

รายงานประจำปี 2554
2011 ANNUAL REPORT



บริษัท เอเชียโฮเต็ล จำกัด (มหาชน)
ASIA HOTEL PUBLIC COMPANY LIMITED

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Attachment 1

Message from Chairman

2011 was an auspicious year because this year Thailand celebrated for King's Birthday, His Majesty King Bhumibol Adulyadej 84 Years Anniversary. Although at the end of the year the unexpected flood crisis caused severe damage to lives and properties, Thai people should not be discouraged and dispirited but instead we should be conscious and ready to cope with any incidents that would happen again in coming years. The government and private sectors has provided full attempt to protect and manage water efficiently so that the severe incident would not occur as the previous year. In addition, tourism is the main income generator for Thailand, the government, therefore, is aware that both Thai and foreign tourists need to be cared for and provided with the security and safety at tourism attractions and the foreign currencies transferred into Thailand will be used mainly for economic and social growth and development.

For the operation result in 2011 of the Company and its subsidiaries, Zeer Property Public Company Limited, managing Zeer Rangsit Shopping Center and Asia Airport Hotel Co., Ltd. managing Asia Airport Hotel. These subsidiaries are located on Phaholyothin Road, Tambol Khukhot, Amphur Lamlukka, Pathumthani Province and were flooded by water of about 1.20 meter height . They, therefore, needed to close their services for at least 48 days and the lost income during that period effecting to the reduction in the total revenue of the Group of companies. In 2011, the Company earned the revenue from hotel business of Baht 461.69 Million and the revenue from shopping center business of Baht 441.34 Million, the total revenue from both businesses is Baht 903.03 Million. When comparing to the revenue of the previous, it was reduced of Baht 25.78 Million or 2.77%. This year, the Company and its subsidiaries earned the net profit from the total business of Baht 57.50 Million while in 2010 they earned the net profit of Baht 324.50 Million which was reduced from the previous year.

Finally, the Company hopes that in 2012 we will be ready for coping with obstacles, crises and problems and makes the plans to achieve the goal. We will be ready for providing the best services to clients, giving good return to shareholders and doing activities that generate benefit to society and environment. However, a key to success is the cooperation of all employees in every level, patronizing clients and shareholders. I on behalf of the Board of Directors would like to thank you very much for your good cooperation and support all the time to the Company.



Kumpol Techaruvichit
Chairman

1. Company Profile

1.1 Company Highlights

Asia Hotel Public Company Limited ("ASIA") is engaged in hotel and restaurant business by operating Asia Hotel which is located on 296 Phaya thai Rd., Bangkok 10400, telephone number 022170808, fax number 022152645. Home Page: <http://www.asiahotel.co.th>. The Company registered as Public Limited Company No. 0107535000346 with Baht 500,000,000 authorized share capital consisting of 50,000,000 common shares with par value of Baht10 each while having the issued and paid-up capital of Baht 320,000,000 consisting of 32,000,000 fully paid shares. Asia has listed on the Stock Exchange of Thailand since 29 September 1989.

1.2 Details of Juristic Persons Which Company held at least 10% of issued and paid-up capital

	Address	Type of Business	Type of Share	Issued and paid-up (MB)	No. of Shares Held	% of Shares Held
Asia Pattaya Hotel Co., Ltd. "AP" (Subsidiary Company)	352 Moo 2 Kao Pra Tumnuak Road Pattaya Beach Choburi.	Hotel and Restaurant	Ordinary Shares	120.0	1,193	99.42%
Asia Airport Hotel Co., Ltd."AA" (Subsidiary Company)	99/2 Moo 8 Paholyothin Rd. Kukot Lumlukka Pathumthani	Hotel & Service Apartment and Restaurants	Ordinary Shares	495.0	4,949,993	100.00%
Zeer Property Co., Ltd. "ZP" (Subsidiary Company)	99 Moo 8 Paholyothin Rd. Kukot Lumlukka Pathumthani	Area Subcontracting Business	Ordinary Shares	225.0	213,412,200	94.85%
Zeer Asset Co., Ltd. "ZA" (Subsidiary Company) By ZP	165 Rungsit-Nokornnayok Rd. Prachatipat, Pathumthani	Real Estate	Ordinary Shares	1.0	10,000	96.99%
Zeer Oversea LLC"ZO" (Subsidiary Company) By ZP	2662 22 nd Avenue San Francisco, CA., USA 94116	Shopping Mall for Rent	Ordinary Shares	US\$ 100,000	94,000	94.00%

Remarks: ZP has established two subsidiaries, Zeer Asset Co., Ltd and Zeer Oversea LLC., holding the ordinary shares of 96.99% and 94.0% respectively, resulting ASIA hold the shares indirectly.

1.3 Parties of References

Shares

Registrar

Name : Thailand Securities Depository Co., Ltd.
Address : The Stock Exchange of Thailand Building, 62 Rachadapisek Road, Klongtoey, Bangkok
Telephone No. : 02-359-1200-01

Auditor

Company's Name : Office of DIA International Auditing
Auditor's Name : Mrs. Vilairat Rojnuckarin C.P.A (Thailand) No. 3104 or
: Ms. Somjintana Pholhirunrat C.P.A (Thailand) No. 5599 or
: Mr. Wisut Petpanitkul C.P.A (Thailand) No. 7309
Address : 316/32 Sukhumvit Soi 22 Sukhumvit Rd., Klongtoey, Bangkok 10110 Tel. 022595300

Legal Advisor

Name/Address : Thupchai Nipatharuji Law Office, 60/217 Pracharoemjai Rd., Saikongdintai,
Klongsamva, Bangkok 10500. Tel. 02995-2866

2. Summary of Financial Information

2.1 Consolidate Performance

Summary Status of Asia Hotel Public Company Limited and its subsidiaries

Unit: Million Baht

	<u>2011</u>	<u>2010*</u>	<u>2009</u>
Income from hotel business	461.70	435.39	423.47
Rental and Service Income	441.34	493.72	464.96
Total Revenues	903.03	929.11	888.43
Gross Profit	322.95	410.19	266.31
Other Income	88.92	263.23	162.62
Earning before interest and tax- EBIT	233.28	486.89	262.28
Net Profit (Loss)	57.51	324.50	172.32
Net profit (loss) per shares-EPS	1.82	10.81	5.75
Summary Status			
Total Assets	8,676.33	7,778.42	4,576.40
Total Liabilities	2,571.22	2,355.53	1,976.07
Shareholders' Equity	6,105.11	5,422.89	2,600.33

2.2 Financial Ratio

Financial Ratios of Asia Hotel Public Company Limited and its Subsidiaries

	<u>2011</u>	<u>2010*</u>	<u>2009</u>
Gross Profit Margin(%)	35.76	44.15	28.81
Net Profit (loss) Margin	7.00	29.06	16.40
Return on Assets (%)	0.84	6.11	3.82
Return on Equities (%)	1.21	9.36	6.80
Net profit (loss) per shares-EPS	1.82	10.81	5.75
Book Value per share (Baht)	190.78	169.47	81.26

Remark : * The adoption of new accounting standard effects to financial statements by revising standard retrospectively and restate comparative information. The effects to the financial statements as at December 31, 2010.

3. Nature of Business

3.1 Background

Asia Hotel Public Company Limited (ASIA) was engaged in hotel and restaurant business by operating under the trade name “Asia Hotel” which was founded in 1966. The company has also invested in other three hotel properties, one is Asia Pattaya Hotel , located Pattaya Beach Chonburi, two is “Asia Airport Hotel”, located at Lumluka district Pathumthani and another “Asia Cha-um Hotel” located Cha-um Beach, Petchaburi and the area rental business, IT Zeer Center, at Zeer Rangsit Shopping Complex, located at Lumluka Pathumthani and “Glendale Plaza” located Los Angeles, California, U.S.A. that run by its group of subsidiaries companies.

Types of Services

1) Asia Hotel Public Company Limited – “Asia Hotel”

Asia Hotel, operated by Asia Hotel Public Co., Ltd., comprises of 16 stories building and 12 stories car-park building , venders the services pertaining accommodations, food and drinks as well as other related services. Asia Hotel is located on Phyathai Rd. on 6-0-6 Rai plot of land. The hotel is ranked as a four-star hotel which offers hotel services as follows:

- 1.1) Accommodation with total 601 rooms , average room rate is between 1,500-2,700 Baht and occupancy rate is between 37-83% in the year 2011
- 1.2) Food and Beverage Services , Available for hotel customers and others in Thai and International Restaurant , bars, lounges and banquet rooms as follows:
 - 4 Restaurants and Coffee Shop, capacity 80-250 persons
 - 11 Banquet Rooms with the different sizes , for service customers such as seminar of government department and the private company , birthday party, wedding party , retirement party and etc. , there are 5 rooms with capacity 20-50 persons, 4 rooms with capacity 100-300 persons , 1 room with capacity 600 persons and 1 room with capacity 1,500 persons
- 1.3) Other services consist of:
 - Health club
 - Two swimming pools on the 5th and 12th floor
 - Shops for rent
 - Others services such as Calypso Show, Souvenir- Gift Shop, Foot Massage , Fortune Teller, Internet Center, Executive Center

2) Asia Pattaya Hotel Company Limited

Asia Pattaya Hotel is a seven-storied building, located on 44-0-15.8 rais plot of land, is located in Pattaya, Bang Lamung District, Chonburi Province, providing three types of hotel and restaurant services as follows:

- 2.1) Accommodation with total 320 rooms, average room rate is between 1,400-2,500 Baht and occupancy rate is between 21-78% in the year 2011.
- 2.2) Food and Beverage Service , Available for hotel customers and others in Thai and International Restaurant , bars, lounges and banquet rooms as follows:
 - 5 Restaurants and Coffee Shop, capacity 50 - 200 persons and Poolside Bar
 - 6 Banquet Rooms with the different sizes , for service customers such as seminar of government department and the private company, there are 4 rooms with capacity 50-120 persons, 1 room with capacity 350 persons , 1 room with capacity 700 persons

- 2.3) Other Services consist of
- Shop for rent
 - Beauty Salon
 - Health Club
 - Thai Massage – Foot Massage
 - Nine Hole Golf Course
 - Tennis Court
 - Swimming Pool
 - Internet Center

3) Asia Airport Hotel Co., Ltd.

Asia Airport Hotel is on 9th -18th floor of Zeer Rangsit Building, total space of 39,380 sq. meters, located on Phaholyothin Rd., Kukot, Lumluka Pathumthani, providing three types of hotel and restaurant services as follows:

- 3.1) Accommodation with total 482 rooms, consist of
- Hotel 394 rooms, average room rate is between Baht 1,300 - 2,200 and Occupancy rate is between 0% - 41% in the year 2011
 - Service Apartment of 84 rooms, Average rental rate is between Baht 20,000 - 25,000 per month Occupancy rate is between 28.5% - 33% in the year 2011.
- 3.2) Food and Beverage Service, available for hotel customers and others in Thai and International Restaurant, bars, lounges and banquet rooms as follows:
- 1 Restaurant and Coffee Shop, capacity at 50 - 200 persons
 - 6 Banquet Rooms with the different sizes, for service customers such as seminar of government department and the private company, there are 3 rooms with capacity 100-200 persons, 1 room with capacity of 150-300 persons, 1 room with capacity of 300-500 persons, 1 room with capacity of 500-800 persons
- 3.3) Other Services consist of
- Beauty Salon
 - Swimming Pool

4) Asia Airport Hotel Co., Ltd. (Asia Hotel Cha-um)

Asia Airport Hotel Co., Ltd operated “Asia Cha-um Hotel” is located on 3-3-46 rais plot of land at Cha-Um beach, Petchaburi province, comprises of 17 stories building and 4 stories building, total of 3 buildings providing three types of hotel and restaurant services as follows:

- 4.1 Accommodation with total 214 rooms, First Opening in December 2010, average room rate is between Baht 1,400 - 2,500 and Occupancy rate is between 8.6% - 29% in the year 2011.
- 4.2 Food and Beverage Service, available for hotel customers and others in Thai and International Restaurant, bars, lounges and banquet rooms as follows:
- 1 Restaurant and Coffee Shop, capacity at 50 - 200 persons
 - 7 Banquet Rooms with the different sizes, for service customers such as seminar of government department and the private company, there are 1 rooms with capacity 85-90 persons, 4 rooms with capacity of 100-200 persons, 1 room with capacity of 250-300 persons.
- 4.3 Other Services consist of Fitness, Sauna, Swimming Pool

5) Zeer Property Public Company Limited. (Zeer Rangsit Shopping Complex)

ZEER Property (Public) Co., Ltd. operates a business in developing and managing a shopping mall and developing real property on Vipavadee-Rangsit Road, Km. 28 – 29, Khukhot Subdistrict, Lumlukka District, Pathumthani Province. The company owns a large shopping complex, ZEER Ransit Shopping Mall, which is classified as IT and electronic center. Within the complex there is a mixed-used development providing hotel, shopping center and serviced apartment. The building has the total area of 273,960 sq.m. (including shopping center, hotel and serviced apartment) The total space for rent is approximately 132,693 sq.m. (approximately 48% of the total construction area). For the space outside the building it has been rented out and arranged as fresh market and bazaar in front and around the building, total space of 3,600 sq.m.

It offers the area rental for subcontracting business for both long term and short term. The shopping complex includes 6 stories of Plaza and 12 stories tower for office space rental, Asia Airport Hotel and serviced apartment.

IT Zeer Center is a computer and electronic center with a fast growing potential.

Part of it has been developed with a fast growing potential to a huge computer and electronic center under the name “ IT Zeer Center”.

At the end of 2011 IT Zeer Center was occupied about 88% of the total area, starting from basement, 1st, 2nd and 3rd floor. Most of the shop renters sell computers and accessories. On 4th floor renters are the offices and stores and a part of 5th floor is utilized as function rooms of Asia Airport Hotel. 7th to 9th floor rented out for offices and 10th - 18th floor is the location of Asia Airport Hotel.

ZEER also invested in the real properties, both local and abroad.

1) Asia Cha-am Hotel Project (local investment)

Zeer bought a land with hotel building located on Cha-Am beach, Petchburi province, and developed the hotel building to a 214-room hotel. The bid for rental fee and managing hotel business has been made and Asia Airport Hotel Co., Ltd., with the highest benefits offer and the tenant of ZEER, has been selected to operate the hotel business by using the name “Asia Cha-am Hotel”.

2) Shopping Center at Glendale Project (abroad investment)

ZEER OVERSEA LLC. “ZO” which is a subsidiary of the Zeer Property Public Company Limited (“ZEER”) has acquired the Land and Constructions of SHOPPING CENTER located at Glendale Boulevard, Los Angeles, California, USA.

The Glendale Shopping Center is on a plot of land around 0.80 acre (approx. 2 rais), consists of two buildings, the total rental space of 11,735 square feet and presently occupied about 91 %. Most of clients have rented the space of more than 5 years.

