term loans from financial institutions		567,224	433,500	-	-
Current portion of debentures		-	3,029,588	-	3,029,588
Short-term loans from related parties	6	-	-	986,903	1,008,189
<b>Total current</b>		<b>3,197,938</b>	<b>4,110,598</b>	<b>1,536,903</b>	<b>4,037,777</b>
<b>Non-current</b>					
Long-term loans from financial institutions		3,517,525	2,068,250	1,576,000	1,576,000
Debentures		4,394,573	1,896,566	4,394,573	1,896,566
<b>Total non-current</b>		<b>7,912,098</b>	<b>3,964,816</b>	<b>5,970,573</b>	<b>3,472,566</b>
<b>Total interest-bearing liabilities</b>		<b>11,110,036</b>	<b>8,075,414</b>	<b>7,507,476</b>	<b>7,510,343</b>

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

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Within one year	3,197,938	4,110,598	1,536,903	4,037,777
After one year but within five years	7,912,098	3,964,816	5,970,573	3,472,566
<b>Total</b>	<b>11,110,036</b>	<b>8,075,414</b>	<b>7,507,476</b>	<b>7,510,343</b>

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**Debentures**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
<b>Current</b>				
Current portion of debentures	-	3,029,588	-	3,029,588
<b>Non-current</b>				
Principal	4,400,000	1,900,000	4,400,000	1,900,000
Less accumulated amortisation of transaction costs	(5,427)	(3,434)	(5,427)	(3,434)
<b>Net</b>	<b>4,394,573</b>	<b>1,896,566</b>	<b>4,394,573</b>	<b>1,896,566</b>
<b>Total</b>	<b>4,394,573</b>	<b>4,926,154</b>	<b>4,394,573</b>	<b>4,926,154</b>

*Debentures*

The Company issued unsecured debentures as follows:

Date of issue	Amount	Interest rate (% per annum)		Maturity date
March 2008 <sup>(1)</sup>	3,030 million	3.73	Semi-annually	Start March 2011
May 2011	1,500 million	3.77	Semi-annually	Start May 2014
July 2010	1,900 million	3.45	Semi-annually	Start July 2015
May 2011	1,000 million	3.98	Semi-annually	Start May 2016

The Company is required to maintain an interest bearing debt to equity ratio no more than 1.75 to 1 based on the annual consolidated financial statements, for all debentures.

<sup>(1)</sup> On 16 October 2009, the Company entered into an interest rate swap agreement with a financial institution for one year starting from 26 September 2009 to 26 September 2010. The Company pays Thai Baht floating rate, based on the average of 6-month fixed deposit rate quoted by 4 reference commercial banks, plus 2.30% per annum and receives fixed interest at 3.73% per annum, being the interest rate of the Company's debentures, semi-annually.

As at 31 December 2011, short-term loans from financial institutions in the consolidated financial statements are detailed below:

a) Short-term loans of the Company consisted of:

The first loan contract on 2 December 2011 in the amount of Baht 300 million, interest rate at 3.15% per annum, maturing on demand within three months from the contract date.

The second loan contract on 15 December 2011 in the amount of Baht 70 million, interest rate at 3.35% annum, maturing on 13 January 2012.



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The third loan contract on 26 December 2011 in the amount of Baht 150 million, interest rate at 3.35% per annum, maturing on 25 January 2012.

The fourth loan contract on 30 December 2011 in the amount of Baht 30 million, interest rate at 3.38% per annum, maturing on demand.

- b) Short-term loan contract from a financial institution of Thai Glass Industries Public Company Limited, a subsidiary company consisted of:

The first loan of Baht 1,065 million, interest rate at 3.37% per annum, maturing on demand.

The second loan of Baht 167 million, interest rate at 3.45% per annum, maturing on demand.

- c) Short-term note payables from financial institutions of Baht 849 million (2010: Baht 288 million).

As at 31 December 2011 and 2010, long-term loans are detailed below:

- a) Long-term loans of the Company consisted of a loan from a financial institution, as detailed below:

In July 2010, The Company entered into a long-term Baht loan agreement with a financial institution at total credit limit of Baht 2,500 million. The outstanding loan as at 31 December 2011 amounted to Baht 1,576 million (2010: Baht 1,576 million), repayable in year five, commencing from the day of first withdrawal. Interest is paid semi-annually at the rate of 3.59% per annum.

Under these loan agreements, the Company is required to comply with conditions and restrictions stipulated in the loan agreements such as negative pledge of assets, maintenance of financial ratio, etc.

- b) Long-term loans of Thai Beverage Can Limited, a subsidiary company, consisted of loans with financial institutions, as detailed below:

The loan is a Baht loan with credit facilities of Baht 800 million and outstanding balance as at 31 December 2011 was Baht 800 million. This 3 years loan is repayable in eighteen equal monthly installments at Baht 40 million for 12 months, Baht 50 million for 4 months and Baht 60 million for 2 months. The first repayment will be paid on February 2013 and the last repayment will be paid on 31 July 2014. Interest is payable on a monthly basis at fixed rate of 4.40% per annum.

Under these loan agreements, the Company is required to comply with conditions and restrictions stipulated in the loan agreements such as negative pledge of assets, maintenance of financial ratio, etc.

- c) Long-term loans of Thai Malaya Glass Company Limited, a subsidiary company, consisted of loans with financial institutions, as detailed below:

The loan is a Baht loan with credit facilities of Baht 780 million and outstanding balance as at 31 December 2011 was Baht 487.5 million. This 3 years loan is repayable in ten equal monthly installments at Baht 50 million for 6 installments, Baht 52.5 million for a month and Baht 45 million for 3 installments. The first repayment will be paid on March 2012 and the last repayment will be paid on 30 June 2014. Interest is payable on a monthly basis at fixed rate of 4.06% per annum.

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- d) Long-term loans of Malaya-Vietnam Glass Limited, an indirect subsidiary of jointly-controlled entity, consisted of loans with financial institutions, as detailed below:

The loan is a VND loan with credit facilities of VND 83,312 million and outstanding balance as at 31 December 2011 was VND 6,097.72 million. This 3 years and 9 months loan is repayable in quarterly installments at VND 5,207 million. The first repayment will be paid on March 2013. Interest is payable on a monthly basis at fixed rate of 17.5% per annum.

The loan is a USD loan with credit facilities of USD 17 million and outstanding balance as at 31 December 2011 was USD 0.08 million. This 3 years and 9 months loan is repayable in quarterly installments at USD 1.07 million. The first repayment will be paid on September 2012. Interest is payable on a monthly basis at fixed rate of COF+1.50% per annum.

- e) Long-term loans of Malaya Glass Products Sdn Bhd, a subsidiary of jointly-controlled entity, consisted of loans with financial institutions, as detailed below:

The loan is a MYR loan with credit facilities of MYR 95 million and outstanding balance as at 31 December 2011 was MYR 85.10 million. This 4 years loan is repayable in monthly installments at MYR 1.98 million. The first repayment had been paid on August 2011. Interest is payable on a monthly basis at fixed rate of 4.55% per annum.

- f) Long-term loans of Thai Corp International (Vietnam) Company Limited, a subsidiary of indirect subsidiary, consisted of loans with financial institutions, as detailed below:

The loan is a VND loan with credit facilities of VND 580 million and outstanding balance as at 31 December 2011 was VND 499 million. This 3 years loan is repayable in thirty six equal monthly installments at least VND 16 million. The first repayment had been paid on August 2011 and the last repayment will be paid within 5 July 2014. Interest is payable monthly at fixed rate 16.00% per annum.

- g) Long-term loans of Thai Glass Industries Public Company Limited, a subsidiary company, consisted of loans with financial institutions, as detailed below:

The loan is a Baht loan of Baht 1,000 million with 5 year term, commencing from the third quarter of 2007. The outstanding balance as at 31 December 2010 was Baht 583 million. This loan is repayable in eleven equal quarterly installments of Baht 83.5 million, from October 2009 to July 2012 of Baht 81.5 million. Interest is payable quarterly at fixed rate of 4.375% per annum

- h) Long-term loans of T.C.C. Technology Company Limited, a subsidiary company, consisted of a loan from a financial institution, as detailed below:

The loan is a Baht loan with credit facilities of Baht 100 million and outstanding balance as at 31 December 2011 was Baht 32 million. This 2 years loan is repayable in five equal quarterly installments of at least Baht 17 million, commencing from April 2009 and the last repayment to be made by 31 July 2011. Interest is payable on a monthly basis at a fixed rate of 3.55% per annum.