3.2 Revenues Structure: Hotel and Restaurant Business

Type of Business	Operated by	% of Share Held	2009		2010		2011	
			MB	%	MB	%	MB	%
- Hotel	Asia Hotel Public	Parent Company	150.80	16.97	128.38	13.82	140.17	15.53
- Restaurant	Company Limited	Listed Company	97.40	10.96	104.88	11.29	114.18	12.64
Total			248.20	27.93	233.26	25.11	254.35	28.17
- Hotel	Asia Pattaya Hotel	99.42%	67.00	7.54	64.51	6.94	70.83	7.84
- Restaurant	(Subsidiary Company)		26.08	2.94	28.04	3.02	33.06	3.67
Total			93.08	10.48	92.55	9.96	103.89	11.51
- Hotel	Asia Airport Hotel	Direct 100%	47.52	5.35	66.04	7.10	62.36	6.90
- Restaurant	(Subsidiary Company)		34.67	3.90	43.54	4.69	41.09	4.55
Total			82.19	9.25	109.58	11.79	103.45	11.45
Area Subcontracting Business	Zeer Property Public Co., Ltd. (Subsidiary Company)	Direct 94.85%	464.96	52.34	493.72	53.14	441.34	48.87
Total			464.96	52.34	493.72	53.14	441.34	48.87
Grand Total			888.43	100.0	929.11	100.0	903.03	100.00

3.3 Changes in the Past Year

- The IT Center at ZEER Rungsit (ZEER Property Public Co., Ltd.) and Asia Airport Hotel (Asia Airport Hotel Co., Ltd. “AA”) subsidiaries of ASIA were affected by the flood since they are located on Phaholyothin Road, Lumlukka, Phatumthani. They had to close down for services from October 22nd 2011 and reopened again on December 9th 2011. Damages from the flood are in the underground floor of the building which are covered by the insurance.
- The ZEER OVERSEA LLC. “ZO” which is a subsidiary of the Zeer Property Public Company Limited (“ZEER”) has acquired the Land and Constructions of SHOPPING CENTER located at address number 3102-3140 Glendale Boulevard, Los Angeles, California, USA with the total area of around 0.80 acre (approx. 2 rais) at the price of USD 6.29 Million or Baht 190.50 Million for investment in real estate development. In April 2011, 91% of the total area has been occupied.
- As the Meeting of Board of Directors of Asia Hotel Public Company Limited (ASIA) No. 10/2011 held on October 13, 2011 authorized ZEER to invest in phase 2 of Zeer Property which consists of a 3-storeyed building plus the basement, total of 4 stories, with parking space for approximately 500 cars by allowing the construction period approximately 24 months and an apartment building project 2 which is 7-storeyed building by allowing the construction period approximately 30 months and expecting to start the construction in year 2012. The total approximate cost for 2 projects will be 1,049 million Baht. The project is aiming to support the demand of wholesaling and retailing market, open up more choices for the consumers and residents in the nearby area.

4. Risk Factor

Risks from External Factors

- *Risk to the Global Economic Recession*

The Subprime Crisis of America impacted the Europe and world economy and it reduced purchasing power of tourists considerably. The Asia Hotel Group has some clients from Europe and we are at a high risk to be affected.

- *Risk to the Political Fluctuation and Unrest in the Country.*

Political instability in Thailand and terror incident that may occur in the future affects directly to the revenue of the Group of companies and tourists are not confident in their safety. Therefore, in the near future (1-2 years), if this risk still exists, it will severely impact to the tourism business, especially to the establishments located at near assembly area. If the incidents are very serious, the company must stop providing the services. In the past incidence of political assembly at Ratchaprasong intersection, for example, it has led the lack of income to the Company from closing to provide the services for 2 weeks and tourists has postponed checking in the hotel room for 3 months after that, which it has led the severe lack of liquidity to the companies.

- *Risk from the Government Policy*

The government places importance on the income from tourism because it is the main income generator for Thailand. The tourism activities should be encouraged seriously. If the government's tourism policy changes from the present, it may cause a risk.

Moreover, the government policy regarding the labor cost, the minimum wage is about 300 Baht per day and the minimum labor cost (salary/remuneration) for graduates with bachelor's degree is 15,000 Baht a month. Which the policy on minimum wage at 300 Baht per day does not much affect the Company because the Company pays the wage at this rate while the labor cost for the graduates with bachelor's degree at 15,000 Baht a month does much affect the business operation of the Company because the Company has many employees and it must be considered carefully. The Company is considering the salary/other remuneration structure to conform to the job efficiency and quality in each aspect.

- *Risk from Natural Disasters*

From the severe flooding occurred during the late 2011, the 2 subsidiary companies were directly affected. They couldn't provide the services for more than 48 days and some of property was damaged. All this, the flood insurance has already been made and it is during evaluating the damage cost period. The revenue from providing the shops for rent reduced of more than Baht 80 Million during the service closed and led to the serious reduction in the total revenue of the Asia group company. Although the Asia Ratchthevi was not in the flooding areas but its seminar marketing, wedding functions and the reduction of hotel room revenue from foreigners were also severely affected.

Risk from Business Operation

- ***Risk to dividend for the operating result of 2011 might not be paid***

As from 2011, the operating result from hotel business of the Company has much declined from the previous year because it was affected by the world economic crisis, un-peace in political situation and natural disaster. Therefore, on next years, if tourism situation is not better, it may affect the Company and the Company may accumulate loss until unable to pay dividend to shareholders.

- ***Risk from Interest Rate Fluctuation***

At the end of 2011 the company and subsidiaries received short-term and long-term loan from financial institution with floating interest rate, reference made to MLR interest rate, long term loan and MOR short term loan. During the year 2011 the Bank of Thailand has increased interest rates many times, therefore, interest rate fluctuation may affect the operation and cash flow of the company.

5. The structure of shareholders and management.

5.1 Shareholders

(A) Details of Top-Tenth Major Shareholders as at the latest closing dated for The Company share transfer (25 April 2011)

No.	Name	No. of Shares Held	% of Share Held
1	A.B.K. Enterprise Groups.	16,297,996	50.93
2	Mrs. Pornpun Tanariyakul	3,572,775	11.16
3.	Bangkok Bank Public Co., Ltd.	1,800,000	5.63
4.	Mr.Kobsak Jarurungsan.	1,048,494	3.28
5.	Mr. Soh Chee Yong	765,000	2.39
6.	Mr. Vichai Tiyawongmana	675,000	2.11
7.	Mr. Wichai Arunkamolsri	419,600	1.31
8.	Miss Supavadee Bunsantisuk	385,000	1.20
9.	Mr. Chee Yong Soh	336,500	1.05
10.	Mr. Surapol Techaruvichit	292,633	0.91
	Total	25,592,998	79.98

Remarks : #Details of A.B.K. Enterprise Groups: A.B.K. Enterprise Co., Ltd., holding company held 46.33%, Asia Pattaya Hotel Co., Ltd. held 1.72% , Pattaya Hotel Trading Co., Ltd. held 1.12% and Mr. Kumpol Techaruvichit held 1.76%

: Counting the total amount of shares of related shareholders according to the Section 258

During the 3rd quarter of 2011, Asia Pattaya Hotel Co., Ltd. sold out 552,000 shares of ASIA to the third party, making A.B.K. group of company (Order No.1) has 15,745,996 shares or 49.21% and Top 10 of main shareholders have a total of 25,040,998 shares or 78.25%.

(B) The major shareholder group having behavior influences policy setting or management of company

As at December 31, 2011 Techaruvichit group, who is a current executive of ASIA, holds direct shares of the company of 15.43% and holds indirect shares via the company group of A.B.K. Enterprise Company Limited according to the note in item (a) of 47.46% , It is totally direct and indirect holding of 62.89% as follows:

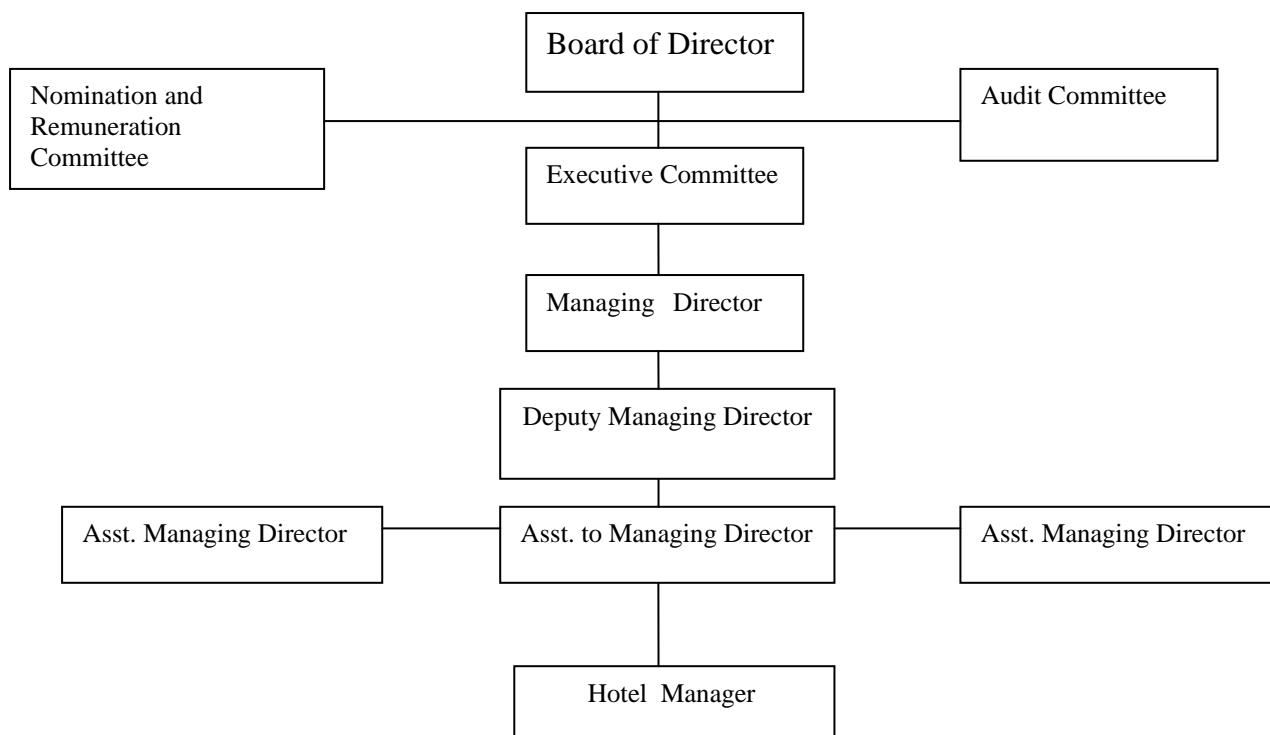
A.B.K. Enterprise Company Limited is a Holding Company, 33.53% of shares are held by Techaruvichit Group, who is an executive of ASIA.

Pattaya Hotel Trading Company Limited is a Holding Company, 67.78% of shares are held by Techaruvichit Group, the executive of ASIA.

5.2 Management

The company consisting with 4 committees, those are the company committee, executive committee, audit committee and the nomination and remuneration committee

5.2.1 The management structure.



- Board of Directors

Authorities of the company committee are tentatively specified as follows:-

- (1) Consider and approve the organizational structure and management of the Company and its subsidiaries.
- (2) Approve policy, strategy and operational goal proposed by executive committee. To govern and share opinion for making decision in executive for achieving operational goals as established.
- (3) Consider and approve the annual operating budget, capital expenditure budget and investment projects of the Company and its subsidiaries.
- (4) Appoint Independent director, executive committee, sub-committee groups and top executive of company and approve the remuneration proposed by the nomination and remuneration committee.
- (5) Consider and approve the issues of contingent liabilities, commitments and guarantees of the company and its subsidiaries.
- (6) Propose the director whose tenure will end and the new director in the Shareholders' Meeting and propose the meeting attendance remuneration, bonus for the Board members as well as dividend payment to shareholders.
- (7) Propose the appointment of company's auditor and audit fees in the Shareholders' Meeting in accordance with Audit committee's recommendation.
- (8) Consider and agree on Quarterly and Annual Financial Statements, Annual filing Form 56-1 and Form 56-2 according to the regulation of the Stock Exchange of Thailand (SET) and the Security and Exchange Commission (SEC).

- (9) Consider and approve the related transaction and conflict of interest relating to the purchase of disposal of assets according to the SEC.
- (10) Follow up the monthly and quarterly operating results and financial status of the Company and its subsidiaries
- (11) Consider and approve the agreement on purchasing, hiring servicing, renting and leasing with exceeding value of Baht 20 million
- (12) Consider the purchase of the out-of budget items which value more than Baht 20 million, and the over-budget expense exceeding 20% of approved value.
- (13) Consider on renting and leasing assets for period over 6 years.
- (14) Consider and approve on any matters presented by Executive Committee including legally-required matters to be presented to the Board.
- (15) Board may assign a director or any other persons to take action or have authority for the Board within an acceptable period of time under the Board's consideration. The Board may abrogate, change or revise the assigned person as appropriate, except for the acquisition and purchase of asset which shall follow the regulation of the SEC and the SET.
- (16) The Board Meeting shall be at least 1 time per 3 months with at least 50% of attendants
- (17) Any directors whose interest relating to the issue shall not be entitled to vote and shall leave the meeting
- (18) Board prepare the annual report of conflict of interest of director and related person or changing item in the report within 30 days , this report will be kept by the company secretary

- Audit Committee

: The Audit Committee was formed and appointed by company directors to be independent body supporting the company directors to perform efficient audit on the reliability of the financial statements. The term of office of the committee member is three years. The committee members may be re-appointed for another term. Duties and responsibilities report to the company committee as follows:-

- (1) Review the accuracy and adequacy of the Company's financial statements.
- (2) Review the appropriateness and effectiveness of internal control systems, and internal audit functions and determine the independence of the Internal Audit Office, as well as to approve the appointment, rotation and removal, and performance development and appraisal of the Chief Internal Audit or the Internal Auditor.
- (3) Monitor the Company's compliance with the Securities and Exchange Acts and Regulations of the SET, and any other laws relevant to the Company's business.
- (4) Recommend the Board of Directors an independent person to be the Company's auditor as well as the audit fees for appointment by the shareholders to audit the Company's financial statements.
- (5) Attend a meeting with external auditors without the presence of the Company's Management at least once a year.
- (6) Consider connected transactions or transactions with potential conflict of interests to ensure full compliance with relevant regulations and requirements of the SET for reasonableness and the best interests of the Company.
- (7) Review the Internal Audit Charter prior to submission to the Board of Directors for approval.

- (8) Approve the annual audit plan, scope of audit and internal audit budgeting.
- (9) Review the internal audit reports and follow up the significant issues from the reports.
- (10) Review the Code of Conduct prior to submission to the Board of Directors for approval.
- (11) Review jointly with the Management the risk management policy, the practice compliance with such policy, as well as the Company's risk management guidelines.
- (12) Review jointly with the Management the Management's Discussion and Analysis or MD&A section which is disclosed in the Company's annual report.
- (13) Prepare the Audit Committee's Report, signed by the Chairman of Audit Committee, promulgated in the Company's annual report and contained the information required by the SET.
- (14) Inspect any suspiciousness reported by the company's auditor, that the Chairman, the Management or any person responsible for the company's operation commits an offence under the Securities and Exchange Act (No. 4) B.E. 2551 and report the result of preliminary inspection to the Office of the Securities and Exchange Commission and the auditor within thirty days after being informed by the auditor.
- (15) Any other tasks assigned by the Board of Directors and agreed by Audit Committee.

On 13 May 2011 the existing Charter of Audit Committee was reviewed and self evaluation has been added including report of the evaluation result to be submitted to the company directors annually according to the regulations of the Security and Exchange Commission and the Charter approving committee meeting, newly revised edition, with effective as of 18 May 2011 onwards.

- Nomination and Remuneration Committee

: The company formed the Nomination and Remuneration Committee to set up criteria and process of selecting appropriate person for executive committee and top executive of the company whose tenure will end and ensure the approved Charter is followed. The committee consists of 3 directors and at least 2 must be independent directors. The term of office of each Nomination and Remuneration Committee member is 3 years and may be reappointed after term of office ends.

Responsibilities of the Nomination and Remuneration Committee as follows:

- (1) To recommend the structure and composition of the Board and committee together with the qualification of its members.
- (2) To recommend policy and process to recruit knowledgeable and capable persons suitable to nature of business of the company as directors and executives positions.
- (3) To recommend the list of nominees for the Board of Directors to be proposed to the shareholders' annual general meeting in case of vacancies by rotation and to the board in case of casual vacancies.
- (4) To recommend the list of directors for the committee members of the Company's.
- (5) To scrutinize the list of nominees for the Managing Director, Deputy Managing Director and Assistant Managing Director of the Company in case of vacancy including the establishment of the succession plan for executives.
- (6) To recommend the remuneration structure of the directors and Managing Director of the Company

- (7) To set up the performance evaluation of Management and propose to the Board.
- (8) To evaluate the performance of Managing Director.
- (9) To recommend the remuneration structure of the directors and senior executives of the Company including meeting allowances, bonus, welfare and other benefits both in monetary and non-monetary terms.

- Duties and Responsibilities of Executive committee as follows:

- (1) Setting strategy, goal and plan and proposing to Board of Directors. Controlling the operation to be in according to the strategy and goal and appointing individuals at every level to be responsible to the goal and policy approved by the Board of Directors.
- (2) Proposing the operating result and financial status of the group of Company, inspection and summarizing important matters to propose to Board of Directors.
- (3) Administer and control individuals for operation, set salary and remuneration to all employees.
- (4) Governance to be in accordance with the government law and regulations.
- (5) Approval of procurement, service, rent and leasing with the budget not exceed than Baht 20 million.
- (6) Approve buying assets with no budget valued not exceed than Baht 20 million and expenses that over budget of not more than 20%.
- (7) Approve renting and leasing with the contract period of not more than 6 years.
- (8) Approve any other matters propose by executive directors.
- (9) Do any other task assigned by Board of Directors.

- **Secretary of the Company** appointed since August 2008 has responsibilities to co-ordinate between the Company and Board of Directors, Sub-Committee and the Company's shareholders, facilitate directors and related persons to always receive current information such as announcement and new regulations of the SEC and the SET, prepare and arrange Shareholder Meeting. In addition, Secretary also has to act on behalf of the Company and Board of Directors for the following:

- (1) Prepare and filing the following document:
 - a) Registry record of directors
 - b) Appointment Letter for Board of Directors' Meeting, Minutes of the Board of Directors' Meeting and the Annual Report of the Company.
 - c) Appointment Letter for Shareholders' Meeting and Minutes of Shareholders Meeting
- (2) Keep equity items reported by directors or management
- (3) Operate other task according to the Announcement of Capital Market Committee

In case that the Secretary of the Company resigned or cannot perform the duty, Board of Directors shall appoint a new secretary within 90 days starting from the date of resignation or cannot perform the duty. Board of Directors is authorized to assign any director to act on instead Secretary during that time.

5.2.2 Selection of committees and executives.

Selection of committees

At present, the Company appointed Nominating Committee and set remuneration in January 2010. Nominating Committee will be responsible for supporting the Good Governance Policy, selecting directors and proposing to the Board of Directors Meeting for consideration before proposing to the 2011 General Shareholders Meeting for Approval.

The Company has given a chance to minor shareholders to propose individuals to be considered as director and also propose meeting agenda in advance which criteria and qualifications are stated in the company's website under Investor Relation heading. The proposals were made to the Secretary of Board of Directors for the 2011 Ordinary Shareholder Meeting within December 2010. The Secretary of Board of Directors will compile individual names proposed to Nominating Committee for verifying and proposing to Board of Directors for consideration before proposing to the Shareholder Meeting for appointment approval.

According to Regulations of the company no. 16, the company committee has a number of members at least 9 persons but not more than 15 persons. At present the committee consists of 10 members of company committee, and 4 qualified independents, who are proportion 1/3 of the committee, to propose the list of persons who are fully qualified as specified by law.

Qualifications of Independent Directors are as follows:

- Hold shares of not more than 1.00% of the voting shares of the company, holding company, subsidiaries company, associated company, major shareholder or person control over the company, including shares held by related persons of such independent director.
- Must not be nor have ever been a director with participation in management, a hired worker, an employee, an advisor with fixed salary, or a person control over the company, subsidiaries company, associated company, the same level of subsidiaries, major shareholders or a person control over the company unless having been relieved from such title for not less than 2 years before the date of appointment.
- Must not be a person related by blood or by legal registration as father, mother, spouse, sibling, and offspring including spouse of offspring of an executive or major shareholder, controlling person or person who will be nominated as executive or controlling person of the Company and subsidiary companies.
- Must not have nor ever had any business relationship with the company, holding company, subsidiaries company, associated company, major shareholder or person control over the company, to the extent that may obstruct the using of his/her independent discretion, and is not nor ever have been a shareholder or controlling person with business relationship with the company, holding company, subsidiaries company, associated company, major shareholder or controlling person unless having been relieved from such title for not less than 2 years before the date of appointment.
- Must not have nor ever been an auditor of the company, holding company, subsidiaries company, associated company, major shareholder or person control over the company and is not major shareholder, controlling person or a managing partner of the audit firm where the auditors of the company, holding company, subsidiaries company, associated company, major shareholder are working for unless having been relieved from such title for not less than 2 years before the date of appointment.
- Must not have nor ever been a provider of any professional service, including legal consultant or financial consultant, with the remuneration in excess of Baht 2 million per annum from the company, holding company, subsidiaries company, associated company, major shareholder or person control over the company and is not major shareholder, controlling person or a managing partner of such professional service provider, unless having been relieved from such title for not less than 2 years before the date of appointment.
- Must not be a director appointed as the representative of the Company director, major shareholder or any shareholder who are connected persons of the major shareholder.
- Must not operate the similar business that will compete with the business of the company or its subsidiaries or not holding shares or be a committee member, employee, staff, consultant with salary or holding more than 1% of other company's or its subsidiaries' shares with the similar business and competition.

- Must not possess any other characteristics that will prevent the independent expression of opinions in respect of the operations of the company.
- Independent Directors may be assigned by Board of Directors to make a collective decision regarding the business operation of the Company, major company, subsidiary companies, affiliated companies and sub-companies at the same level or juristic persons that may have conflicts.
- Disclose information of being independent director of other group of companies including remuneration obtained from the group in the form 56-1 and annual report (remuneration from each individual company is not required)

Qualifications of Audit Committee: Apart from being independent, must also possess the followings:

- Must not be assigned by the Board of Directors to make decision relating the business operation of the registered company, major company, subsidiary companies, affiliated companies or juristic persons that may have conflicts.
- Must not be director of major company, subsidiary company or affiliated of other registered company.
- Possess enough knowledge and experience and also devote enough time to carry out the duties assigned as the Audit committee.
- Should not be director in more than 5 registered companies since it might affect duties in any of the companies.

Selection of executives

The staff executive will consider selecting and screening the suitably-qualified persons for appointment to be place in the capacity of the executive, in the manager level and to be approved by the management.

Appointment of Company Director

- A) The ratio of directors who will represent each group of shareholders is not fixed, it depends on resolution of the Shareholder meeting.
- B) The Company will propose to shareholder meeting to appoint at least 3 independent directors or not less than 1/3 of total company directors according to regulations of the Security and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).
- C) The Shareholders' meeting shall elect directors according to the Article of Association of the Company no. 17, the shareholders shall elect the Directors according to the following criteria and methods:
 - (1) A shareholder has the vote of one share per one vote.
 - (2) Each shareholder must put all of his/her votes under (1) to elect a person or several persons as directors, but he/she is not allowed to split his/her votes.
 - (3) Those who receive the highest number of votes will be elected in descending order as directors, equaling the numbers of directors to have or to be elected at that time. In case of tie between runners-up, exceeding the numbers of directors to have or to be elected at that time, the Chairman shall make the casting vote.

Executives

List of names and positions of company committee, executive committee and executives of Asia Hotel Public Company Limited. as of 31 December 2011, as per the following details.

Board of Directors

1. Mr. Kumpol	Techaruvichit	Chairman of the Board
2. Mr. Amorn	Techaruvichit	Vice Chairman
3. Mr. Surapol	Techaruvichit	Director
4. Mr. Surapong	Techaruvichit	Director
5. Mrs.Suvimol	Techaruvichit	Director
6. Mrs. Pornpun	Tanariyakul	Director
7. Mr, Piyawudh	Senapoopitaksa	Director(Independent Director)
8. Mr. Sombut	Pupipathirunkul	Director (Independent Director)
9. Mr. Suwat	Dusitrojanawogse	Director (Independent Director)
10.Mrs. Chotima	Puasiri	Director (Independent Director)

Miss Sudaratana Wisnuwatanakit Secretary to the Board

Remarks : There were 11 members of the Board , Maj. Gen.Serm Ruhsakul has resigned from Director (Independent Director) on May 13,2011 onward, now the member of the board are 10 persons

Authorized Directors

“Mr. Kumpol Techaruvichit sign with the Company’s seal affixed, or Two of Mr. Amorn Techaruvichit or Mrs. Suvimol Techaruvichit or Mr. Surapong Techaruvichit jointly sign together with the Company’s seal affixed, Except in case of legal acts concerning loan agreements must be two of Mr.Kumpol Techaruvichit or Mr. Amorn Techaruvichit or Mrs. Suvimol Techaruvichit or Mr. Surapong Techaruvichit jointly sign together with the Company’s seal affixed, or Any of Mr. Kumpol Techaruvichit or Mr. Amorn Techaruvichit or Mrs. Suvimol Techaruvichit or Mr. Surapong Techaruvichit jointly sign with another director, totaling two directors together with the Company’s seal affixed.”

The Limit of the Authority of Directors: None

Scope of duties and responsibilities of Chairman of Directors

Chairman of Directors of the Company has to serve as the Chairman of the Board of Directors’ Meeting and Chairman of Shareholders’ Meeting. Chairman should be able to control the Meeting to comply with the rules and regulations of the Company in respect of the Meeting and to run the Meeting to be in accordance with the Meeting Agendas as specified in the meeting invitation letter.

Scope of duties and responsibilities of Board of Directors

Board of Directors will serve as the Chairman of Executive Director, be responsible for management to comply with the Company’s policies as specified in the scope of duties and responsibilities of Board of Directors including not approving related items of his/herself or related persons (as definition mentioned in the announcement of the SEC, section 58 and close relatives) who have benefit or may have any conflict of interests in the Company or subsidiary companies.

Company Secretary

Miss Sudaratana Wisnuwatanakit

Audit Committee

1. Mr. Suwat	Dusitrojanawogse	Chairman (Independent Director)
2. Mr. Piyawudh	Senapoopitaksa	Member (Independent Director)
3. Mr. Sombut	Pupipathirunkul	Member (Independent Director)
Mrs. Pornpun	Tanariyakul	Secretary

Remark: Mr. Sombut Pupipathirunkul , director, graduated in financial and accounting and holds the expertise in reviewing the Financial Statement

Nomination and Remuneration Committee

1. Mr. Sombut	Pupipathirunkul	Chairman (Independent Director)
2. Mr. Piyawudh	Senapoopitaksa	Member (Independent Director)
3. Mr. Suwat	Dusitrojanawogse	Member (Independent Director)
Mrs. Pornpun	Tanariyakul	Secretary

Executive Committee

1. Mr. Kumpol	Techaruvichit	Chairman of the Executive Director
2. Mr. Amorn	Techaruvichit	Vice Chairman Executive Director
3. Mr. Surapong	Techaruvichit	Executive Director
4. Mr. Pornpun	Tanariyakul	Executive Director

Management Team

1. Mr. Kumpol	Techaruvichit	Managing Director
2. Mr. Amorn	Techaruvichit	Deputy Managing Director*1
3. Mr. Surapong	Techaruvichit	Assistant Managing Director*2
4. Mrs. Pornpun	Tanariyakul	Assistant Managing Director*3
5. Mrs. Oyetip	Hayrabut	Assistant to Managing Director*4
6. Mr. Kriengsak	Jumaree	Hotel Manager
7. Mr. Somsak	Theerawitpreecha	Director of Sales
8. Miss. Somsri	Tungstatpongsathorn	Financial & Accounting Manager
9. Mrs. Siriwan	Boonchim	Housekeeping Manager
10. Mr. Atiwat	Opaswatkul	Front Office Manager
11. Mr. Chertpong	Jantawong	Personnel Manager
12. Miss Nutch	Techaruvichit	Public Relation Manager
13. Mr. Chairat	Thamvichit	Engineering Manager
14. Mr. Vaiyawudh	Samakkarn	Security Manager

*Remarks: *1-*4 are the persons in the next four executive levels below the chief executive (MD) according to the regulation of the SEC.*

5.2.3 Remuneration and Benefits to Board and Management

In 2011, Nomination and Remuneration Committee has considered the remuneration and benefits to Board and Management, give the opinion of remunerations to the Board of Directors, has considered that remuneration to directors by proposing to the Ordinary Shareholders' Meeting for approval as follows:

- Pay Bonus to Board of Directors at a total of 800,000 Baht
- Meeting allowance per meeting time for the Chairman of Board of Directors is at 15,000 Baht, Vice Chairman is at 11,250 Baht and Director is at 7,500 Baht per person. If at any time, director is not available to attend the meeting, the meeting allowance will not be given. The director shall not receive shares, debentures or rights in receipt/purchase of extra shares from the company anymore.

Remuneration of Audit Committee in 2011 approved by the Board of Directors will be a yearly remuneration:

Chairman of Audit Committee	45,000 Baht
Audit Committee member	30,000 Baht per person

Remuneration of Nomination and Remuneration Committee appointed in January 2010 will be given the remuneration for each meeting as follows:

Chairman of Nomination and Remuneration committee	11,250 Baht per meeting
Nomination and Remuneration Committee member	7,500 Baht per meeting

Remuneration of Subsidiary Companies: is the remuneration of director who serves as a director in subsidiary companies:

Asia Pattaya Hotel Co., Ltd. and Asia Airport Hotel Co., Ltd.

Meeting Allowance for Directors per meeting time: Chairman of the meeting is 2,000 Baht, Vice Chairman is 1,500 Baht and Director is 1,000 Baht. If at any time, director is not available to attend the meeting, the meeting allowance and other bonus will not be paid.

Zeer Property Public Company Limited.

Meeting Allowance of Board of Directors per meeting time: Chairman of Board of Directors is 15,000 Baht, Vice Chairman is 11,250 Baht and Director is 7,500 Baht. If at any time, director is not available to attend the meeting, the meeting allowance will not be given. And bonus for directors will be paid yearly by considering the operating result of the Company, performing the duties of Director. Chairman will get 106,000 Baht, Vice Chairman gets 80,000 Baht and Director will get 53,200 Baht.

As at 31 December, 2011

- a) Total remuneration for 11 directors: Bonus and meeting allowance # Baht 2,628,600.00
- b) Total remuneration for 5 executives and management **
Bonus and meeting allowance ,salary Baht 5,638,700.00

Remark ** 5 Executives are MD and 4 persons in the next four executive levels below Managing Director according to the regulation of the SEC.