Under these loan agreements, the subsidiaries are required to comply with conditions and restrictions stipulated in the loan agreements such as maintenance of financial ratio, etc.

As at 31 December 2011 the Group and the Company had unutilised credit facilities totaling Baht 15,186 million and Baht 1,879 million, respectively (2010: Baht 16,274 million and Baht 2,291 million, respectively).

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

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Thai Baht (THB) and other functional currencies of foreign subsidiaries	10,998,328	8,034,721	7,507,476	7,510,343
United States Dollars (USD)	111,708	40,693	-	-
<b>Total</b>	<b><u>11,110,036</u></b>	<b><u>8,075,414</u></b>	<b><u>7,507,476</u></b>	<b><u>7,510,343</u></b>

**22 Trade accounts payable**

		<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<i>Note</i>	2011	2010	2011	2010
		<i>(in thousand Baht)</i>			
Related parties	6	324,074	252,887	1,783,558	2,230,548
Other parties		3,164,680	2,879,593	476,191	562,311
<b>Total</b>		<b><u>3,488,754</u></b>	<b><u>3,132,480</u></b>	<b><u>2,259,749</u></b>	<b><u>2,792,859</u></b>

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

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Thai Baht (THB) and other functional currencies of foreign subsidiaries	1,864,192	1,678,005	1,953,695	2,472,766
United States Dollars (USD)	1,251,884	1,105,796	221,474	219,151
Japanese Yen (JPY)	2,383	239,537	1,618	41,822
Euro (EUR)	194,501	63,894	55,757	46,366
Singapore Dollars (SGD)	42,362	578	22,773	-
Great Britain Pound (GBP)	91,181	14,118	3,197	-
Others	42,251	30,552	1,235	12,754
<b>Total</b>	<b><u>3,488,754</u></b>	<b><u>3,132,480</u></b>	<b><u>2,259,749</u></b>	<b><u>2,792,859</u></b>

**Berli Jucker Public Company Limited and its Subsidiaries**  
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**23 Other payables**

		<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<i>Note</i>	2011	2010	2011	2010
		<i>(in thousand Baht)</i>			
Other payables – related parties	6	2,663	5,269	15,616	19,111
Payables for asset purchases		65,620	166,389	-	52
Deferred income		139,245	316,598	45,323	97,770
Accrued advertising and promotion		488,210	309,456	418,160	296,597
Accrued commission		160,564	109,033	152,598	91,984
Others		357,122	139,388	183,047	101,490
<b>Total</b>		<b>1,213,424</b>	<b>1,046,133</b>	<b>814,744</b>	<b>607,004</b>

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

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Thai Baht (THB) and other functional currencies of foreign subsidiaries	1,207,473	887,625	812,290	606,207
United States Dollars (USD)	5,662	158,508	2,165	797
Others (EUR)	289	-	289	-
<b>Total</b>	<b>1,213,424</b>	<b>1,046,133</b>	<b>814,744</b>	<b>607,004</b>

**24 Employee benefit obligations**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
<b>Statement of financial position obligations for:</b>				
Post-employment benefits				
Retirement benefit plan	438,238	400,779	136,788	111,022
Other long-term employee benefits	179,427	-	19,652	-
<b>Total</b>	<b>617,665</b>	<b>400,779</b>	<b>156,440</b>	<b>111,022</b>

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	<b>Consolidated</b>		<b>Separate</b>	
	<b>financial statements</b>		<b>financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
<b>For the year ended 31 December</b>				
<b>Statement of comprehensive income:</b>				
<b>Recognised in profit or loss:</b>				
Post-employment benefits				
Retirement benefit plan	43,919	43,570	28,842	15,216
Other long-term employee benefits	19,555	-	2,621	-
<b>Total</b>	<b>63,474</b>	<b>43,570</b>	<b>31,463</b>	<b>15,216</b>

The Group adopted TAS 19 - Employee Benefits with effect from 1 January 2011; the effect on the financial statements is discussed in note 3(h). As stated in note 3(h), the Group has opted to record post-employment benefits as (income)/expenses in the transitional period as at 1 January 2011, in total amount of Baht (8.23) million for the Group and Baht 12.83 million for the Company and record the amount of other long-term employee benefits in the transitional period as at 1 January 2011, totaling Baht 174.25 million for the Group and Baht 19.16 million for the Company, as an adjustment to retained earnings as at 1 January 2011.

***Retirement benefit plan***

The Group and the Company operate a defined benefit pension plan based on the requirement of Thai Labour Protection Act B.E 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service.

The statement of financial position obligation was determined as follows:

	<b>Consolidated</b>		<b>Separate</b>	
	<b>financial statements</b>		<b>financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Present value of unfunded obligations	438,238	400,779	136,788	111,022
<b>Statement of financial position obligation</b>	<b>438,238</b>	<b>400,779</b>	<b>136,788</b>	<b>111,022</b>

Movement in the present value of the defined benefit obligations:

	<b>Consolidated</b>		<b>Separate</b>	
	<b>financial statements</b>		<b>financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Defined benefit obligations at 1 January	400,779	365,008	111,022	98,812
Transitional obligation recognised	(8,233)	-	12,832	-
Benefits paid by the plan	(20,883)	(17,602)	(3,076)	(3,006)
Current service costs and interest income	52,152	43,570	16,010	15,216
Acquisitions through business combination	14,205	10,263	-	-
Effect of movement in exchange rates	218	(460)	-	-
<b>Defined benefit obligations at 31 December</b>	<b>438,238</b>	<b>400,779</b>	<b>136,788</b>	<b>111,022</b>

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Expense recognised in profit or loss (note 33)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Transitional obligation recognised	(8,233)	-	12,832	-
Current service costs	36,931	43,570	11,434	15,216
Interest on obligation	15,221	-	4,576	-
<b>Total</b>	<b>43,919</b>	<b>43,570</b>	<b>28,842</b>	<b>15,216</b>

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

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Cost of sales	20,913	22,768	55	-
Selling expenses	(3,153)	1,888	18,501	2,796
Administrative expenses	26,159	18,914	10,286	12,420
<b>Total</b>	<b>43,919</b>	<b>43,570</b>	<b>28,842</b>	<b>15,216</b>

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

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	%			
Discount rate	4.00	-	4.00	-
Future salary increases	4	-	4.82	-

**25 Other non-current liabilities**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Long-term lease income	76,802	90,475	57,784	62,694
Other liabilities	33,979	21,319	11,066	10,903
<b>Total</b>	<b>110,781</b>	<b>111,794</b>	<b>68,850</b>	<b>73,597</b>



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**26 Share capital**

	Par value per share (in Baht)	2011		2010	
		Number	Baht	Number	Baht
		(in thousand shares /in thousand Baht)			
<b>Authorised</b>					
At 1 January					
- ordinary shares	1	<u>1,588,125</u>	<u>1,588,125</u>	<u>1,588,125</u>	<u>1,588,125</u>
<b>At 31 December</b>					
<b>- ordinary shares</b>	<b>1</b>	<b><u>1,588,125</u></b>	<b><u>1,588,125</u></b>	<b><u>1,588,125</u></b>	<b><u>1,588,125</u></b>
<b>Issued and paid-up</b>					
At 1 January					
- ordinary shares	1	<u>1,588,125</u>	<u>1,588,125</u>	<u>1,588,125</u>	<u>1,588,125</u>
<b>At 31 December</b>					
<b>- ordinary shares</b>	<b>1</b>	<b><u>1,588,125</u></b>	<b><u>1,588,125</u></b>	<b><u>1,588,125</u></b>	<b><u>1,588,125</u></b>

***Share premium***

Section 51 of the Public Companies Act B.E. 2535, requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account (“share premium”). Share premium is not available for dividend distribution.

***Donated Surplus***

The donated surplus of Baht 37 million resulted from profits made by a director of the Company in 1994 on the sale of 397,104 rights issue shares not subscribed for by the shareholders and resold to the public on the Stock Exchange of Thailand. The donated surplus is not available for dividend distribution.

***Surplus on disposal of Company's shares held by a subsidiary***

The surplus on sale of the Company’s shares held by a subsidiary of Baht 32 million is shown under the equity in the consolidated financial statements in accordance with the prescribed treatment for treasury stock and is not available for dividend distribution.

**27 Reserves**

Reserves comprise:

***Appropriations of profit and/or retained earnings***

***Legal reserve***

Section 116 of the Public Companies Act B.E. 2535 requires that a company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account (“legal reserve”), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

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As at 31 December 2011 and 2010, legal reserve as presented in the consolidated financial statements includes the Group's share of the legal reserve of the subsidiaries of Baht 89 million.

***Reserve for business expansion***

The reserve for business expansion represents an internal reserve for business expansion of the Group. The reserve for business expansion is not available for dividend distribution.

***Other components of equity***

***Currency translation differences***

The currency translation differences account within equity comprises all foreign currency differences arising from the translation of the financial statements of foreign operations, as well as from the translation of liabilities that hedge the Company's net investment in a foreign operation.

**28 Segment information**

Segment information is presented in respect of the Group's business segments. The business segments are based on the Group's management and internal reporting structure.

The Group comprises the following main business segments:

<i>Segment 1</i>	Industrial supply chain
<i>Segment 2</i>	Consumer supply chain
<i>Segment 3</i>	Healthcare and technical supply chain

Management considers that the Group operates mainly in Thailand and has, therefore, only one major geographic segment.

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*Business segment results*

	<b>Segment 1</b>		<b>Segment 2</b>		<b>Segment 3</b>		<b>Other segment</b>		<b>Total continuing operations</b>		<b>Eliminations</b>		<b>Total operations</b>	
	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
	<i>(in million Baht)</i>													
<b>Revenue and expenses</b>														
Revenue from external customers	15,725.7	13,195.9	9,342.1	7,656.8	5,806.8	4,552.3	833.8	497.6	31,708.4	25,902.6	-	-	31,708.4	25,902.6
Inter-segment revenue	6.2	9.7	42.6	24.0	20.9	19.3	1,533.1	939.6	1,602.8	992.6	(1,602.8)	(992.6)	-	-
<b>Total revenue</b>	<b><u>15,731.9</u></b>	<b><u>13,205.6</u></b>	<b><u>9,384.7</u></b>	<b><u>7,680.8</u></b>	<b><u>5,827.7</u></b>	<b><u>4,571.6</u></b>	<b><u>2,366.9</u></b>	<b><u>1,437.2</u></b>	<b><u>33,311.2</u></b>	<b><u>26,895.2</u></b>	<b><u>(1,602.8)</u></b>	<b><u>(992.6)</u></b>	<b><u>31,708.4</u></b>	<b><u>25,902.6</u></b>
<b>Segment results</b>	<b><u>1,980.2</u></b>	<b><u>1,921.9</u></b>	<b><u>682.4</u></b>	<b><u>554.2</u></b>	<b><u>775.8</u></b>	<b><u>562.1</u></b>	<b><u>1,059.3</u></b>	<b><u>717.6</u></b>	<b><u>4,497.7</u></b>	<b><u>3,755.8</u></b>	<b><u>(1,069.5)</u></b>	<b><u>(729.2)</u></b>	<b><u>3,428.2</u></b>	<b><u>3,026.6</u></b>
Net finance costs									(499.8)	(356.4)	133.8	129.4	(366.0)	(227.0)
Share of profit (loss) from associates	17.6	30.0	-	-	27.6	30.0	0.4	2.2	45.6	62.2	-	-	45.6	62.2
Income tax expense									(854.2)	(668.0)	161.5	-	(692.7)	(668.0)
<b>Profit (loss) for the year</b>									<b><u>3,189.3</u></b>	<b><u>2,793.6</u></b>	<b><u>(774.2)</u></b>	<b><u>(599.8)</u></b>	<b><u>2,415.1</u></b>	<b><u>2,193.8</u></b>

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***Business segment financial position***

	Segment 1		Segment 2		Segment 3		Other Segment		Total continuing operations		Eliminations		Total operations	
	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
	<i>(in million Baht)</i>													
Cash and cash equivalents	1,247.6	398.8	137.7	122.8	25.3	25.1	417.2	677.0	1,827.8	1,223.7	-	-	1,827.8	1,223.7
Trade accounts receivable	2,741.7	2,385.0	1,993.3	1,478.3	1,500.9	1,441.7	140.6	121.0	6,376.5	5,426.0	(54.0)	(35.5)	6,322.5	5,390.5
Current portion of long-term loans to related parties	-	-	-	-	-	-	-	2,800.0	-	2,800.0	-	(2,800.0)	-	-
Short-term loans to related parties	1,168.6	810.8	148.7	139.8	508.4	649.0	1,899.4	481.5	3,725.1	2,081.1	(3,596.6)	(2,079.5)	128.5	1.6
Inventories	2,894.8	2,739.4	835.7	790.9	1,096.0	931.2	299.3	5.2	5,125.8	4,466.7	(1.6)	(0.6)	5,124.2	4,466.1
Other current assets	503.5	138.1	84.9	69.6	64.3	92.8	254.4	309.7	907.1	610.2	-	-	907.1	610.2
<b>Total current assets</b>	<b>8,556.2</b>	<b>6,472.1</b>	<b>3,200.3</b>	<b>2,601.4</b>	<b>3,194.9</b>	<b>3,139.8</b>	<b>3,010.9</b>	<b>4,394.4</b>	<b>17,962.3</b>	<b>16,607.7</b>	<b>(3,652.2)</b>	<b>(4,915.6)</b>	<b>14,310.1</b>	<b>11,692.1</b>
Investments in associates	80.0	80.0	-	-	-	-	231.9	231.9	311.9	311.9	104.5	100.3	416.4	412.2
Other long-term investments	-	-	-	-	-	-	0.8	0.8	0.8	0.8	-	-	0.8	0.8
Long-term loans to related parties	-	-	-	-	-	-	1,952.6	-	1,952.6	-	(1,952.6)	-	-	-
Leasehold	210.7	-	56.0	55.6	-	-	86.2	113.6	352.9	169.2	136.5	-	489.4	169.2
Investment properties	-	-	21.0	21.0	2.9	5.4	90.9	133.4	114.8	159.8	(19.3)	(46.5)	95.5	113.3
Property, plant and equipment	10,100.1	7,350.7	3,192.1	2,819.0	65.3	66.0	772.4	455.3	14,129.9	10,691.0	12.6	1,796.1	14,142.5	12,460.1
Goodwill	-	-	-	-	-	-	-	-	-	-	2,006.4	1,420.3	2,006.4	1,420.3
Other intangible assets	744.2	693.6	98.8	2.2	-	-	82.6	72.6	925.6	768.4	-	98.7	925.6	867.1
Deferred tax assets	149.7	86.5	123.6	177.3	(1.9)	4.4	133.2	160.4	404.6	428.6	3.0	4.2	407.6	432.8
Other non-current assets	65.2	74.3	3.1	2.0	11.7	11.6	44.1	13.4	124.1	101.3	8.0	8.0	132.1	109.3
<b>Total non-current assets</b>	<b>11,349.9</b>	<b>8,285.1</b>	<b>3,494.6</b>	<b>3,282.9</b>	<b>78.0</b>	<b>126.6</b>	<b>3,394.7</b>	<b>1,181.4</b>	<b>18,317.2</b>	<b>12,631.0</b>	<b>299.1</b>	<b>3,354.1</b>	<b>18,616.3</b>	<b>15,985.1</b>
<b>Total assets</b>	<b>19,906.1</b>	<b>14,757.2</b>	<b>6,694.9</b>	<b>5,884.3</b>	<b>3,272.9</b>	<b>3,266.4</b>	<b>6,405.6</b>	<b>5,575.8</b>	<b>36,279.5</b>	<b>29,238.7</b>	<b>(3,353.1)</b>	<b>(1,561.5)</b>	<b>32,926.4</b>	<b>27,677.2</b>