Table shows the remuneration received by each director in fiscal year 2011

Name	Meeting Allowance	Meeting allowance for subsidiary*	Director Bonus	Bonus for Audit Committee	Bonus for Nomination/ Remuneration Director	Total Remuneration
1.Mr.Kumpol Techaruvichit	180,000	136,700	114,000	-	-	430,700
2.Mr.Amorn Techaruvichit	112,500	125,700	85,500	-	-	323,750
3.Mrs.Suvimol Techaruvichit	90,000	23,000	57,000	-	-	170,000
4.Mr.Surapol Techaruvichit	67,500	109,700	57,000	-	-	234,200
5.Mr.Surapong Techaruvichit	90,000	113,700	57,000	-	-	260,700
6.Mrs.Pornpun Tanariyakul	90,000	23,000	57,000	-	-	170,000
7.Mr.Piyawudh Senapoopitaksa	90,000	23,000	57,000	30,000	7,500	207,500
8.Mr.Sombut Pupipathirunkul	90,000	11,000	57,000	30,000	11,250	199,250
9.Mr. Suwat Dusitrojanawongs	90,000	11,000	57,000	30,000	7,500	195,500
10.Major General Serm Ruhsakul**	7,500	108,000	57,000	45,000	-	217,500
11.Mrs.Chotima Puasiri	75,000	-	57,000	-	-	132,000

* Meeting allowance for subsidiary companies is a remuneration to be provided to committees who are in charge as directors of subsidiary companies

** Major General Serm Ruhsakul has resigned since May 13, 2011 onwards

5.2.4 Governance

Board of directors of the Company consists of persons with knowledge, competence and experience in business relating to the Company's operations. They are not persons who are in the list and not considered by the Stock Exchange of Thailand (SET) to be the management executives and acting as the directors according to the Code of Best Practice. In 2007, the Company has classified the Governance into 5 groups by using the information of the previous 15 items of the Code of Best Practice as recommended by the Corporate Governance Center of the SET as follows:

1. Rights of shareholders and Equitable treatment of shareholders

The Company has taken into account on the importance of the good governance for benefiting the management to be more efficiency and reliability to shareholders. In the year 2004 The Company has established of the policy of such governance by covering the Right and equality of shareholders. Shareholders will be acted equally and have fundamental rights according to the law, for example:

1. To obtain shared profit and have right to sell and transfer shares of the company etc.
2. To be provided business disclosure information. The Company has taken into account on shareholders and investors that they should be quarterly provided information regarding the business status, liability progress and operational result of all activities of the Company through ELCID system. These will be included in daily news on website of SET (www.set.or.th) for equally and transparently distributing to all investors (shareholders) The quarterly report and minute of shareholder's meeting starting 2009 will be added to the company's website.
3. The shareholder's meeting in 2011, The meeting documents were sent to shareholders not less than 14 days in advance, the meeting information were also presented on the Company's website; www.asiahotel.co.th. For the next years, the Company has a target to complete the meeting information 30 days before the meeting according to the corporate governance principle so that shareholders can use these meeting information for voting, appointing or removing, defining remuneration, selecting auditor, setting auditing fee and

preparing to express opinion on connected transaction of the Company and Subsidiaries which will be affected to the business operation of the Company. In each session, board of directors will express opinion on related matters and report the minute of the meeting correctly so that it can be verified by shareholders.

4. The Company gave right to shareholders to study the company's information that wanted to be disclosed according to the rule and regulations. Annual Report was made in CD Rom for the shareholders and made in documents if they request. When the meeting needed to be held suddenly, no additional document distributed to shareholders, no meeting agenda added or no important information changed without prior notice. The Company gave shareholders right to have questions in the meeting and did not limit shareholders right to attend the meeting when they came late. The Company informed how to attend the meeting in advance by sending meeting invitation letter.
5. In case of appointing the proxy to attend the meeting, The Company has prepared 3 Proxy Forms according to the rule and regulation of the Ministry of Commerce and they are available on the Company's website. The Company recommends shareholders to use the Proxy Form (Form B) as it can put opinion for voting. This Form is attached with invitation letter. Moreover, the Company provides an additional option to shareholders to give the proxy to the Chairman of the audit committee and independent committee to attend the meeting.
6. In October 2011 Company considered giving chance to the minor shareholders to propose the meeting agenda in advance including nominating qualified persons to be director according to specified criteria. Forms can be downloaded from the company website under topic Investor Relation. Complete forms to be submitted at the end of fiscal year, within 31 December 2011 to allow enough time for the Board of Directors to consider before proposing in the shareholders meeting 2012.

On 31 December 2011, no one of shareholder propose any agenda and the person who nominating qualified persons to be director for annual general meeting for the year 2012.

7. The Company provided sufficient information of each meeting agenda in invitation letter for considering the followings:

- 1) To consider and approve appointment of directors

As in 2011, the former directors were appointed, the Company enclosed personal information of persons proposed for appointment such as Title Name, Name, Age, Type of Director, Number of Shares Held, Education, Experience, Number of years appointed, performance while on duty, number of meeting participation of the last year and opinion given to shareholders for voting. At present, the Company has nominating committee. The nomination method will be in accordance with *Item 5.2.2*

- 2) To consider and approve director's remuneration

The company has presently appointed the nomination and remuneration committee to consider director's remuneration. Directors have remuneration by way of meeting allowance and pension at the fix rate. Sometime, the rate changes but with a very small amount when compared with same type of industry. Management Executives have remuneration by way of salary and other benefits. Amount and type of remuneration will depend on position and duty of directors. This will be considered together with the operating result of the Company of the last year and the directors should give clear and sufficient opinion for resolution of shareholders. Remuneration information of director is shown in *Item 5.2.3 : Remuneration*.

- 3) To consider and approve the appointment of auditor and auditor fee

In year 2011 a former auditor and audit firm were appointed under consideration of audit committee before proposing to the Board of Directors. Audit fees of the previous and new auditors were compared, also the committee opinions were clear and sufficient enough for the resolution of shareholders.

- 4) To consider and approve dividend payment

As in year 2011, the Company paid dividend from the operation of the year 2010 which were approved in the shareholders meeting 2011. Details were clarified in the letter of invitation sent earlier.

5) To consider and approve other business

In 2011, there was not special agenda proposed into the meeting for consideration.

8. In 2011, 9 directors of 11 directors participate the meeting due to health problem, they inform the chairman before the meeting. Auditor and legal consultant also participate the meeting so that when they have any questions, they can get explanation.
9. Chairman of the meeting provide opportunity to shareholders to give their opinion and have questions regarding activities and operating result of in the past year and that the Company and subsidiaries expected in the future. Time is provided sufficiently and equally for example shareholder offers tourism's sale promotion for consideration of directors.
10. The Company uses card for voting in the meeting. Before starting the meeting, the secretary informs the meeting how to use the voting card. It depends on opinion of the quorum that "Agree" or "Not Agree" or "No Vote" with the opinion of directors. If any shareholders not agree or no vote, use this card and inform to the Company for deducting the vote from the total number of quorum then get the total "Agree" or "Not Agree" or "No Vote", summarize and inform the meeting. This method agreed by the meeting and the Company has applied it every meeting, especially, for the important agenda such as continuing connected transaction, acquisition and sale of asset. After getting the explanation, before voting, the secretary will inform the meeting again how to vote and if any member of the committee should conflict of interest from any agenda he will not be allowed to participate in that agenda.
11. The Company takes minute of shareholder meeting and record information and important matters such as name of directors participated, company information, name of independent financial consultants (if any) as well as summarizes the opinion and questions from shareholders, how to vote and count the vote and the meeting resolution separately by "Agree", "Not Agree" and "No Vote" for each agenda and send information to the Stock Exchange of Thailand and the registrar of Ministry of Commerce according to the law within 14 days after the meeting completed. The minute of meeting is planned to present to shareholders for giving opinion and verify through the Company's Website within 30 days after the meeting completed.
12. The Company has the control on the use of inside information. Especially, board of directors and management executives established a policy to examine and supervise the operational results regularly.
13. The Company discloses information of stakeholders who related with directors, management executives and related persons to directors such as security holding, change of security holding, resigning and commencing from the date of appointment so that the Securities and Exchange Commission (SEC) Office and the SET distribute information to shareholders and investors.

2. The Role of Stakeholders

The Board of Directors defines the governance policy, is aware on the right of stakeholders according to the law and supervises to ensure that their rights will be protected and well treated. For example:

1) **Shareholders:**

- The Company should provide information to shareholders and treat to shareholders equally. For the shareholders meeting 2011 Company opens a chance for the minor shareholders to propose the meeting agenda and nominate qualified person to be directors in advance according to the specified criteria.
- Company distributes the gift vouchers for accommodations and restaurants to the

shareholders to express appreciation for attending the annual meeting. Quarterly promotion brochures are sent to all shareholders listed in the latest registration book on the closing day.

2) Employees:

- The Company treats all employees equally. Yearly assessment has been done fairly. Opinion box is provided should there be any complaints or information to notify the management. Besides that the company provided the yearly physical examination which is beyond the requirement by law.
- A room has been arranged called “Breast Feed Corner” to encourage the female employees to breast feed their babies continuously not less than 6 months after giving birth. The Project is to promote benefits for employer relations and help reduce the social problems in a long run because babies will be healthy bodily and mentally.
- Company also supports the employees saving project by approving the Asia Hotel Saving and Credit Cooperative Limited to be founded more than 10 years and operated by their own committee.
- During year 2011 due to economy crisis and caused occupancy rate to drop enormously the management has set up a project to benefit the employees and extended to their relatives and friends to book accommodations in all 3 hotels: ASIA Bangkok, Asia Airport and Asia Pattaya at special prices. The bookings need to be verified by Personnel Department.

3) Clients: There are regulations to follow. Employees will be trained how to treat the clients fairly, render the best service, keep the client’s secret and follow up with the complaints immediately.

4) Debtors: The Company has performed according to the condition of loan contract of every financial institute.

5) Competitors: Company supports the free trade competition policy and against destroying the competitors unethically.

6) Supplier : Company treats all suppliers and contractors justly and equally which will never damage the company’s reputation and always take into account the equality in doing business and profit sharing. Consider that suppliers are the main factor to help add value of confidence to the customers.

7) Communities: The Company would not do any thing to damage the communities especially at the area nearby the business establishment of the Company.

- Year 2011 invited neighbors to join food offering to 108 monks.
- Flood situation in late 2011, Company cooperate with the nearby community trying to protect from flood and provided space on the premises including manpower to help packing the life aid bags and made donation with other clubs and foundations.

8) Environment: The Company realizes the importance of environment and engaged in many environmental projects such as

- Producing micro organism water from the fruit skin and use it to clean fat residue in the kitchen, use as fertilizer for plants and spray to keep away insects. Those help reduce the chemical and environmental friendly.
- For energy conservation the light bulbs have been changed to energy saving bulbs. Glass windows and doors are heat protected. Light sensors have been installed at the car park building. Also automatic door was installed to keep the cool air inside and water saving type of bathroom appliances are used in the guestrooms.
- To help reduce the waste the cancelled bed sheets and towels are made and used as hand towels replacing paper towels in the public toilets.

“Save natural resources campaign” has been set and invite guests to join by not changing bed sheets and towels everyday if guests stay more than one night. Besides that company has joined Green Leaf Project

9) Society:

- In 2011, the Company has a project to donate blood by employees to patients at Sirirat Hospital at least once a year.
- Company and its subsidiaries organized “Royal kathin” robe presenting ceremony at different temples yearly and invited outside people to join to help promote the Buddhism.
- Company and its subsidiaries joined the campaign to help flood victims by offering special daily, weekly and monthly room rates.

3. Disclosure and Transparency

The Company discloses important information of the Company including financial and non-financial information correctly, completely, timely, and transparently and in accordance with the regulation of the SEC Office and the SET both in Thai and English language through ELCID and SETSMART System or in news title, www.set.or.th of the SET. In year 2011 company added one more website to obtain information through www.asiahotel.co.th

The information is also disclosed in form of the annual report (Form 56-1) and the annual report (Form 56-2) for example:

- The performance of Board of Directors, Audit Committee, Nomination and Remuneration Committee in the past year.
- The annual remuneration that directors received from the Company and Its subsidiaries.
- The report of audit committee and report of the nomination and remuneration committee.
- The report of the board of directors’ responsibilities to the annual financial report that has been performed in accordance with the certified accounting principle, suitable with the business and contain correct, complete and real information.

Company has an officer who can provide all the company’s information to those who are interested and has an office responsible for disclosure of company’s important information correctly, transparently and timely, but has not yet established as the Investor Relations. The company’s marketing information can be obtained from our website at www.asiahotel.co.th. Investors who are interested in financial and investment information, advanced appointment can be made to get the information from the management at tel. no. 02-217-0808.

4. Board Responsibilities

❖ The Company’s structure of directors comprises of 10 members:

- Management executives 4 members
(Mr.Kumpol Techaruvichit, Mr.Amorn Techaruvichit, Mr.Surapong Techaruvichit and Mrs. Pornpun Tanariyakul)
- Non-management executives 2 members
(Mr. Surapol Techaruvichit and Mrs. Suvimol Techaruvichit)
- Independent 4 members
(Mr. Piyawudh Senapoopitaks, Mr.Somput Pupipathirunkul, Mr.Suwat Dusitrojanawongse and Mrs. Chotima Puasiri)

The Company’s structure previously comprised of 11 members of directors. Since Maj. Gen. Serm Ruhsakul resigned in May 2011 due to health problem the Company has not appointed a replacement, therefore, it currently has 10 members of directors, 3 audit committee members and 3 nomination and remuneration committee member as subcommittee and 15 members of management.

The Chairman and Managing Director is the same person. He is the representative of the major shareholders that held 46.33% of shares. He is the founder of the company who has been managing the business for more than 45 years and with his notable abilities he has been entrusted to occupy the post continuously. The responsibilities and authorized power between Chairman and Managing Director have been clearly separated. However, to balance and to inspect the execution of

the Company, structure of board of directors consists of 6 members of non-management executives that more than a half of total members of directors and the Company also appointed 4 members of independent audit committee. (1/3 of 10 members of board of directors).

Therefore, the Company's structure comprises of 10 members of directors, 4 members of subcommittee of subsidiaries; audit committee and 16 members of managements.

Selection of directors as well as defining qualification of directors and independent directors, duties and responsibilities of board of directors referred in **Item 5.2 Management; Item 5.2.1 Authorities in the Management Structure**. Regarding the biography, education, work experience, share holding and term commencing from the date of appointment to be directors in other companies of each directors are showed in enclosed document of Form 56-1 and annual report.

❖ **Remuneration for Directors And Management Executives**

The company has policy on defining the remuneration as well as the operation result of the company and performance of each management executive. Defining the remuneration of committee shall be approved from the shareholders' meeting and depending on the operation result of the company. The company has disclosed the remuneration of committee and high level of management executive in *item 5.2 Shareholding Structure and Management, item 5.2.3 the remuneration of management executive*.

❖ **Committee's Meeting**

Company arranges the meeting monthly on the date of 13th. In case of having the special case that the meeting has to be done, the letter of invitation of a meeting will be sent to notify the committees at least 7 days in advance so that they can make a carefully discretion and arrange the time for making decision of the matter or subject proposed by the management team and discussing major problem carefully.

The committees well concern that they have to participate the meeting every time except in case of having a special reason the chairman will be informed. In 2011, there are totally 12 committees' meeting and the participants are as follows:

Participate/Number of meeting

Name	Tenure	Committee Meeting	Audit Committee Meeting	Nomination and Remuneration Meeting
1.Mr.Kumpol Techaruvichit	9/4/2010-23/4/2013	12/12	-	-
2.Mr.Amorn Techaruvichit	9/4/2010-23/4/2013	10/12	-	-
3.Mrs.Suvimol Techaruvichit	28/4/2009-27/4/2012	12/12	-	-
4.Mr.Surapol Techaruvichit	9/4/2010-23/4/2013	9/12	-	-
5.Mr.Surapong Techaruvichit	9/4/2010- 23/4/2013	12/12	-	-
6.Mrs.Pornpun Tanariyakul	11/4/2011-10/4/2014	12/12	-	-
7.Mr.Piyawudh Senapoopitaksa	11/4/2011-10/4/2014	12/12	10/10	1/1
8.Mr.Sombut Pupipathirunkul	28/4/2009-27/4/2012	12/12	10/10	1/1
9.Mr. Suwat Dusitrojanawongs	11/4/2011-10/4/2014	12/12	10/10	1/1
10.Major General Serm Ruhsakul	28/4/2009-13/5/2011	1/12	1/10	-
11.Mrs.Chotima Puasiri	28/4/2009-27/4/2012	10/12	-	-

All this, the approved meeting will be record in writing and the meeting report which approved by the committee will be kept and audit by the related committee.

The meeting of audit committee according to its charter shall be arranged at least twice a month. In 2011, there are 10 meetings arranged by audit committee and the result of the meeting and auditing including the consideration of financial statement of the company and subsidiaries every quarterly have been reported to the board of director for making conclusion and proposing to the committees' meeting of the company.