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	Segment 1		Segment 2		Segment 3		Other Segment		Total continuing operations		Eliminations		Total operations	
	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
	<i>(in million Baht)</i>													
Short-term loans from financial institutions	1,636.0	530.5	276.2	100.0	-	-	718.5	17.0	2,630.7	647.5	-	-	2,630.7	647.5
Trade accounts payable	2,031.2	1,904.5	808.2	626.6	494.1	557.4	176.4	49.9	3,509.9	3,138.4	(21.1)	(5.9)	3,488.8	3,132.5
Current portion of long-term loans	566.9	401.5	0.3	-	-	-	-	32.0	567.2	433.5	-	-	567.2	433.5
Current portion of debentures	-	-	-	-	-	-	-	3,029.6	-	3,029.6	-	-	-	3,029.6
Short-term loans from related parties	667.9	2,473.0	97.0	1,307.6	135.6	28.3	2,735.9	1,107.1	3,636.4	4,916.0	(3,633.8)	(4,910.7)	2.6	5.3
Other payables and other current liabilities	683.3	834.7	297.4	330.5	126.6	124.0	1,473.8	1,067.6	2,581.1	2,356.8	(96.5)	(37.3)	2,484.6	2,319.5
<b>Total current liabilities</b>	<b>5,585.3</b>	<b>6,144.2</b>	<b>1,479.1</b>	<b>2,364.7</b>	<b>756.3</b>	<b>709.7</b>	<b>5,104.6</b>	<b>5,303.2</b>	<b>12,925.3</b>	<b>14,521.8</b>	<b>(3,751.4)</b>	<b>(4,953.9)</b>	<b>9,173.9</b>	<b>9,567.9</b>
Long-term loans from financial institutions	1,941.0	492.2	0.5	-	-	-	1,576.0	1,576.0	3,517.5	2,068.2	-	-	3,517.5	2,068.2
Debentures	-	-	-	-	-	-	4,394.6	1,896.6	4,394.6	1,896.6	-	-	4,394.6	1,896.6
Deferred tax liabilities	452.6	209.4	86.9	-	-	-	-	-	539.5	209.4	4.6	488.3	544.1	697.7
Employee benefit obligation	274.2	152.1	166.9	111.0	0.4	26.7	176.1	111.0	617.6	400.8	-	-	617.6	400.8
Other non-current liabilities	15.7	0.7	2.5	9.5	-	-	92.6	101.6	110.8	111.8	-	-	110.8	111.8
<b>Total non-current liabilities</b>	<b>2,683.5</b>	<b>854.4</b>	<b>256.8</b>	<b>120.5</b>	<b>0.4</b>	<b>26.7</b>	<b>6,239.3</b>	<b>3,685.2</b>	<b>9,180.0</b>	<b>4,477.4</b>	<b>4.6</b>	<b>488.3</b>	<b>9,184.6</b>	<b>5,175.1</b>
<b>Total liabilities</b>	<b>8,268.8</b>	<b>6,998.6</b>	<b>1,735.9</b>	<b>2,485.2</b>	<b>756.7</b>	<b>736.4</b>	<b>11,343.9</b>	<b>8,988.4</b>	<b>22,105.3</b>	<b>18,999.2</b>	<b>(3,746.8)</b>	<b>(4,465.6)</b>	<b>18,358.5</b>	<b>14,743.0</b>
Capital expenditure	2,198.3	779.0	237.9	134.7	22.5	32.3	284.6	199.4	2,743.4	1,145.4	-	-	2,743.3	1,145.4
Depreciation	1,101.1	1,002.9	296.4	286.6	18.5	13.2	229.4	83.2	1,645.4	1,385.9	-	-	1,645.4	1,385.9
Amortisation	43.0	4.5	6.7	3.0	-	-	22.7	18.3	72.4	25.8	31.5	16.0	103.9	41.8
Gain on disposal of assets	0.5	0.1	1.6	1.1	-	-	-	0.4	2.1	1.6	-	-	2.1	1.6

**Berli Jucker Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
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**29 Investment income**

		Consolidated		Separate	
		financial statements		financial statements	
	<i>Note</i>	2011	2010	2011	2010
		<i>(in thousand Baht)</i>			
<b><i>Rental income</i></b>					
Operating lease rental income:					
Investment properties		24,736	40,472	61,591	67,398
		<b>24,736</b>	<b>40,472</b>	<b>61,591</b>	<b>67,398</b>
<b><i>Dividend income</i></b>					
Subsidiaries	<i>11</i>	-	-	922,435	554,334
Associates	<i>13</i>	-	-	38,994	47,520
Other parties		1,360	-	1,360	-
		<b>1,360</b>	<b>-</b>	<b>962,789</b>	<b>601,854</b>
<b><i>Interest income</i></b>					
Subsidiaries		-	-	109,315	117,292
Other parties		21,956	6,337	5,634	3,350
		<b>21,956</b>	<b>6,337</b>	<b>114,949</b>	<b>120,642</b>
<b>Total</b>		<b>48,052</b>	<b>46,809</b>	<b>1,139,329</b>	<b>789,894</b>

**30 Other income**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Gain on disposal of assets	3,972	1,614	1,526	-
Service income	15,504	11,587	160,430	133,204
Sale of scrap	69,615	37,555	-	-
Commission income	48,251	1,703	2,067	312
Others	258,800	135,140	73,228	61,842
<b>Total</b>	<b>396,142</b>	<b>187,599</b>	<b>237,251</b>	<b>195,358</b>

**31 Selling expenses**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
Distribution	1,371,245	1,007,050	877,606	725,157
Marketing	902,478	708,428	791,018	623,306
Personnel	505,893	379,746	346,359	285,803
Others	419,703	284,713	194,915	155,317
<b>Total</b>	<b>3,199,319</b>	<b>2,379,937</b>	<b>2,209,898</b>	<b>1,789,583</b>



**Berli Jucker Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
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**32 Administrative expenses**

		<b>Consolidated</b>		<b>Separate</b>	
		<b>financial statements</b>		<b>financial statements</b>	
	<i>Note</i>	2011	2010	2011	2010
		<i>(in thousand Baht)</i>			
Personnel		825,137	720,451	417,450	455,321
Employee benefit expenses - management	33	70,136	59,992	70,136	59,992
Others		731,750	670,316	386,208	389,281
<b>Total</b>		<b>1,627,023</b>	<b>1,450,759</b>	<b>873,794</b>	<b>904,594</b>

**33 Employee benefit expenses**

	Consolidated		Separate	
	financial statements		financial statements	
	2011	2010	2011	2010
	(in thousand Baht)			
<b>Management</b>				
Wages and salaries	62,247	57,394	62,247	57,394
Pension costs	2,917	961	2,917	961
Retirement benefit costs	1,963	646	1,963	646
Other long-term benefits	16	-	16	-
Others	2,993	991	2,993	991
	<b>70,136</b>	<b>59,992</b>	<b>70,136</b>	<b>59,992</b>
<b>Other employees</b>				
Wages and salaries	2,532,749	1,979,207	635,626	605,253
Pension costs	110,385	73,353	27,529	24,889
Retirement benefit costs	41,955	42,924	26,878	14,570
Other long-term benefits	19,539	-	2,605	-
Others	316,659	301,686	71,172	106,313
	<b>3,021,287</b>	<b>2,397,170</b>	<b>763,810</b>	<b>751,025</b>
<b>Total employee benefit expense</b>	<b>3,091,423</b>	<b>2,457,162</b>	<b>833,946</b>	<b>811,017</b>

*Defined benefit plans*

Details of the defined benefit plans are given in note 24.

*Defined contribution plans*

The defined contribution plans comprise provident funds established by the Group for its employees. Membership to the funds is on a voluntary basis. Contributions are made monthly by the employees at rates ranging from 3% to 7.5% of their basic salaries and by the Group at rates ranging from 3% to 7.5% of the employees' basic salaries. The provident funds are registered with the Ministry of Finance as juristic entities and are managed by a licensed Fund Manager.