The number of nomination and remuneration committee meeting according to its charter has not been specified but must be arranged as suitable in order to gather information on committees whose term will be ended and name list of the individuals to be advanced nominated by shareholders within 31st December of every year. In 2011 the above committee held one meeting and submitted a report to the Board of Director on the suitable persons nominated for committee. Committee remuneration to be concluded and proposed to the Board of Director's meeting before proposing to the shareholders' meeting for approval.

Committee who made the report of the committee have gave opinion to the financial report of auditor and already specified in the annual report. They also evaluated the sufficient of the internal control every year as well as financial control and operation, performance control, execution, risk management, emphasizing importance on the warning signal and any abnormal sign and having internal control department of the Company as shown in *Item 5.2.6 Internal Control*.

5.2.5. Control on the use of inside information

From the regulation of assets holding of company's management executive, the Office of the Security and Exchange Commission and Stock Exchange should assign management executive to report when amount of assets changed. Policy of company is to supervise, take care and prevent management executives, their spouses and children who are minor from using inside information for self benefit, stock transaction or accept transfers of securities issued by the company before disclosing the information to the public for 1 month. Audit committee and management executive are required to report to the company within 3 days counted from the date of stock transaction, transfer or accept transfer of securities. Copy of document should also be sent to the office of management for it to file reports further.

In practice, all committees are the same understanding that if one of them transacts the company securities, committees or management executive will use the means of telephone to inform the authorities at office of management informally and in the next morning day it will be informed in written immediately.

5.2.6 Internal Control

Audit Committee consists of Independent Committee who has the duty to consider the adequacy for the internal control of the Company including the inspection for the operational control to be in accordance with the related law, rule regulation and policy. The performance result of Internal Auditor and Independent Auditor of the Company will be reviewed continuously and the Auditor's report on the internal control will be proposed to the board of directors of the Company for consideration. The Audit Committee is appointed as per the objective set by SEC of Thailand for good governance and as the auditor for the adequacy for the internal control of the company according to the evaluation form of the SEC of Thailand and SET.

The Company hired Audit House Co., Ltd. who is an external auditor to perform the duty as Internal Auditor of the Company. The Audit House Co., Ltd. is not an auditor of the Company but has the duty as consultant and to audit, evaluate the internal control system, and follow up the risk management and governance of the Company to be arranged sufficiently and efficiently according to the objective established. Internal Auditor of the Company is independent and has sufficient and suitable resource and budget for auditing the operational result, operations to be in compliance with

laws and regulations as well as the financial matters. The audit and operational result will be reported to the Audit Committee every time.

Audit Committee has audited according to the audit form of adequacy and suitability for internal control of the SEC of Thailand and SET by considering 5 aspects for internal control and proposed to the meeting of board of directors No. 2/2555 that held on 27 February 2012. The conclusion was that the Company has adequacy and suitability for internal control of the existing operation according to 5 aspects for the internal control as follows:

1. Organization and Environment: The Company has established the organization suitably and management executives were supported to operate effectively. Policy and working rules and regulations were also set clearly as well as ethical provision was conducted in writing.
2. Risk Management: The Company lends significance to the risk management by forming the risk management team to conduct the assessment on risks that might affect the Company's operation significantly from both internal and external risk factors. The Company has assessed risk factors that whether they are controllable or not to find out measures for preventing or reducing the risk and also follow up situations are causes of risk factors for evaluating the situation and tendency of the effect on the Company.
3. Operational Control of Management Executives: The Company has clearly defined the scope of duty and amount shall be authorized by each level of management executives in writing. Duties are separated to protect racketeering activities. Follow up measure was set to related transactions. all transactions must be approved according to the regulation of the SEC and SET by considering the way that best benefits the Company is always important. The Company continuously monitors the operations of subsidiaries and set the direction to the person has been appointed by the Company to be directors or management executives to follow. Moreover, Audit Committee has placed great emphasis on assessing the compliance to the rules and regulations relating to the business activities of the Company to diminish the risk in the business and maintain the fame of the Company.
4. Information System and Communication: The Company provided effective internal and external communication, accounting and financial information system as well as the accounting policy of the Company is most suitable to the business type.
5. Follow-up System: The Company provided the measure to follow up internal control system continuously by hiring external auditor to be as internal auditor of the Company. The auditing result will be reported to the Audit Committee and its copy will be proposed to the management executives and inspectors for acknowledgement and taking the opinion of internal auditor to improve defects or weakness found from auditing as well as reporting the follow-up result for improvement of each department to Audit Committee.

From the auditing result of internal control of the Company in many aspects above, board of directors has opinion that the Company has follows the direction set by the SEC of Thailand and SET sufficiently and suitably. Moreover, board of directors has opinion that the Company has sufficient internal control system for any transaction relating to major shareholders, directors, management executives or related persons as mentioned above.

Audit Committee views the opinions that there are adequacy and suitability for internal control of the Asia Hotel Public Co., Ltd. to ensure the assets of the Company are well protected and secured, the accounting items are recorded suitably and the resources are utilized efficiently.

5.3 Payment of Cash Dividend

- Asia Hotel Public Company Limited

: The company has a policy to pay the dividend to shareholders around 60% of the net profit.

Payment of Cash Dividend of Subsidiary Companies

- Asia Pattaya Hotel Company Limited

: The policy for paying the dividend is in accordance with the company regulation. The company should reserve the money by not less than 5% until the reserved money is totally up to 10% of the company fund. There is not other regulation .

The company has a policy to pay the dividend not less than 60% of the net profit.

- Asia Airport Hotel Company Limited

: The policy for paying the dividend is in accordance with the company regulation. The company should reserve the money by not less than 5% until the reserved money is totally up to 10% of the company fund. There is not other regulation.

The company has a policy to pay the dividend not less than 60% of the net profit.

- Zeer Property Public Company Limited

: The policy for paying the dividend is in accordance with the company regulation. The company should reserve the money by not less than 5% until the reserved money is totally up to 10% of the company fund. There is not other regulation.

The company has a policy to pay the dividend not less than 40% of the net profit.

6. Related Parties and Transactions

Name and Relationship AA, a subsidiary (in the proportion of shares of 100%) and ASIA, the registered company

Description Inter-transaction of loan and accrued interest payable

Value (Million Baht) Baht 45.77 Million

Importance and Reasons AA had granted loan to the ASIA for supporting the operation. The interest was calculated and the current interest rate is at 6%.

Name and Relationship AP, a subsidiary (in the proportion of shares of 100%) and ASIA, the registered company

Description Inter-transaction of loan and accrued interest payable

Value (Million Baht) Baht 246.22 Million

Importance and Reasons AP had granted loan to the ASIA for supporting the operation. The interest was calculated and the current interest rate is at 6%.

Name and Relationship ASIA, a registered company and AP, a subsidiary of ASIA held share in proportion 99.42%

Description Income from rental

Value (Million Baht) Baht 1.20 Million

Importance and Reasons AP rented the ASIA area for setting the office at the rental rate of Baht100,000/month.

Name and Relationship ASIA, a registered company and ABK, a holding company. Some members of board of directors (Mr. Kumpol Techaruvichit, Mr. Amorn Techaruvichit, Mr. Surapol Techaruvichit, Mr. Surapong Techaruvichit) hold shares in these two companies.

Description It was the accrued interest receivable from debt restructuring of loan

Value (Million Baht) Baht 419.84 Million

Importance and Reasons It was the item that the ASIA provided financial support to the ABK since 1995-2000 with the total capital of Baht998.62 million. The debt structure had been adjusted since the year 2000. It was the fund that used by the ASIA for holding the ZP shares indirectly in the proportion of 74%. And for the accrued interest payable of Baht472 million, it had to be paid within 15 years. This item was approved by the resolution of the extraordinary meeting of the shareholders No. 1/2543.

Name and Relationship ASIA, a registered company, AA, AP, ZP, a subsidiary company and Namseng Insurance Public Company Limited "NSI" has 2 members on the board of directors of ASIA, AA, AP and hold shares in the ASIA, NSI (Mr. Kumpol Techaruvichit and Mrs. Chotima Puasiri)

Description Made property risk insurance with the third party insurance. The period of insurance was 1 year. NSI - The insurer
and ASIA, AA, AP, ZP - The insured

Value (Million Baht) ASIA= Baht 0.40 Million for ASIA premium :Baht 591.5 million
AA = Baht 0.29 Million for AA, premium: Baht 311.4 million
AP = Baht 0.27 Million for AP, premium: Baht460 million
ZP = Baht 0.62 Million for ZP, premium: Baht786.5 million

Importance and Reasons It was the insurance made for supporting normal business with the general trading conditions and the remuneration can be calculated from the assets and referred values.

Name and Relationship AA (a subsidiary of the ASIA, held shares in the proportion of 100%) and ABK, a holding company. Some members of board of directors hold shares of these two companies. (Mr. Kumpol Techaruvichit, Mr. Amorn Techaruvichit, Mr. Surapol Techaruvichit, Mr. Surapong Techaruvichit, Mrs. Suvimol Techaruvichit and Mrs. Pornpun Tanariyakul)

Description It is a fine of accrued interest from the delay of land transfer.

Value (Million Baht) Baht -0- Million

Importance and Reasons It was the item that AA, the purchaser, made the contract for purchasing the land from ABK, the seller. It was agreed that the land had to be transferred to the purchaser within March 1993. after paying off for the land, the seller did not transfer it on time, therefore the additional contract was made and the ABK had to pay for the solatium as the interest at the rate of 12% (of the total amount Baht105 million) per year to the AA. At the meeting of board of directors of the ASIA company No. 6/2549, the AA was approved to be paid for the debt by ABK. The payment would be by installments within 5 years, at 500,000 Baht quarterly. For the last installment, the balance of Baht22.8 million and the constant interest rate at 8% would start to be paid at the end of September 2006. ABK paid out in Quarter 2/2011

Name and Relationship AA, a subsidiary of ASIA held share in the proportion 100% and ZP subsidiary of ASIA (in the proportion of shares of 94.85%)

Description AA rented 5th floor area from ZP to use as function room

Value (Million Baht) Baht 7.56 Million

Importance and Reasons AA rented area on 5th floor with an area of 9,072 square meters from ZP to use as function room. Rental period is 3 years from 1st April 2010 to 31st March 2013 by using the same rate as the other clients in nearby area.

Name and Relationship AA, a subsidiary of ASIA held share in the proportion 100% and ZP subsidiary of ASIA (in the proportion of shares of 94.85%)

Description AA extending rental contract period of area 39,380 square meters with ZP

Value (Million Baht) Baht 390 Million

Importance and Reasons AA has leased some areas of G floor, the 6th floor and the 9th floor and entire area of the 10th -17th floor, with a total area of 39,380 square meters from ZP. The contract period will be expired on Mar 31, 2023 or 12 years remaining. On Dec 18, 2009, AA renewed the lease contract for extension of the contract period for another 16 years that is from April 1, 2023 to Mar 31, 2039 or 28 years remaining. ZP charges the lease rate at Baht 390 Million, it will be paid in 3 installments; Baht 170 Million in December 2009, Baht 180 Million in February 2010 and Baht 40 Million in June 2010. These lease rate included the monthly service fee of Baht 0.59 million (starting April 2023), the rate will be adjusted of 10% increasingly at every 3 years. The value of lease rate is concordant with the value evaluated by valuers approved by the Thai Valuers Association (TVA) and the Valuers Association of Thailand (VAT) that is Agency for Real Estate Affairs Co., Ltd. valued at Baht 425 Million.

Name and Relation AA (A subsidiary of ASIA holding 100% of its shares) and ZP (A subsidiary of ASIA holding 94.85% of its shares)
Nature of Transaction Income from rental area and service fee ZP received from AA
Value (Million Baht) Baht 1.07 Million
Necessity and Rationality AA rented the area on ground floor and 7th floor with 3 years contract from January 1st, 2010 to December 31st, 2012 at the same rate as the other clients in the nearby area

Name and Relation AA (A subsidiary of ASIA holding 100% of its shares) and ZP (A subsidiary of ASIA holding 94.85% of its shares)
Nature of Transaction Income from area rental AA received from ZP
Value (Million Baht) Baht 1.07 Million
Necessity and Rationality ZP rented 6th floor area from AA with 3 years contract from January 1st, 2010 to December 31st, 2012 with the same rate as the other clients in the nearby area

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Name and Relation AA (A subsidiary of ASIA holding 100% of its shares) and ZP (A subsidiary of ASIA holding 94.85% of its shares)
Nature of Transaction Income from Maintenance Fee ZP received from AA
Value (Million Baht) Baht 1.72 Million
Necessity and Rationality AA hired personnel from ZP for maintenance service of electrical tools and devices in the hotel area. AA pays for the service fee to ZP monthly. The contract is 1 year from January 1st, 2011 to December 31st, 2011.

Name and Relation AA (A subsidiary of ASIA holding 100% of its shares) and ZP (A subsidiary of ASIA holding 94.85% of its shares)
Nature of Transaction Income from cleaning service fee AA received from ZP
Value (Million Baht) Baht 2.40 Million
Necessity and Rationality ZP hired housekeepers from AA for cleaning service in the shopping center and pays monthly service fee to AA. The contract is 1 year from January 1st 2011 to December 31st 2011.

Name and Relation AA (A subsidiary of ASIA holding 100% of its shares) and ZP (A subsidiary of ASIA holding 94.85% of its shares)
Nature of Transaction Rental transaction “Asia Cha-am Hotel” running hotel business (AA is a rentee and ZP is a renter)
Value (Million Baht) Baht 9.2 Million
Necessity and Rationality ZP is the owner of property Asia Cha-am Hotel, Petchaburi Province. The bid for rental fee and managing hotel business has been made and AA has been selected to operate the hotel business by using the name “Asia Cha-am Hotel”. The 3 years rental contract includes the rental right of Baht 25 million and monthly expenses of 450,000 – 1,100,000 Baht. Throughout the contract period of 3 years the total expense is Baht 58.30 million. The Hotel was partially opened for service in December 2010.

Name and Relation AA (A subsidiary of ASIA holding 100% of its shares) and ZP (A subsidiary of ASIA holding 94.85% of its shares)

Nature of Transaction Income from rental area for parking , ZP received from AA

Value (Million Baht) Baht 0.37 Million

Necessity and Rationality AA rented parking area from ZP for the convenience of hotel clients with 1 year contract from March 1st, 2011 to February 28th, 2012 at the rate of Baht 36,300.- per month.

Name and Relation AA (A subsidiary of ASIA holding 100% of its shares) and ZP (A subsidiary of ASIA holding 94.85% of its shares)

Nature of Transaction Income from management service for parking income, ZP received from AA

Value (Million Baht) Baht 0.32 Million

Necessity and Rationality AA uses the parking management service from ZP with 1 year contract period from October 1st, 2010 to September 30th, 2011 at the rate of Baht 33,202.40 per month.

Name and Relationship -ZP, a subsidiary of ASIA, held share in proportion 94.85%. And DM, a related company. Some members of board of directors held shares in ZP and DM. These directors are Mr. Surapong Techaruvichit and Mr. Tospol Vachiradecha

Description ZP rented the land from DM as the real property investment

Value (Million Baht) Baht 15.76 Million

Importance and Reasons It was that ZP had made subleasing the land from DM, which was the location of the ZEER project. The leasing contract period is 30 years, from year 1993-2023. The resolution of EGM in 2nd quarter of 2007 approved extension of lease agreement for another 25 years. Total remaining period is 36 years and 3 months according to TAS40 (Revised 2009)

Name and Relationship ZP, a subsidiary of ASIA, held share in proportion 94.85%. And DM, a related company. Some members of board of directors (Mr.Surapol Techaruvichit and Mr. Surapong Techaruvichit) held shares in ZP and DM.

Description Debt guarantee transaction of ZP secured by DM

Value (Million Baht) Amount of Baht 1,230 Million to guarantee for credit line

Importance and Reasons It is a condition of Financial Institution that ZP is given a credit with DM security because ZP sub-leased the land and construction from DM and without any payment used as a guarantee.

Name and Relationship -Zeer Ice Skate Co., Ltd. (ZI) (a normal business partner of ZP, it was the unrelated company) and ZP, a subsidiary of ASIA, held share in proportion 94.85%.

Description Debt guarantee transaction of ZI secured by ZP

Value (Million Baht) Baht 100.0 Million

Importance and Reasons It is a condition of Financial Institution that ZI is given a credit with ZP security

Name and Relationship	-Nice Vision Enterprise Co., Ltd. (NV) (a normal business partner of ZP, it was the unrelated company) and ZP, a subsidiary of ASIA, held share in proportion 94.85%.
Description	Debt guarantee transaction of NV secured by ZP
Value (Million Baht)	Baht 3.27 Million
Importance and Reasons	It is a condition of Financial Institution that NV is given a credit with ZP security

Name and Relationship	- T & W Partnership Ltd. (TW) (a normal business partner of ZP, it was the unrelated company) and ZP, a subsidiary of ASIA, held share in proportion 94.85%.
Description	Debt guarantee transaction of TW secured by ZP
Value (Million Baht)	Baht 9.11 Million
Importance and Reasons	It is a condition of Financial Institution that TW is given a credit with ZP security

7. Management Analysis

1. Operating Results

Net Profit

According to the consolidated financial statements, ASIA and its subsidiaries had net profit for the year 2011 (attributable to the shareholders of ASIA) at the amount of Baht 57.50 million, which was at Baht 267.00 million lower or decreasing of 82.28% from the net profit of last year which had net profit of Baht 324.50 million. The less profit of this year came from the decrease in gain on change of fair value of investment properties, which was at Baht 174.74 million lower than such gain of last year. Unfortunately, in the fourth quarter of 2011 there was a severe flood in the Rangsit area which had a serious impact on the operation of Zeer Rangsit, a shopping complex of subsidiary company. It was temporarily closed for almost two months. As a result, the rental and service income for the year 2011 was at Baht 52.38 million decreased from last year. However, ASIA and its subsidiaries had revenues from hotel business in the year 2011 greater than last year at Baht 26.31 million or increasing 6.04%. Therefore, total revenues from hotel and rental and services were at Baht 26.07 million less than main revenues of last year or decreasing only 2.81%.

The expenses for the year 2011 compared to those of last year were as follow. Selling, administrative, and other expenses for the year 2011 were totaling Baht 178.58 million, which were Baht 7.94 million decreased from last year. Finance costs for the year 2011 were at Baht 121.48 million, increasing of Baht 25.81 million. Income tax for the year 2011 was at Baht 42.34 million, decreasing of Baht 2.37 million from last year.

The Analysis of operating results of ASIA and its subsidiaries for year 2011 classified by revenue and expenditure as follows:

Income from Hotel Business

The Company and subsidiaries have revenue Baht 461.70 million in 2011 increased Baht 26.31 million or 6.04% from in 2010, Income from Hotel Business consists of income from room and income from restaurant, which can be analysed as follows:

A. Income from Room and services:

In 2011, the revenue from room and services was Baht 286.71 million, increased Baht 27.77 million or 10.72% from last year which was Baht 258.94 million due to occupancy for room was increased from last year, the another average room rate was slightly decreased. The occupancy rate in the year 2011 and year 2010 of each in Asia Hotel Group are as follows:

	<u>2554</u>	<u>2553</u>
Asia Hotel ,Bangkok by ASIA Hotel PLC	49.37%	38.89%
Asia Pattaya Hotel by Asia Pattaya Hotel Co, Ltd.	45.36%	38.36%
Asia Airport Hotel by Asia Airport Hotel Co., Ltd.	29.31%	35.89%
Asia Cha-um hotel by Asia Airport Hotel Co., Ltd.	19.34%	0%

According to the occupancy rate of Asia Airport Hotel in 2011 decreased from year 2010 because the severe flood in the 4th quarter last year resulting Asia Airport Hotel, which is located in the Zeer Shopping Complex, closed for hotel service about 2 months, it was lost in hotel revenue. The hotel assets was not damage from flooding situation because hotel building is on the upper level of Zeer Rangsit Shopping Complex.

Asia Cha-um Hotel has been run by Asia Airport Hotel Co., Ltd., At first it was partially opened in the last quarter of year 2009 and improved hotel building during year 2010 until December 2011, it can be fully operated.

B. Income from Restaurant

In 2011, the revenue from restaurant was Baht 174.99 million, compare with 2010 was Baht 176.45 million slightly decreased Baht 1.46 million or 0.83% from last year, income from restaurant was at the same level as last year.

Income from renting and services:

Major income from renting and service come from Zeer Shopping Complex revenue operated by Zeer Property Public Company Limited and renting income from shops in hotel of company and subsidiaries.

In 2011, the revenue from renting and services was Baht 441.34 million, compare with 2010 was Baht 493.72 million decreased Baht 52.38 million or 10.61% from last year. Due to severe flood in the fourth quarter of 2011 which had a serious impact on the operation of Zeer Rangsit, It was temporarily closed for almost two months resulting loss in revenue.

Although Zeer Shopping Complex' assets were damaged from flooding, Zeer has insurance which will cover all the damages.

Other Income

Other Income consist of Interest Income, Gain on change of fair value of investment properties (Zeer's Assets), Laundry income, telephone charge, other service charges from clients and miscellaneous income.

In 2011, the other income was Baht 88.92 million, compare with 2010 was Baht 263.23 million decreased Baht 174.31 million or 66.22% due to the great decrease in gain on change of fair value of investment properties of subsidiary, The gain on change of fair value of investment in 2011 was Baht 34.71 million lower than in 2010 amount Baht 174.74 million or 83.43%

Cost and expense from sale and service

Main Revenues of Company and subsidiaries consist of the revenue from room and services and income from renting and service, so Cost and expense from hotel business and shopping complex include Amortized interest on land rent under financial lease

Total Cost and expense from sale and service of company and subsidiaries in 2011 and 2010 was Baht 580.08 million and Baht 518.92 million respectively, it's in 2011 increased Baht 61.16 million or 11.79% caused by increasing in cost of hotel business which vary the hotel revenue increased, which can be analyzed as follows:

A) Cost of Hotel Business

In 2011, Cost of hotel business was Baht 354.05 million compare with 2010 which was Baht 296.21 million, increased Baht 57.84 million or 19.53% from last year due to cost of sale vary increasing in revenue of hotel business and higher asset depreciation, caused by the operating for the hotel at Cha-um beach Petchburi through the year 2011 compare with operating only a part of hotel in year 2010.

B) Cost of Renting and Servicing

In 2011, Cost of Renting and Servicing was Baht 210.26 million compare with 2010 which was Baht 203.78 million, increased Baht 6.48 million or 3.18% due to cost of rental fee of Zeer pay on contract increasing.

However, amortized interest on land rent under financial lease, a part of cost of Renting and servicing in 2011 was Baht 15.76 million, decreased by Baht 3.16 million from last year. Consequently, when including above cost of renting and servicing with interest of the land rent under financial lease the cost of renting and servicing has increased only Baht 3.32 million.

Sales and management expenses

In 2011, Sales and management expense was Baht 178.58 million compare with 2010 which was Baht 186.53 million decreased from last year Baht 7.94 million, the reason as follows:

- The selling expenses increased from last year Baht 3.97 million or 16.67%
- The administrative expenses increased from last year Baht 16.63 million or 11.86%
- The director's remuneration expense increased from last year Baht 0.05 million or 0.26%
- In 2011, the reversal provision for doubtful debt (net from bad debt) expense was Baht 26.72 million as in 2010, the bad debt and the reversal provision for doubtful debt was Baht 1.88 million, consequently total expense in 2011 was decline from normal expense.

Financial Cost

In 2011, Financial cost was Baht 121.48 million compare with 2010 which was Baht 95.67 million decreased from last year Baht 25.81 million or 26.98% due to burden of higher interest payment which higher interest market and loan for improvement of hotel guest room.

2. Financial Status of ASIA and its subsidiaries

2.1 Assets

Company and its subsidiaries have total assets at the end of year 2011 of Baht 8,676.33 million. When compared with the total assets at the end of year 2010, amount of Baht 7,778.42 million, representing the increasing of Baht 897.91 million or equivalent to 11.54%, due to expansion and development hotel business of company and subsidiaries as follow:

- Closing guest rooms in low season for improvement and provide more facilities for customer and the renovation can be generated higher income later on.
- Zeer Property Public Co., Ltd., subsidiary, invested the hotel at Cha-um Beach Petchburi in order to Asia Airport Hotel rent to running hotel business
- Investment Properties of Zeer Property Public Company Limited consist of Zeer Shopping Complex building and Shopping Mall in U.S.A. Fair value of investment properties as at December 31, 2011 at Baht 4,644.90 million appraised by using income approach, which increased Baht 234.90 million from last year, net increased investment Baht 200.19 million and get the gain on change of fair value of investment properties Baht 34.71 million.

Assets of company and its subsidiaries as at 31 December 2011 was Baht 8,676.33 Million which comprised as follows :

	<u>Outstanding</u> <u>MB</u>	<u>% of</u> <u>Total Assets</u>	<u>Increase/</u> <u>Decrease</u>
Cash and equivalents	39.34	0.45	(56.92%)
Current investments	0.59	0.01	(9.15%)
Trade Account receivable	63.69	0.73	1.49%
Inventories	39.17	0.45	23.16%
Other current assets	<u>4.07</u>	0.05	(37.17%)
Total current Assets	146.86	1.69	(23.91%)
Restricted deposit with financial institution	6.34	0.07	0.00%
Long term loans- related parties	91.86	1.06	(5.66%)
Investment properties	4,644.90	53.54	5.33%
Property, Plant and Equipment-Net	3,766.78	43.41	23.59%
Intangible assets-Net	1.65	0.02	(2.53%)
Prepaid rental	10.63	0.12	(8.33%)
Other non-current assets	<u>7.31</u>	0.08	(31.16%)
Total non-current assets	<u>8,529.47</u>	98.31	12.45%
Total	<u>8,676.33</u>	100.00	11.54%

Asset Quality

➤ Trade Accounts and note receivable

Debtor of company and 2 subsidiaries of hotel business

(unit: million baht)

Accounts Receivable	December 31, 2011	Total
Hotel and Restaurant Business For ASIA and AP,AA		
Not overdue account	10.345	
Overdue account (1-30 days)	6.277	
Overdue account (31-60 days)	3.888	
Overdue account (61-90 days)	3.570	
Overdue account (91-365 days)	11.414	
Overdue account (over 1 year)	2.094	
Total	37.588	
Less Allowance for doubtful account	(2.095)	35.493

Debtor of Zeer Property Public Co., Ltd. , shopping complex

Accounts Receivable	December 31, 2011	Total
ZP Subsidiary Company		
Account Receivable		
Not overdue account	5.317	
Overdue account (1-30 days)	13.439	
Overdue account (31-60 days)	0.117	
Overdue account (61-90 days)	0.513	
Overdue account (91-365 days)	4.921	
Overdue account (over 1 year)	4.395	
total	29.702	
Less Allowance for doubtful account	(6.380)	
Post dated cheques	23.322	
Other receivable	0.766	
	4.108	28.196
Trade accounts and notes receivable net		63.689

The Company and the subsidiaries which are involved in the hotel business provide a provision for doubtful accounts in the full amount for dissolved firm or sued cases and the overdue account over 1 year. In addition, the Company and the subsidiaries will consider the appropriate provision for doubtful accounts by assessing on analysis of payment histories and financial position of each customer.

A subsidiary, Zeer Property Plc. which is involved in shopping complex business provides a provision for doubtful accounts of accounts receivable - trade equal to the estimated collection losses which are based on collection experience and review of the current status of the existing receivables. In 2011, the overdue account over 180 days was provided a provision for doubtful accounts in full amount after deducting deposit. In 2010, the overdue account over 1 year was provided a provision for doubtful accounts in full amount.

2.2 Liquidity

Liquidity Ratio

		<u>2011</u>	<u>2010</u>	<u>2009</u>
Liquidity Ratio	times	0.39	0.72	0.83
Quick Liquidity Ratio	times	0.27	0.57	0.66

Liquidity Ratio of the Company decreased to 0.39 times when comparing to 0.72 times of the last year and the Quick Liquidity Ratio decreased to 0.27 times when comparing to 0.57 times of the last year. This was due to the decrease in cash and cash equivalents as at the end of the year 2011 was Baht 51.97 million. The current liabilities as at end of year 2011, was increased Baht 101.54 million from last year due to increasing bank overdraft and short-term loans from financial institutions and trade accounts and notes payable which consequently reduce liquidity ratio and quick liquidity ratio decrease from last year.

Ratio shows the ability to debt management

		<u>2011</u>	<u>2010</u>	<u>2009</u>
Debt to Equity Ratio	times	0.42	0.70	0.76
Interest Coverage Ratio	times	2.56	3.77	3.17

As at December 31, 2011 the Company and its subsidiaries had the Debt to Equity Ratio of 0.42 times comparing with last year 0.70 times. This decreased ratio was due to the company and its subsidiaries had shareholder's equity at 31 December 2011 more than debt ratio.

The Interest Coverage Ratio in 2011 of 2.56 times, compare with in 2010 was 3.77 which was lower than 2010 due to decreased in cash flow from operating activities and higher interest.

Cash Flow

The Company and subsidiary companies have the details of cash flow from activities during the past 3 years as follows:

(Unite : Million Baht)

	2011	2010	2009
Net Cash Flow provided by operating activities	264.48	360.34	259.30
Net Cash Flow used for investing activities	(336.81)	(375.14)	(303.97)
Net Cash Flow used for financial activities	20.03	20.55	31.87
Net Cash Flow increased (decreased) net	(52.30)	5.75	(12.80)

Cash flow of Company and its subsidiaries was compared in 2011 and 2010

In 2011, the Company had the Net Cash Flow from the operating activities of Baht 264.48 million, decreased Baht 95.86 million from last year. This was due to cash from operating activities decreased by Baht 79.08 million while the Corporate income tax increased Baht 16.78 million.

In 2011, the Company spent the Net Cash Flow for investing activities amounting Baht 336.81 million, decreased Baht 38.33 million from last year due to less investment in asset Baht 23.66 million from last year and received payment from loan debt Baht 12.14 million more than last year.

In 2011, the Company had the Net Cash Flow used for financial activities amounting Baht 20.03 million, decreased Baht 0.52 million. This was due to interest payment to financial institution increased in 2011.

Rate shows the ability to earn profit

		<u>2011</u>	<u>2010</u>	<u>2009</u>
Net Profit Margin	Percentage	7.00	29.06	16.40
Return on Equity	Percentage	1.21	9.36	6.80
Return on Asset	Percentage	0.84	6.11	3.82

From the above ratio in 2011, the Company had an ability to earn less profit with the Net Profit Margin of 7% of revenue, the Rate of Return on Equity of 1.21% and the Rate of Return on Assets of 0.84%. This was due to less net profit and increased fix assets such as furniture and fixtures hotel and restaurant renovation and bought lands and building for Chu-am hotel project. The renovation of these assets generated higher income later on.

2.3 Capital Expenditures

In 2011, the Company had invested in fix assets, intangible assets and equipment for the company operation of Baht 139.80 million, the equipments are for decorating, installing, renovating the building including accessories for hotel and new lands and building for Cha-um project.

2.4 Source of Investment Capital

(1) Suitability of Capital Structure

Ratio of liabilities to shareholders' equity of the Company and its subsidiaries as at December 31, 2011 was 0.42 times decreasing from the previous year which was 0.70 times. This was because in 2011, the Company and its subsidiaries has increased in the shareholders' equity Baht 682.22 million from the previous year whereas liabilities was increased Baht 215.69 million.