**Berli Jucker Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
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**34 Expenses by nature**

The statements of comprehensive of income include an analysis of expenses by function. Expenses by nature disclosed in accordance with the requirements of various TFRS were as follows:

		<b>Consolidated</b>		<b>Separate</b>	
	<i>Note</i>	<b>financial statements</b>	<b>financial statements</b>	<b>financial statements</b>	<b>financial statements</b>
		2011	2010	2011	2010
		<i>(in thousand Baht)</i>			
Changes in inventories of finished goods and work in progress		(687,492)	(491,161)	(155,799)	(183,041)
Purchased goods available for sales		5,982,541	4,177,401	15,921,785	14,683,712
Raw materials and consumables used		12,474,175	8,817,186	-	-
Depreciation and amortization expense		1,748,094	1,414,747	60,566	69,752
Employee benefits expense	33	3,091,423	2,457,162	833,946	811,017
Others		5,671,491	6,500,692	2,189,180	1,931,854
<b>Total cost of sales of goods and rendering of services, selling expenses and administrative expenses</b>		<b><u>28,280,232</u></b>	<b><u>22,876,027</u></b>	<b><u>18,849,678</u></b>	<b><u>17,313,334</u></b>

**35 Finance costs**

		<b>Consolidated</b>		<b>Separate</b>	
	<i>Note</i>	<b>financial statements</b>	<b>financial statements</b>	<b>financial statements</b>	<b>financial statements</b>
		2011	2010	2011	2010
		<i>(in thousand Baht)</i>			
<b>Interest expense:</b>					
Related parties	6	-	-	20,214	7,009
Financial institutions		470,672	225,384	231,224	160,746
<b>Total interest expense</b>		<b><u>470,672</u></b>	<b><u>225,384</u></b>	<b><u>251,438</u></b>	<b><u>167,755</u></b>
Amortisation of transaction costs capitalised		-	1,640	-	1,640
		<b><u>470,672</u></b>	<b><u>227,024</u></b>	<b><u>251,438</u></b>	<b><u>169,395</u></b>
<i>Less: amounts included in the cost of qualifying assets</i>					
- Property, plant and equipment under construction		(104,628)	(17)	-	-
<b>Net</b>		<b><u>366,044</u></b>	<b><u>227,007</u></b>	<b><u>251,438</u></b>	<b><u>169,395</u></b>

**Berli Jucker Public Company Limited and its Subsidiaries**  
**Notes to the financial statements**  
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**36 Income tax expense**

*Income tax recognised in profit or loss*

		Consolidated financial statements		Separate financial statements	
	Note	2011	2010	2011	2010
		(in thousand Baht)			
<b>Current tax expense</b>					
Current year		763,991	538,506	334,835	241,521
Under / (over) provided in prior years		<u>(14,247)</u>	<u>(6,272)</u>	<u>(118)</u>	<u>(908)</u>
		<b><u>749,744</u></b>	<b><u>532,234</u></b>	<b><u>334,717</u></b>	<b><u>240,613</u></b>
<b>Deferred tax expense</b>					
	19				
Movements in temporary differences		(14,999)	135,820	(29,543)	(16,896)
Income tax reduction – deferred		<u>(42,072)</u>	<u>-</u>	<u>52,331</u>	<u>-</u>
<b>Total</b>		<b><u>692,673</u></b>	<b><u>668,054</u></b>	<b><u>357,505</u></b>	<b><u>223,717</u></b>

**Reconciliation of effective tax rate**

	<b>Consolidated financial statements</b>			
		2011		2010
	<i>Rate (%)</i>	<i>(in thousand Baht)</i>	<i>Rate (%)</i>	<i>(in thousand Baht)</i>
Profit for the year		2,415,092		2,193,773
Total income tax expense		692,673		668,054
Profit before income tax expense		<u>3,107,765</u>		<u>2,861,827</u>
Income tax using the Thai corporation tax rate	30	932,330	30	858,861
Income tax reduction - current		-		(15,450)
Income tax reduction - deferred		120,678		-
Effect of different tax rates in foreign jurisdictions		(44,147)		(3,251)
Income not subject to tax		(271,721)		(177,946)
Expenses not deductible for tax purposes		(44,300)		5,840
Recognition of previously unrecognised tax losses		(167)		-
<b>Total</b>	<b>22</b>	<u>692,673</u>	<b>23</b>	<u>668,054</u>

**Reconciliation of effective tax rate**

	<b>Separate financial statements</b>			
		2011		2010
	<i>Rate (%)</i>	<i>(in thousand Baht)</i>	<i>Rate (%)</i>	<i>(in thousand Baht)</i>
Profit for the year		1,609,311		1,155,557
Total income tax expense		357,505		223,717
Profit before income tax expense		<u>1,966,816</u>		<u>1,379,274</u>
Income tax using the Thai corporation tax rate	30	590,045	30	413,782
Income tax reduction - current		-		(15,000)
Income tax reduction - deferred		52,331		-
Income not subject to tax		(288,429)		(181,652)
Expenses not deductible for tax purposes		3,558		6,587
<b>Total</b>	<b>18</b>	<u>357,505</u>	<b>16</b>	<u>223,717</u>

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*Income tax reduction - current*

Royal Decree No. 475 B.E. 2551 dated 6 August 2008 grants companies listed on the Stock Exchange of Thailand a reduction in the corporate income tax rate from 30% to 25% for taxable profit not exceeding Baht 300 million for the three consecutive accounting periods beginning on or after 1 January 2008.

*Income tax reduction - deferred*

On 11 October 2011, the Cabinet passed a resolution regarding tax measures to increase Thailand's competitiveness and approved the reduction of the corporate income tax rate from 30% to 23% of net taxable profit for the accounting period 2012 which ends on or after 31 December 2012 and to 20% of net taxable profit for the accounting period which begins on or after 1 January 2013 and onwards.

In order to give effect to the above Cabinet resolution, the Government has issued a Royal Decree under the Revenue Code regarding the Reduction and Exemption in Income Taxes (No. 530) B.E. 2554 to reduce the corporate income tax rate for the three accounting periods 2012, 2013 and 2014; from 30% to 23% for the accounting period 2012 which begins on or after 1 January 2012 and to 20% for the following two accounting periods 2013 and 2014 which begin on or after 1 January 2013 and 2014, respectively. It is understood that the Government will proceed to amend the law in order to maintain the corporate income tax rate at not higher than 20% for the accounting period 2015 which begins on or after 1 January 2015 and onwards in order to give full effect to the Cabinet resolution.

Such announcement on the reduction of income tax rate has an impact on the measurement of deferred tax assets and deferred tax liabilities since Thai Accounting Standard No. 12 Income Taxes paragraph 47 states that deferred tax assets and liabilities shall be measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

The Federation of Accounting Professions has considered this matter and has resolved that the substantively enacted tax rates which should be applied in measuring deferred tax assets and liabilities shall be the reduced rates as approved by the Cabinet; i.e. 23% shall be applied for the accounting period 2012 and 20% shall be applied for accounting periods 2013 onwards.

**37 Promotional privileges**

By virtue of the provisions of the Industrial Investment Promotion Act of B.E. 2520, Berli Jucker Cellox Company Limited, a subsidiary, has been granted privileges by the Board of Investment for paper manufacturing activities by: No. 1541 (2) / 2547 dated 6 July 2004 for sanitary papers manufacturing and No. 1875 (2) / 2547 dated 19 October 2004 for paper pulp manufacturing. The major privileges granted to the subsidiary are as follows:

- (a) exemption from payment of import duty on machinery approved by the Board;
- (b) exemption from corporate income tax for the profit earned under promotional privileges at not over 100% of investment exclude land and capital fund for a period of 8 years from the date operating income is first derived. The exemption of corporate income tax must not exceed Baht 1,207 million for the promotional privileges No. 1541 (2) / 2547 and not exceed Baht 471 million for the promotional privileges No. 1875 (2) / 2547. Thus, this will be varied by the investment excluding actual cost of land and capital fund at the first operation date under promotional privileges project;

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- (c) a 50% reduction in the normal income tax rate on the net profit derived from certain operations for a period of 5 years, commencing from the expiry date in (b) above; and
- (d) double deduction of transportation expenses, electricity expenses and water expenses for a period of 10 years from the date on which the income is first derived from such operations.