(2) Shareholders' Equities

Shareholders' equity of the Company and its subsidiaries as at the end of year 2011 was amount of Baht 6,105.11 million. When compared with the equity amount of Baht 5,422.89 million as at the end of the previous year, it is found that the amount increased of Baht 682.22 million. This resulted from annual net profit, dividend payment and capital surplus as follows:

- Net profit for the year 2011 amount of Baht 69.46 million.
- Dividend payment in 2010 amount of Baht 19.20 million.
- The affect from changing in accounting standards about employee benefits Baht 43.52 million
- Capital surplus of revaluation of fix asset increased in 2011 amount of Baht 655.16 million
- Capital surplus, premium on share sale of parent's common share held by subsidiary increased Baht 19.87 million.

(3) Liabilities

The total liabilities of the Company and subsidiaries as at the end of year 2011 was Baht 2,571.22 million when compared with the previous year was Baht 2,355.53 million, the total liabilities increased Baht 215.69 million. This was due to increasing in long term loan from financial institution, employee benefit obligation and increased in trade account which summarized as follows:

- Bank overdrafts and short-term loans from financial institution increased Baht 87.28 million
- Long-term loans increased Baht 61.78 million.
- Employee benefits obligation increased Baht 48.90 million.
- Trade accounts and notes payable increased Baht 19.19 million.

Loan and long-term liabilities totaling Baht 1,797.46 million as shown in the financial statement as at the end of year 2011 consist of:

(unit : million baht)

	Total Long-term liabilities	Current portion of long-term liabilities	Net Long-term liabilities
Loans from banks - ASIA	1,167.50	58.50	1,109.00
Loans from banks - AP	168.00	10.00	158.00
Loans from bank - AA	109.50	8.00	101.50
Loans from bank - ZP	351.92	29.86	322.06
Loans from EGAT -ZP	0.54	0.54	0.00
Total	1,797.46	106.90	1,690.56

These debts are net long-term liabilities of Baht 1,690.56 million. For long term debt that reach the due of payment in 2011 is totally Baht106.90 million. The company and its subsidiaries can pay by installment according to the conditions of the contract.

The main factors and influences that may affect the operation or financial status in the future

Main Income profile of the company and its subsidiaries consist of 2 parts depend on type of business which are income from hotel business and income from shopping complex business. Major factors may affect the operation or financial status in the future for company and subsidiaries which classified each operation business as follows:

Main income for hotel business come from rooms and restaurant in the hotel servicing the tourist and international tourist and banquet income and seminars servicing domestic tourist, corporate and government. Main factors may affect to operating hotel business such as tourist arrival rate, exchange rate, unpeace situation from political factor, natural disaster and business competition for supporting the impact of those mentioned risk factors. The company and subsidiaries made standard improvement in hotel and services constantly including propaganda and sales promotion at the same time and always look for new markets domestically and internationally.

Main income for renting and services which collect from tenants in shopping complex. Main factors might affect the shopping center business in the future such as The need for renting space of shopping center is lower. From the lack of confidence of consumers for the economic condition and political instability and natural disaster that occurred in the last year , that effect great loss to economics resulting lower need for renting the space of shopping center. This might affect the revenue of the Company and inability to pay the rental fee that may cause bad debts in the future. However, the Company has organized sales promotion activities periodically and invite the attracting lessee (Magnet) to lease the space and stimulated consumers to get the service at the shopping center of the Company. Thus, hope that flood management plan of government has process and prevent the flood in economic area.

Although there are many risk factors that might affect the operation of the Company and subsidiary companies but it is expected that the operating result of the hotel business and shopping center business of the company and subsidiary companies in overall 2011 and for the future still have a good tendency. The Company will use the policy for the operation carefully and emphasize on the quality of the service as well as control the operating capital, develop the operational procedures to be efficient and spend shorter time for the operation. Moreover, the Company also study and research on the need of customers for getting the targeted customer group of the Company.

3. Auditor Remuneration

3.1 Audit Fee

The company and subsidiary companies pay the audit fee to:

- The auditor of the company in last fiscal year with the total amount of-..... Baht.
- Audit and Consultant Office that auditor occupied, person or business related to the auditor and audit and consultant office that the auditor occupied in last fiscal with total amount of ...3,530,000.00.... Baht.

3.2 Other Service Fees (Non-Audit Fee) -No-

Report of the Audit Committee

Audit Committee of the Asia Hotel Public Co., Ltd. comprises of 3 members of independent directors. They have duty and responsibility independently , in 2011 Audit Committee had a total of 10 meetings and all members of Audit Committee attended the meeting every time for auditing and taking care of the Company according to the scope of duties and responsibilities that can be summarized as follows:

➤ Audit Committee verified the quarterly, annually and consolidated financial statement of the company and its subsidiaries with Auditor of the Company regarding audit result and opinion of auditor and to consult regarding accounting system every quarter before proposing to board of directors of the company, Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. From the results of auditing financial statement, the audit committees believe that the financial statement was made in accordance with the accounting standard and it was correct and disclose sufficient information to shareholder, investor and financial statement user.

➤ The Audit Committee ensured that the standard of financial report has been followed. Adjustment was made on the company's financial statement and implemented on January 1st 2011. The mutual understanding was made with the management team regarding the changes of financial standard which will take effect in year 2013.

➤ Audit Committee considered the internal control audit report and monitor the operation of the internal auditors of the company and 2 subsidiaries: Asia Pattaya Hotel Co., Ltd., Asia Airport Hotel Co., Ltd. From auditing results, there were no significant faults or errors. The audit committees regularly propose the internal audit report to the board of directors and supervise to be in accordance with the regulation of the Stock Exchange, laws or rules related the company business.

➤ The Company lends significance to the risk management by forming the risk management team in year 2011 under the supervision of audit committee. The risk management handbook was made. The risk management plan in operational level of every department for the year 2011 – 2012 was done with executive management. The plan has been followed up and report submitted to the board every quarter.

➤ Audit committees follow up the report of inter-transactions, control and check the inter-transactions of related person or business to be in proper way and will disclose that information into the note to the financial statement, annual information report (Form 56-1) and annual report (Form 56-2) continuously for the efficiency and transparency.

➤ Audit committee proposes the director of the company to propose to the shareholders' meeting for considering the election of Mrs. Vilairat Rojnuckarin or Miss.Somjintana Pholhirunrat or Mr. Wisut Petpanitkul the certified auditor of the Office of DIA International Auditing to be an auditor of the company for the year ended as at December 31, 2012.

Audit committee believed that the company operate the business according to the law and related regulation and adequately and suitably set the internal control system and also openly and correctly report reliable financial statement of the company.



Mr. Suwat Dusitrojjanawongse
Chairman of the Audit Committee
5 March 2012

Report of the Nomination and Remuneration Committee

To Shareholders,

The Nomination and Remuneration Committee was appointed by the Board of Directors from January 13, 2010 to January 12, 2013. The incumbent Committee comprises three directors who are not executives of the company, and the Committee is independent directors as follow:


Name	Position	Participate in the 2011 Meeting
Mr. Sombut Pupipathirunkul	Chairman	1/1
Mr. Piyawudh Senapoopitaksa	member	1/1
Mr. Suwat Dusitrojanawongse	member	1/1

The Committee is charged with the duty of nominating persons with suitable qualifications to be members of the Board of Directors. The Committee is also charged with the duty of determining and recommending to the Board of Directors the remuneration for members of the Board of Directors. The Committee held one meeting in 2011.

In nominating members of the Board of Directors, the Committee takes into consideration the individuals' specific qualifications, knowledge, abilities, skills, experience, range of expertise, and leadership, as well as their vision and attitude toward the organization, with the view that such qualities would be able to contribute to the organization's operations. Furthermore, in nominating members of the Board of Directors, the Committee also takes into consideration to promote good corporate governance and efficient management.

The Committee determines the remuneration for the members of the Board of Directors to be commensurate with the duties and responsibilities assigned to, performance of, and related risks assumed by the individuals, while taking into consideration the organization's performance and business environment, as well as other factors that may affect the organization's business or overall economic situation.

As of December 31, 2011, the Board of Directors comprised four independent directors, two non-executive directors, and four executive directors. The remuneration for the directors is indicated in the section of this Annual Report entitled 'The Remuneration and Benefits for the Board of in 2011'. The Committee is of the opinion that such remuneration is appropriate. The said remuneration has already been considered and approved by the Board of Directors.



(Sombut Pupipathirunkul)

Chairman of the Nomination and Remuneration Committee

March 5, 2012

Statement of Directors Responsibilities

The Board of Directors of Asia Hotel Public Company Limited reviewed the company financial statements for the year ended 31 December 2011 in coordination with the management and the external auditor and concluded that the company's financial report has conformed in accordance with generally accepted accounting standards including use of appropriated accounting policies applied on a consistent basis. In addition, the report is supported by reasonable judgment and estimates.

The Board of Directors is also responsible for the presentation of accurate and appropriate financial position and performance by having correct and adequate financial information. In addition, it ensures the company has relevant policy to maintain the company's net asset value and internal control system to prevent any fraud of mismanagement and maximum benefit to the shareholders.



Mr. Kumpol Techaruvichit
Chairman



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OFFICE OF DIA INTERNATIONAL AUDITING

A Member Of
Moore Stephens
International Limited

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AUDITOR'S REPORT

To The Shareholders of

ASIA HOTEL PUBLIC COMPANY LIMITED

I have audited the consolidated statements of financial position of ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES and the separate statements of financial position of ASIA HOTEL PUBLIC COMPANY LIMITED as at December 31, 2011 and 2010, the related consolidated statements of comprehensive income and separate statements of comprehensive income, consolidated statements of changes in shareholders' equity and separate statements of changes in shareholders' equity, and consolidated statements of cash flows and separate statements of cash flows for the years then ended. These financial statements are the responsibility of the Company's management as to their correctness and completeness of the presentation. My responsibility is to express an opinion on these financial statements based on my audit.

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 statements presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the consolidated financial statements and separate financial statements referred to above present fairly, in all material respects, the consolidated financial position of ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES and the separate financial position of ASIA HOTEL PUBLIC COMPANY LIMITED as at December 31, 2011 and 2010 the results of their operations and its operations and cash flows for the years then ended in conformity with generally accepted accounting principles.

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As stated in note 2, 4 and 5 to financial statements, for the year ended December 31, 2011, the Company and subsidiaries adopted the new and revised financial reporting standards issued by the Federation of Accounting Professions and according to the notification of the Department of Business Development, regarding the condensed form which should be included in the financial statements B.E. 2554, that the adoption is effective for the financial statements beginning on or after January 1, 2011 for preparation and presentation these financial statements. Accordingly, the comparative consolidated financial statements for the year ended December 31, 2010, have been retroactively adjusted the effect from change of accounting policy of investment properties. I audited the adjustments of the consolidated financial statements for the year December 31, 2010. In my opinion, such adjustments are appropriate and have been properly applied. The financial statements for the year ended December 31, 2010 have been presented by the new format in accordance with the financial statements for the year ended December 31, 2011.

D I A International Audit Co., Ltd.



(Mrs. Viliarat Rojnuckarin)

C.P.A. (Thailand)

Registration No. 3104

February 27, 2012

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2011 AND 2010

(Unit: Baht)

ASSETS	Note	Consolidated		Separate	
		2011	2010	2011	2010
		(Restatement)			
Current assets					
Cash and cash equivalents	7	39,337,624.89	91,308,963.49	4,283,793.51	5,444,214.71
Current investments		595,409.00	655,409.00	-	-
Trade accounts and notes receivable	8, 26	63,689,581.88	62,754,279.50	15,312,880.93	12,884,611.22
Inventories	9	39,166,000.49	31,801,768.93	18,558,262.08	17,790,536.57
Other current assets		4,074,239.57	6,484,266.64	483,909.67	1,210,390.75
Total current assets		146,862,855.83	193,004,687.56	38,638,846.19	37,329,753.25
Non - current assets					
Long - term investments in subsidiaries	10	-	-	1,140,593,700.00	1,140,593,700.00
Long-term investments in related parties - net	11	-	-	-	-
Restricted deposit with financial institution	12	6,341,769.47	6,341,769.47	-	-
Long-term loans - receivable and accrued interest					
income - related parties - net	26	91,857,348.00	97,366,334.34	91,857,348.00	97,331,989.00
Investment properties	13	4,644,900,057.66	4,410,000,000.00	-	-
Property, plant and equipment - net	14	3,766,782,570.39	3,047,805,455.68	2,268,930,076.82	1,624,502,072.24
Intangible assets - net	16	1,643,370.36	1,686,066.70	85,685.86	454,800.50
Prepaid rental	17	10,633,332.91	11,599,999.60	10,633,332.91	11,599,999.60
Other non - current assets					
Deposits and guarantee		989,600.01	874,616.01	520,635.33	448,411.33
Prepaid withholding income tax		5,909,845.65	6,398,508.18	4,552,046.85	3,632,555.62
Others		408,538.59	3,342,423.66	-	-
Total non - current assets		8,529,466,433.04	7,585,415,173.64	3,517,172,825.77	2,878,563,528.29
Total assets		8,676,329,288.87	7,778,419,861.20	3,555,811,671.96	2,915,893,281.54

Notes to financial statements are parts of these financial statements.

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (Cont.)

AS AT DECEMBER 31, 2011 AND 2010

(Unit: Baht)

		Consolidated		Separate	
LIABILITIES AND SHAREHOLDER'S EQUITY	Note	2011	2010	2011	2010
		(Restatement)			
Current liabilities					
Bank overdrafts and short-term loans					
from financial institutions	18	135,253,646.69	47,977,036.99	59,426,921.53	37,587,736.02
Trade accounts and notes payable		37,866,670.05	18,679,270.53	9,346,690.48	9,922,459.77
Other payable	19	39,919,263.35	43,989,385.68	10,964,754.73	8,785,779.59
Current portion of long - term loans	20	106,903,527.52	105,916,600.00	58,500,000.00	54,000,000.00
Current portion of liability under financial lease					
agreement	21	1,087,629.93	975,100.17	-	-
Short - term loan and accrued interest expense					
- related party	26	-	-	291,990,651.93	242,254,187.67
Asset payable		17,852,722.80	20,308,664.39	4,795,676.19	10,275,351.43
Deferred interest expenses - land rental	13, 26	17,251,119.12	10,205,287.80	-	-
Corporate income tax payable		13,698,298.53	16,588,358.40	-	-
Other current liabilities		11,082,324.39	14,739,571.89	2,525,352.80	4,830,511.28
Total current liabilities		380,915,202.38	279,379,275.85	437,550,047.66	367,656,025.76
Non - current liabilities					
Long-term loans - net	20	1,690,559,847.32	1,628,777,400.82	1,109,000,000.00	1,167,500,000.00
Liability under financial lease agreement - net	21	2,117,456.55	3,252,361.48	-	-
Land rent payable recognised under financial					
lease agreements	22, 26	279,111,862.64	279,111,862.64	-	-
Employee benefit obligation		48,896,177.00	-	22,083,950.00	-
Guarantee for rental	23	134,315,223.71	127,004,558.77	6,952,734.00	5,559,636.00
Deferred income - leasehold right on leased are	24	32,239,751.65	35,175,042.37	-	-
Guarantee for employee		3,062,714.80	2,826,927.30	1,324,000.00	1,192,600.00
Total non - current liabilities		2,190,303,033.67	2,076,148,153.38	1,139,360,684.00	1,174,252,236.00
Total liabilities		2,571,218,236.05	2,355,527,429.23	1,576,910,731.66	1,541,908,261.76

Notes to financial statements are parts of these financial statements.

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (Cont.)