By virtue of the provisions of the Industrial Investment Promotion Act of B.E. 2520, Thai Beverage Can Ltd., a subsidiary, has been granted privileges by the Board of Investment relating to manufacture of Aluminium can under category 4.18, the manufacture of metal products including metal parts dated 11 June 2007. The privileges granted include:

- (a) exemption from payment of import duty on machinery approved by the Board;
- (b) exemption from payment of income tax for certain operations for a period of 7 years from the dates on which the income is first derived from such operations. However, the corporate income tax exemption is totally not over than 1 time of the total investment in this project excluding cost of land and working capital;
- (c) if a loss is incurred during the period of exemption from corporate income tax, the Company shall be granted permission to deduct such annual loss from the net income after the expiration of the period of exemption of corporate income tax period for not more than 5 years from the expiry date of such period.

By virtue of the provisions of the Industrial Investment Promotion Act of B.E. 2520, Thai Beverage Can Ltd., a subsidiary, has been granted privileges by the Board of Investment relating to manufacture of Aluminium end for beverage packaging under category 4.3, the manufacture of metal products including metal parts dated 25 July 2003. The privileges granted include:

- (a) a 50% reduction of import duty on approved machinery within the specific period;
- (b) exemption from payment of income tax for certain operations for a period of 7 years from the dates on which the income is first derived from such operations. However, the corporate income tax exemption is totally not over than 1 time of the total investment in this project excluding cost of land and working capital;
- (c) if a loss is incurred during the period of exemption from corporate income tax, the Company shall be granted permission to deduct such annual loss from the net income after the expiration of the period of exemption of corporate income tax period for not more than 5 years from the expiry date of such period;

By virtue of the provisions of the Industrial Investment Promotion Act of B.E. 2520, Thai Beverage Can Ltd., a subsidiary, has been granted privileges by the Board of Investment relating to manufacture of Aluminium can and Aluminium end for beverage packaging under category 4.6, the manufacture of metal containers dated 15 August 1996. The privileges granted include:

- (a) a 50% reduction of import duty on approved machinery within the specific period;
- (b) exemption from payment of income tax for certain operations for a period of 7 years from the dates on which the income is first derived from such operations;

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- (c) if a loss is incurred during the period of exemption from corporate income tax, the Company shall be granted permission to deduct such annual loss from the net income after the expiration of the period of exemption of corporate income tax period for not more than 5 years from the expiry date of such period;
- (d) a deduction for a period of 10 years of an amount equal to 5% of the increase in exported income of certain promoted operations over the income from those operations for the previous year. However, the export sales of that year must not be less than the average in the last three years, excepted for the first two years.

As promoted companies, the subsidiaries must comply with certain terms and conditions prescribed in the promotional certificates.

By virtue of the provisions of promotional, Thai Malaya Glass Company Limited, a subsidiary of jointly- controlled entity, has been granted privileges from the Board of Investment for the manufacture of glass bottles, pursuant to the promotion certificate No. 2089(2)/2548 issued on 1 December 2005. Subject to certain imposed conditions, the privileges include an exemption from corporate income tax on profits from the promoted operations, for a period of 7 years from the date the promoted operations commenced generating revenues (5 October 2007).

Summary of revenue from promoted and non-promoted businesses:

	<b>Consolidated financial statements</b>					
	2011			2010		
	Promoted businesses	Non-promoted businesses	Total	Promoted businesses	Non-promoted businesses	Total
	<i>(in thousand Baht)</i>					
Export sales	430,510	3,672,233	4,102,743	323,289	2,390,783	2,714,072
Local sales	3,338,406	37,849,665	41,188,071	2,433,742	32,971,115	35,404,857
Eliminations	(1,495,047)	(12,561,256)	(14,056,303)	(976,973)	(11,516,580)	(12,493,553)
<b>Total Revenue</b>	<b><u>2,273,869</u></b>	<b><u>28,960,642</u></b>	<b><u>31,234,511</u></b>	<b><u>1,780,058</u></b>	<b><u>23,845,318</u></b>	<b><u>25,625,376</u></b>

### **38 Earnings per share**

The calculations of earnings per share for the years ended 31 December 2011 and 2010 were based on the profit for the years attributable to ordinary shareholders of the Company and the number of ordinary shares outstanding during the years as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht/in thousand shares)</i>			
<b>Profit attributable to ordinary shareholders of the Company</b>	<b><u>2,177,518</u></b>	<b><u>1,901,339</u></b>	<b><u>1,609,312</u></b>	<b><u>1,155,557</u></b>
<b>Number of ordinary shares outstanding</b>	<b><u>1,588,125</u></b>	<b><u>1,588,125</u></b>	<b><u>1,588,125</u></b>	<b><u>1,588,125</u></b>
<b>Earnings per share <i>(in Baht)</i></b>	<b><u>1.37</u></b>	<b><u>1.20</u></b>	<b><u>1.01</u></b>	<b><u>0.7</u></b>



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**39 Dividends**

At the Board of Directors' Meeting of the Company held on 11 August 2011, the directors passed a resolution approving the interim dividend payment for the year 2011 of Baht 0.28 per share, amounting to Baht 444.67 million. This interim dividend was paid to shareholders on 9 September 2011.

At the annual general meeting of the shareholders of the Company held on 27 April 2011, the shareholders approved the appropriation of dividends of Baht 0.60 per share, amounting to Baht 953 million. On 10 September 2010, the interim dividend was paid of Baht 0.25 per share, amounting to Baht 397 million. The remaining dividend payment of Baht 0.35 per share, amounting to Baht 556 million, was paid to shareholders on 26 May 2011.

At the Board of Directors' Meeting of the Company held on 11 August 2010, the directors passed a resolution approving the interim dividend payment for the year 2010 of Baht 0.25 per share, amounting to Baht 397 million. This interim dividend was paid to shareholders on 9 September 2011.

At the annual general meeting of the shareholders of the Company held on 29 April 2010, the shareholders approved the appropriation of dividends of Baht 0.33 per share, amounting to Baht 524 million. On 11 September 2009, the interim dividend was paid of Baht 0.12 per share, amounting to Baht 191 million. The remaining dividend payment of Baht 0.21 per share, amounting to Baht 333 million, was paid to shareholders on 27 May 2010.

**40 Financial instruments**

***Financial risk management policies***

The Group is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The Group does not hold or use derivative financial instruments for speculative or trading purposes.

Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved.

***Capital management***

The Board of Directors policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital, which the Group defines as result from operating activities divided by total shareholders' equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

***Interest rate risk***

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows because loan interest rates are mainly fixed. The Group is primarily exposed to interest rate risk from its borrowings (note 21). The Group mitigates this risk by ensuring that the majority of its borrowings are at fixed interest rates and uses derivative financial instruments, principally interest rate swaps, to manage exposure to fluctuations in interest rates on specific borrowings.

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The effective interest rates of loans receivable as at 31 December and the periods in which the loans receivable mature or re-price were as follows:

Consolidated financial statements				
		Fixed interest rate maturing		
	Effective interest rate (%)	Within 1 year	After 1 year but within 5 years (in million Baht)	Total
<b>2011</b>				
<b>Current</b>				
Short-term loans from financial institutions	3.81	2,630.71	-	2,630.71
Current portion of long-term loans	4.81	567.22	-	567.22
<b>Non-current</b>				
Long-term loans from financial institutions	6.18	-	3,517.53	3,517.53
Debentures	3.68	-	4,394.57	4,394.57
<b>Total</b>		<b>3,197.93</b>	<b>7,912.10</b>	<b>11,110.03</b>
<b>2010</b>				
<b>Current</b>				
Short-term loans from financial institutions	4.67	647.51	-	647.51
Current portion of long-term loans	4.35	433.50	-	433.50
Current portion of debentures	3.73	3,029.59	-	3,029.59
<b>Non-current</b>				
Long-term loans from financial institutions	3.82	-	2,068.25	2,068.25
Debentures	3.45	-	1,896.57	1,896.57
<b>Total</b>		<b>4,110.60</b>	<b>3,964.82</b>	<b>8,075.42</b>

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		Separate financial statements		
		Fixed interest rate maturing		
	Effective interest rate (%)	Within 1 year	After 1 year but within 5 years (in million Baht)	Total
<b>2011</b>				
<b>Current</b>				
Short-term loans from financial institutions	3.86	550.00	-	550.00
Short-term loans from related parties	2.41	986.90	-	986.90
<b>Non-current</b>				
Long-term loans from financial institution	3.59	-	1,576.00	1,576.00
Debentures	3.68	-	4,394.57	4,394.57
<b>Total</b>		<b>1,536.90</b>	<b>5,970.57</b>	<b>7,507.47</b>
<b>2010</b>				
<b>Current</b>				
Current portion of debentures	3.73	3,029.59	-	3,029.59
Short-term loans from related parties	0.75	1,008.19	-	1,008.19
<b>Non-current</b>				
Long-term loans from financial institution	3.59	-	1,576.00	1,576.00
Debentures	3.45	-	1,896.57	1,896.57
<b>Total</b>		<b>4,037.78</b>	<b>3,472.57</b>	<b>7,510.35</b>

***Foreign currency risk***

The Group is exposed to foreign currency risk relating to purchases and sales which are denominated in foreign currencies. The Group primarily utilises forward exchange contracts with maturities of less than one year to hedge such financial assets and liabilities denominated in foreign currencies. The forward exchange contracts entered into at the reporting date also relate to anticipated purchases and sales, denominated in foreign currencies, for the subsequent period.

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At 31 December, the Group and the Company were exposed to foreign currency risk in respect of financial assets and liabilities denominated in the following currencies:

		Consolidated		Separate	
		financial statements		financial statements	
	Note	2011	2010	2011	2010
		(in thousand Baht)			
<b>United States Dollars</b>					
Cash and cash equivalents	7	659,107	165,963	11,966	208
Trade accounts receivable	8	311,856	163,222	34,586	5,131
Trade accounts payable	22	(1,251,884)	(1,105,796)	(221,474)	(219,151)
Other payables	23	(5,662)	(158,508)	(2,165)	(797)
<b>Gross balance sheet exposure</b>		<b>(286,583)</b>	<b>(935,119)</b>	<b>(177,087)</b>	<b>(214,609)</b>
Estimated forecast purchases		(271,938)	(76,564)	(201,404)	(40,896)
<b>Gross exposure</b>		<b>(558,521)</b>	<b>(1,011,683)</b>	<b>(378,491)</b>	<b>(255,505)</b>
Currency forwards bought		478,490	324,678	343,114	213,640
Currency forwards sold		(30,026)	(97,903)	(30,026)	(86,702)
<b>Net exposure</b>		<b>(110,057)</b>	<b>(784,908)</b>	<b>(65,403)</b>	<b>(128,567)</b>
<b>Japanese Yen</b>					
Trade accounts payable	22	(2,383)	(239,537)	(1,618)	(41,822)
<b>Gross balance sheet exposure</b>		<b>(2,383)</b>	<b>(239,537)</b>	<b>(1,618)</b>	<b>(41,822)</b>
Estimated forecast purchases		(181,459)	(1,740)	(181,459)	(1,459)
<b>Gross exposure</b>		<b>(183,842)</b>	<b>(241,277)</b>	<b>(183,077)</b>	<b>(43,281)</b>
Currency forwards bought		1,650	33,312	1,650	33,019
<b>Net exposure</b>		<b>(182,192)</b>	<b>(207,965)</b>	<b>(181,427)</b>	<b>(10,262)</b>
<b>Euro</b>					
Cash and cash equivalents	7	489	9,663	-	-
Trade accounts receivable	8	743	42,520	-	29,922
Trade accounts payable	22	(194,501)	(63,894)	(55,757)	(46,366)
Other payables	23	(289)	-	(289)	-
<b>Gross balance sheet exposure</b>		<b>(193,558)</b>	<b>(11,711)</b>	<b>(56,046)</b>	<b>(16,444)</b>
Estimated forecast purchases		(61,722)	(7,027)	(58,546)	(6,213)
<b>Gross exposure</b>		<b>(255,280)</b>	<b>(18,738)</b>	<b>(114,592)</b>	<b>(22,657)</b>
Currency forwards bought		62,477	47,201	57,816	35,052
<b>Net exposure</b>		<b>(192,803)</b>	<b>28,463</b>	<b>(56,776)</b>	<b>12,395</b>

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		Consolidated		Separate	
		financial statements		financial statements	
	Note	2011	2010	2011	2010
		(in thousand Baht)			
<b>Singapore Dollars</b>					
Trade accounts receivable	8	47,966	33,721	4,887	-
Trade accounts payable	22	(42,362)	(578)	(22,773)	-
<b>Gross balance sheet exposure</b>		<b>5,604</b>	<b>33,143</b>	<b>(17,886)</b>	<b>-</b>
Currency forwards bought		(434)	-	(434)	-
<b>Net exposure</b>		<b>5,170</b>	<b>33,143</b>	<b>(18,320)</b>	<b>-</b>
Currency forwards bought		23,836	434	23,512	434
Currency forwards sold		-	(705)	-	-
<b>Net exposure</b>		<b>29,006</b>	<b>32,872</b>	<b>5,192</b>	<b>434</b>
<b>Great Britain Pound</b>					
Trade accounts payable	22	(91,181)	(14,118)	(3,197)	-
<b>Gross balance sheet exposure</b>		<b>(91,181)</b>	<b>(14,118)</b>	<b>(3,197)</b>	<b>-</b>
Estimated forecast purchases		(3,162)	-	-	-
<b>Gross exposure</b>		<b>(94,343)</b>	<b>(14,118)</b>	<b>(3,197)</b>	<b>-</b>
Currency forwards bought		5,479	206	2,464	-
<b>Net exposure</b>		<b>(88,864)</b>	<b>(13,912)</b>	<b>(733)</b>	<b>-</b>
<b>Other currencies</b>					
Cash and cash equivalents	7	10,852	22,503	-	-
Trade accounts receivable	8	61,724	55,674	178	114
Interest-bearing liabilities	21	(542,553)	(40,693)	-	-
Trade accounts payable	22	(42,251)	(30,552)	(1,235)	(12,754)
<b>Gross balance sheet exposure</b>		<b>(512,228)</b>	<b>6,932</b>	<b>(1,057)</b>	<b>(12,640)</b>
Estimated forecast purchases		(27,126)	-	(27,126)	-
<b>Gross exposure</b>		<b>(539,354)</b>	<b>6,932</b>	<b>(28,183)</b>	<b>(12,640)</b>
Currency forwards bought		561	3,874	561	1,382
<b>Net exposure</b>		<b>(538,793)</b>	<b>10,806</b>	<b>(27,622)</b>	<b>(11,258)</b>

In order to manage the risks arising from fluctuations in currency exchange rates and interest rates, the Group makes use of the following derivative financial instruments:

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*Forward foreign exchange contracts*

At 31 December 2011 the outstanding forward foreign exchange contracts were summarised as follows:

Currency	Consolidated financial statements				Separate financial statements			
	Amount	Average contract rate	Contract	Fair value (in thousand Baht)	Amount	Average contract rate	Contract	Fair value
<b>Forward contracts bought</b>								
USD	14,177	33.75	478,490	480,450	9,867	34.77	343,114	345,868
JPY	4,142	0.40	1,650	1,696	4,142	0.04	1,650	1,696
GBP	112	48.91	5,479	5,471	51	48.73	2,464	2,461
EUR	1,499	41.69	62,477	61,863	1,386	41.72	57,816	57,218
SGD	985	24.19	23,836	24,292	975	24.11	23,512	23,969
CHF	16	34.09	561	561	16	34.09	561	561
<b>Total</b>			<b>572,493</b>	<b>574,333</b>			<b>429,117</b>	<b>431,773</b>
<b>Forward contracts sold</b>								
USD	982	30.56	30,026	31,068	982	30.56	30,026	31,068
<b>Total</b>			<b>30,026</b>	<b>31,068</b>			<b>30,026</b>	<b>31,068</b>

At 31 December 2010 the outstanding forward foreign exchange contracts were summarised as follows:

Currency	Consolidated financial statements				Separate financial statements			
	Amount	Average contract rate	Contract	Fair value (in thousand Baht)	Amount	Average contract rate	Contract	Fair value
<b>Forward contracts bought</b>								
USD	11,121	29.20	324,678	324,741	7,454	28.66	213,640	214,069
JPY	91,501	0.36	33,312	33,941	90,700	0.36	33,019	33,645
GBP	4	47.55	206	203	-	-	-	-
AUD	83	30.06	2,492	2,611	-	-	-	-
EUR	1,162	40.62	47,201	46,491	858	40.84	35,052	34,304
SGD	18	22.99	434	441	19	22.99	434	441
CHF	44	31.18	1,382	1,419	44	31.18	1,382	1,418
<b>Total</b>			<b>409,705</b>	<b>409,847</b>			<b>283,527</b>	<b>283,877</b>
<b>Forward contracts sold</b>								
USD	2,849	34.36	97,903	97,350	2,484	34.90	86,702	86,382
SGD	31	22.83	705	720	-	-	-	-
<b>Total</b>			<b>98,608</b>	<b>98,070</b>			<b>86,702</b>	<b>86,382</b>

The fair values of forward foreign exchange contracts have been calculated using market rates quoted by the Group's bankers to terminate the contracts at the reporting date.



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***Credit risk***

Credit risk is the potential financial loss resulting from the failure of a customer or a counterparty to settle its financial and contractual obligations to the Group as and when they fall due.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. At the reporting date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statements of financial position. However, due to the large number of parties comprising the Group's customer base, Management does not anticipate material losses from its debt collection.

***Liquidity risk***

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

***Determination of fair values***

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. The fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Cash and cash equivalents, trade accounts receivable, other receivable and loans to related parties stated in the statements of financial position approximate their fair values due to the relatively short-term maturity of these financial instruments.

Other long-term investments had not significantly different from the carrying values stated in the statements of financial position.

Short-term loans from financial institutions, trade accounts payable, other payable, loans from related parties, and other current liabilities - the carrying amounts stated in the statements of financial position of these financial liabilities approximate their fair values because of the short-term period to maturity of these financial instruments.

Fair values of debentures as at 31 December 2011 and 2010 were as follows;

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	Carrying value	Fair value	Carrying value	Fair value
		(in thousand Baht)		
Debentures (fixed interest rate)				
At 31 December 2011	4,394,573	4,394,573	4,394,573	4,394,573
At 31 December 2010	4,926,154	4,955,663	4,926,154	4,955,663

Fair value of debentures is based on market price at the reporting date.

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Fair value of interest rate swap as at 31 December 2010 of Baht 12.91 million was recognised as unrealised gain on fair value of derivative in profit or loss.

Most of the carrying amounts of the other financial assets and liabilities approximate to their fair values in the statements of financial position. Information on the fair values of forward foreign exchange contracts are disclosed as above.

**41 Commitments with non-related parties**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2011	2010	2011	2010
	<i>(in thousand Baht)</i>			
<b><i>Capital commitments</i></b>				
<i>Contracted but not provided for</i>				
Buildings and other constructions	8,426	53,536	-	-
Machinery and equipment	107,714	148,498	-	-
<b>Total</b>	<b>116,140</b>	<b>202,034</b>	<b>-</b>	<b>-</b>
<b><i>Non-cancellable operating lease commitments</i></b>				
Within one year	157,967	84,140	-	-
After one year but within five years	171,663	53,982	-	-
After five years	98,294	19,543	-	-
<b>Total</b>	<b>427,924</b>	<b>157,665</b>	<b>-</b>	<b>-</b>
<b><i>Other commitments</i></b>				
Unused letters of credits				
for goods and supplies	202,508	330,313	130,808	79,488
Forward contracts	735,403	484,510	389,184	397,574
Bank guarantees	12,438,832	292,412	337,754	197,068
<b>Total</b>	<b>13,376,743</b>	<b>1,107,235</b>	<b>857,746</b>	<b>674,130</b>

As at 31 December 2011, a subsidiary of the Company had commitments with non-related parties to purchase goods and supplies in the amount of USD 57.61 million and YEN 974.61 million (2010: USD 63.96 million and YEN 1,230.85).

**42 Events after the reporting period**

The Board of Directors' Meeting held on 23 February 2012 proposed a resolution approving a dividend payment in respect of the results of the operations in 2011 of Baht 0.73 per share on 1,588,125,000 shares, totaling Baht 1,159.33 million. The Company paid an interim dividend of Baht 0.28 per share, totaling Baht 444.67 million in September 2011. The remaining year-end dividend of Baht 0.45 per share, amounted to Baht 714.66 million.

However, this resolution is subject to approval at the Annual General Meeting of the shareholders.

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**43 Thai Financial Reporting Standards (TFRS) not yet adopted**

The Group has not adopted the following new and revised TFRS that have been issued as of the reporting date but are not yet effective. The new and revised TFRS are expected to become effective for annual financial periods beginning on or after 1 January in the year indicated in the following table.

<b>TFRS</b>	<b>Topic</b>	<b>Year effective</b>
TAS 21 (revised 2009)	The Effects of Changes in Foreign Exchange Rates	2013

Management expects to adopt and apply these new TFRS in accordance with the FAP's announcement and has made a preliminary assessment of the potential initial impact on the financial statements of those new standards assessed to have the greatest potential impact on the financial statements in the period of initial application. These standards are as follows:

***TAS 21 (revised 2009) - The effects of changes in foreign exchange rates***

The principal change introduced by TAS 21 is the introduction of the concept of functional currency, which is defined as the currency of the primary economic environment in which the entity operates. TAS 21 requires the entity to determine its functional currency and translate foreign currency items into its functional currency, reporting the effects of such translation in accordance with the provisions of TAS 21. Foreign currencies are defined by TAS 21 as all currencies other than the entity's functional currency.

Management has determined that the functional currency of the Company is Thai Baht. Accordingly, the adoption of TAS 21 from 1 January 2013 is not expected to have a significant impact on the Company's reported assets, liabilities or retained earnings.

**44 Reclassification of accounts**

Certain accounts in the 2010 financial statements have been reclassified to conform to the presentation in the 2011 financial statements. These reclassifications have principally been made following changes in accounting policies consequent to the adoption of new or revised TFRS as disclosed in note 3. Other significant reclassifications were as follows:

	<b>2010</b>					
	<b>Consolidated financial statements</b>			<b>Separate financial statements</b>		
	Before reclass.	Reclass.	After reclass. (in thousand Baht)	Before reclass.	Reclass.	After reclass.
<b><i>Statement of financial position</i></b>						
Other receivables	-	378,203	378,203	-	283,287	283,287
Short-term loans and other Receivables to related parties	1,585	(1,585)	-	150,891	(150,891)	-
Short-term loans to related parties	-	-	-	-	68,000	68,000
Other current assets	610,236	(376,618)	233,618	214,951	(200,396)	14,555
Leasehold land	55,603	(55,603)	-	-	-	-
Leasehold rights	-	169,249	169,249	-	-	-
Property, plant and equipment	12,589,060	(113,646)	12,475,414	-	-	-
		<u>-</u>			<u>-</u>	

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	2010					
	Consolidated financial statements			Separate financial statements		
	Before reclass.	Reclass.	After reclass. <i>(in thousand Baht)</i>	Before reclass.	Reclass.	After reclass.
<i>Statement of comprehensive income</i>						
Revenue from sale of goods and rendering of services	(26,081,835)	456,459	(25,625,376)	(18,334,468)	448,693	(17,885,775)
Investment income	-	(46,809)	(46,809)	-	(789,894)	(789,894)
Dividend income	-	-	-	(601,854)	601,854	-
Other income	(234,407)	46,809	(187,598)	(383,398)	188,040	(195,358)
Cost of sale of goods and rendering of services	18,924,656	120,675	19,045,331	14,500,671	118,486	14,619,157
Selling expenses	2,957,072	<u>(577,134)</u>	2,379,937	2,356,762	<u>(567,179)</u>	1,789,583
		<u>-</u>			<u>-</u>	

The reclassifications have been made because, in the opinion of management, the new classification is more appropriate to the Group's business.