AS AT DECEMBER 31, 2011 AND 2010

(Unit: Baht)

	Note	Consolidated		Separate	
		2011	2010	2011	2010
		(Restatement)			
Shareholders' equity					
Share capital					
Authorized share capital					
Common shares Baht 10 par value 50,000,000 share		500,000,000.00	500,000,000.00	500,000,000.00	500,000,000.00
Issued and paid-up shares capital					
Common shares Baht 10 par value 32,000,000 shares					
fully paid		320,000,000.00	320,000,000.00	320,000,000.00	320,000,000.00
Parent's common share held by subsidiaries	25	-	(2,900,760.00)	-	-
Capital surplus					
Premium on share - sale of parent's common share held					
by subsidiaries	25	112,743,250.00	95,772,010.00	-	-
Retained earnings					
Appropriated - legal reserve	31	7,905,555.85	7,905,555.85	8,500,000.00	8,500,000.00
Unappropriated		2,842,216,237.16	2,843,520,123.31	682,088.68	61,031,470.31
Surplus on dilution of investment in subsidiary		38,484,308.63	38,484,308.63	-	-
Other components of equity		2,596,025,511.93	1,940,558,440.26	1,649,718,851.62	984,453,549.47
Total the parent shareholders' equity		5,917,374,863.57	5,243,339,678.05	1,978,900,940.30	1,373,985,019.78
Non - controlling interests		187,736,189.25	179,552,753.92	-	-
Total shareholders' equity		6,105,111,052.82	5,422,892,431.97	1,978,900,940.30	1,373,985,019.78
Total liabilities and shareholders' equity		8,676,329,288.87	7,778,419,861.20	3,555,811,671.96	2,915,893,281.54

Notes to financial statements are parts of these financial statements.

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

(Unit: Baht)

	Consolidated		Separate	
	2011	2010	2011	2010
		(Restatement)		
REVENUES				
Income from hotel business	461,695,227.18	435,389,597.71	254,350,744.84	233,263,037.13
Rental and services income	441,337,984.19	493,722,058.06	-	-
Total revenues	903,033,211.37	929,111,655.77	254,350,744.84	233,263,037.13
COST OF SALES AND SERVICES				
Cost of hotel business	(354,054,005.31)	(296,212,432.26)	(191,297,997.15)	(164,388,218.15)
Cost of rental and services	(210,264,180.21)	(203,783,326.32)	-	-
Amortized interest on land rent under financail lease	(15,763,831.32)	(18,923,287.80)	-	-
Total cost of sales and services	(580,082,016.84)	(518,919,046.38)	(191,297,997.15)	(164,388,218.15)
GROSS PROFIT	322,951,194.53	410,192,609.39	63,052,747.69	68,874,818.98
OTHER INCOME				
Interest income	1,273,478.21	2,394,599.91	5,090.57	4,014,348.55
Dividend income	-	-	64,023,660.00	32,011,830.00
Gain on change of fair value of investment properties	34,708,091.96	209,451,111.91	-	-
Others	52,937,860.58	51,383,183.22	39,556,781.97	31,370,226.89
Total other income	88,919,430.75	263,228,895.04	103,585,532.54	67,396,405.44
Profit before expenses	411,870,625.28	673,421,504.43	166,638,280.23	136,271,224.42
Selling expenses	(27,820,126.35)	(23,845,746.31)	(13,671,087.03)	(9,832,397.42)
Administrative expenses	(156,877,019.42)	(140,242,048.41)	(77,467,340.78)	(71,674,014.20)
Management benefit expenses	(17,274,080.00)	(15,884,470.00)	(6,336,000.00)	(5,561,400.00)
Directors' remuneration	(3,336,200.00)	(4,671,650.00)	(1,863,750.00)	(1,972,500.00)
Reversal provision for doubtful debt (Doubtful debt)	26,723,285.74	(1,884,085.79)	(2,658,383.11)	4,826,540.71
Financial cost	(121,483,466.17)	(95,673,651.08)	(89,282,959.94)	(70,771,988.63)
Profit (Loss) before corporate income tax	111,803,019.08	391,219,852.84	(24,641,240.63)	(18,714,535.12)
Corporate income tax	(42,338,436.79)	(44,705,447.53)	-	-
Net profit (loss) for the period	69,464,582.29	346,514,405.31	(24,641,240.63)	(18,714,535.12)
Other comprehensive income				
Difference on exchange rate from currency translation	324,260.66	-	-	-
Revaluation surplus 15	672,793,127.24	334,445,782.23	672,793,127.24	-
Revaluation surplus-amortization 14	(17,692,572.34)	(15,670,986.29)	(7,527,825.09)	(7,527,825.10)
Other comprehensive income for the period	655,424,815.56	318,774,795.94	665,265,302.15	(7,527,825.10)
Total comprehensive income for the period	724,889,397.85	665,289,201.25	640,624,061.52	(26,242,360.22)
Attributable to:				
Equity holders of the parent	57,505,579.92	324,500,963.73	(24,641,240.63)	(18,714,535.12)
Non - controlling interests	11,959,002.37	22,013,441.58	-	-
	69,464,582.29	346,514,405.31	(24,641,240.63)	(18,714,535.12)
Total comprehensive income attributable to:				
Equity holders of the parent	712,972,651.59	641,383,204.46	640,624,061.52	(26,242,360.22)
Non - controlling interests	11,916,746.26	23,905,996.79	-	-
	724,889,397.85	665,289,201.25	640,624,061.52	(26,242,360.22)
Basic earnings (loss) per share :	1.82	10.81	(0.77)	(0.58)
Weighted average number of common shares	31,686,504	30,021,870	32,000,000	32,000,000

Notes to financial statements are parts of these financial statements.

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

(Unit: Baht)

		Consolidated										
		Common shares			Retained earnings		Other component of equity			Total		
		Share capital	of parent	Premium on share	Surplus on			Other comprehensive income		Total other	the parent	Non - controlling
		held by	from sale of	dilution of	Appropriated		Revaluation	Currency	component of	shareholders'	interests	
Note		issues and fully paid	subsidiaries	common shares	investments	legal reserve	Unappropriated	surplus of assets	translation	equity	equity	Total
					</							

Notes to financial statements are parts of these financial statements.

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

(Unit: Baht)

		Separate					
		Retained earnings (Deficit)			Other components of equity		
		Share capital issues and fully paid	Appropriated legal reserve	Unappropriated	Other comprehensive income	Total other	
Note					Revaluation surplus of assets	components of equity	Total
Beginning balance as at January 1, 2011		320,000,000.00	8,500,000.00	61,031,470.31	984,453,549.47	984,453,549.47	1,373,985,019.78
Effect of change in accounting policy -							
Employee benefit	5			(19,708,191.00)			(19,708,191.00)
Beginning balance as at January 1, 2011 - after restatement		320,000,000.00	8,500,000.00	41,323,279.31	984,453,549.47	984,453,549.47	1,354,276,828.78
Dividend expense	30			(15,999,950.00)			(15,999,950.00)
Total comprehensive income for the year	14, 15			(24,641,240.63)	665,265,302.15	665,265,302.15	640,624,061.52
Ending balance as at December 31, 2011		320,000,000.00	8,500,000.00	682,088.68	1,649,718,851.62	1,649,718,851.62	1,978,900,940.30
Beginning balance as at January 1, 2010		320,000,000.00	8,500,000.00	95,720,937.43	991,981,374.57	991,981,374.57	1,416,202,312.00
Dividend expense	30			(15,974,932.00)			(15,974,932.00)
Total comprehensive income for the year	14			(18,714,535.12)	(7,527,825.10)	(7,527,825.10)	(26,242,360.22)
Ending balance as at December 31, 2010		320,000,000.00	8,500,000.00	61,031,470.31	984,453,549.47	984,453,549.47	1,373,985,019.78

Notes to financial statements are parts of these financial statements.

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

(Unit: Baht)

	Consolidated		Separate	
	2011	2010 (Restatement)	2011	2010
Cash flows from operating activities :				
Net profit (loss) before corporate income tax	111,803,019.08	391,219,852.84	(24,641,240.63)	(18,714,535.12)
Adjustment to reconcile net profit (loss) to cash provided by (used in) operating activities				
Employee benefit provision	6,694,280.00	-	2,668,489.00	-
Depreciation	91,806,196.85	69,441,957.25	48,074,930.38	32,786,460.11
Amortized prepaid rental	966,666.69	966,666.67	966,666.69	966,666.67
Amortized computer software	903,046.34	745,056.82	369,114.64	411,929.72
Doubtful debt (Reversal provision for doubtful debt) /bad debt	(26,723,285.74)	1,921,954.92	2,716,700.88	(4,826,540.71)
Amortized interest on land rental under financial lease	15,763,831.32	18,923,287.80	-	-
Gain on change of fair value of investment properties	(34,708,091.96)	(209,451,111.91)		-
Amortized withholding tax	1,709,196.68	4,964,512.17	-	4,964,512.17
Loss on impairment of inventories	9,202.34	133,407.58	9,202.34	133,407.58
Loss on disused assets		30,581.68	-	30,579.68
Gain on sale of fixed assets	(7,631.98)	(1,035,915.95)	(2,515,535.67)	(707,991.80)
Loss from damaged assets-flood	4,208,856.20			
Income on leasehold rights	(2,935,290.72)	(9,875,105.39)	-	-
Interest income	(718,254.56)	(1,806,920.71)	-	(4,002,714.07)
Financial cost - interest expense	121,483,466.17	95,138,571.08	89,282,959.94	70,771,988.63
Profit from operations before changes in operating assets and liabilities	290,255,206.71	361,316,794.85	116,931,287.57	81,813,762.86
Operating assets (increase) decrease				
Trade accounts and other receivable	6,376,920.91	20,076,454.18	761,365.51	3,988,480.64
Inventories	(5,855,001.37)	(1,978,436.58)	(776,927.85)	76,777.30
Other current assets	2,410,027.07	1,820,250.23	726,481.08	3,558,586.14
Other non - current assets	253,337.08	(2,223,538.52)	(72,224.00)	(6,849.98)
Corporate income tax paid at source	-	8,960,535.13	-	-
Operating liabilities increase (decrease)				
Trade accounts and notes payable	19,348,785.01	(835,792.01)	(414,383.80)	(1,365,884.30)
Other payable	(4,070,122.33)	3,582,369.75	2,178,975.14	(2,314,337.50)
Other current liabilities	(4,017,123.11)	(8,330,582.32)	(2,305,158.48)	(1,104,963.31)
Employee benefit	(1,321,430.00)	-	(292,730.00)	-
Guarantee for rental	7,310,664.94	7,636,859.60	1,393,098.00	(329,102.00)
Guarantee for employee	235,787.50	(13,516.17)	131,400.00	23,600.00
Cash received from operating activities	310,927,052.41	390,011,398.14	118,261,183.17	84,340,069.85
Corporate income tax paid	(46,449,030.81)	(29,672,754.51)	(919,491.23)	(1,148,205.78)
Net cash provided by (used in) operating activities	264,478,021.60	360,338,643.63	117,341,691.94	83,191,864.07

Notes to financial statements are parts of these financial statements.

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS (Cont.)

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

(Unit: Baht)

	Consolidated		Separate	
	2011	2010	2011	2010
Note	(Restatement)			
Cash flow from investing activities :				
Cash received from (paid for) current investments	-	(60,000.00)	-	-
Cash received from (paid for) restricted deposit				
with financial institution	60,000.00	(4,000,000.00)	-	-
Cash received from short-term loan and accrued				
interest income - related parties	-	-	-	10,000,000.00
Cash paid for investment in subsidiaries	-	-	-	(119,916,500.00)
Cash received from long-term loan - receivable and				
accrued interest income - related parties	25,638,303.35	13,500,000.03	2,500,000.00	336,580,783.58
Cash received from sale of fixed assets	177,326.37	1,769,145.54	60,091.79	738,593.23
Cash paid for investment properties	(204,400,821.90)	(9,867,136.21)	-	-
Cash paid for purchase of fixed assets and intangible assets	(139,800,290.08)	(346,721,593.84)	(24,905,551.13)	(119,870,704.22)
Cash paid for deposit of real estate		-	-	-
Cash paid for assets payable	(18,482,706.59)	(29,759,848.33)	(8,449,393.63)	(7,733,111.25)
Net cash provided by (used in) investing activities	(336,808,188.85)	(375,139,432.81)	(30,794,852.97)	99,799,061.34
Cash flow from financing activities :				
Cash received from bank overdrafts	87,276,609.70	1,538,216.76	21,839,185.51	15,025,767.76
Cash received from (paid for) short-term loan				
and accrued interest expense - related parties	-	-	38,435,000.00	(203,200,000.00)
Cash paid for financial cost				
Financial interest	(121,123,590.56)	(99,263,167.70)	(77,981,495.68)	(63,654,392.48)
Land interest recognised under financial lease agreement	(8,718,000.00)	(8,718,000.00)	-	-
Cash paid for dividend	(19,200,290.00)	(16,593,102.00)	(15,999,950.00)	(15,974,932.00)
Cash received from (paid for) long-term loan	62,769,374.02	89,255,402.20	(54,000,000.00)	80,994,322.20
Cash received from increase of share capital				
on non-controlling interest	180,840.00	5,083,500.00	-	-
Cash received from the parent company's common shares				
held by subsidiaries	19,872,000.00	50,293,750.00	-	-
Cash repayment under financial lease agreement	(1,022,375.17)	(1,046,228.87)	-	-
Net cash provided by (used in) financing activities	20,034,567.99	20,550,370.39	(87,707,260.17)	(186,809,234.52)
Net cash and cash equivalents increase (decrease)	(52,295,599.26)	5,749,581.21	(1,160,421.20)	(3,818,309.11)
Diffence from currency translation	324,260.66	-	-	-
Net cash and cash equivalents increase (decrease)	(51,971,338.60)	5,749,581.21	(1,160,421.20)	(3,818,309.11)
Cash and cash equivalents at the beginning of year	91,308,963.49	85,559,382.28	5,444,214.71	9,262,523.82
Cash and cash equivalents at the end of year	7 39,337,624.89	91,308,963.49	4,283,793.51	5,444,214.71

Notes to financial statements are parts of these financial statements.

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2011 AND 2010

1. General information

1.1 The Company and its five subsidiaries,

- The Company and two of its subsidiaries, Asia Pattaya Hotel Co., Ltd. and Asia Airport Hotel Co., Ltd. are involved in the hotel business, with their principal activities consisting of room service and operating restaurants.
- Two subsidiaries, Zeer Property Plc. and ZEER OVERSEA LLC. are involved in shopping complex business.
- A subsidiary, Zeer Asset Co., Ltd. is involved in real estate development business.

1.2 The Company was incorporated on March 24, 1964, and has been listed on the Stock Exchange of Thailand since 1989. Its office is located at 296 Phayathai Road, Rajathevee, Bangkok.

1.3 A.B.K. Enterprise Co., Ltd., the Company's major shareholder, held about 46% of the Company's share capital.

2. Financial statements preparation basis

2.1 Basis for Financial Statements Preparation

These financial statements have been prepared in conformity with generally accepted accounting principles enunciated under the Accounting Professions Act B.E. 2547 and presented in accordance with the notification of Department of Business Development, the Ministry of Commerce dated September 28, 2011, regarding the condensed form which should be included in the financial statements B.E. 2554 and the regulation of the Securities and Exchange Commission, regarding the preparation and presentation of the financial reporting under the Securities and Exchange Act B.E. 2535.

The financial statements have been prepared under the historical cost convention, except as transaction disclosed in related accounting policy.

2.2 Presentation of Financial Statements

The Company and subsidiaries adopted TAS 1 (Revised 2009) Presentation of Financial Statements including revised titles for the financial statements. The financial statements consist of:

- Statements of financial position
- Statements of comprehensive income
- Statements of changes in shareholders' equity
- Statements of cash flows
- Notes to financial statements

2.3 New and revised accounting standards and financial reporting standards

In 2010 and 2011, the Federation of Accounting Professions issued new and revised accounting standards and financial reporting standards which certain standards are relevant to the operations of the Company's group and effective for the accounting period beginning on or after January 1, 2011. The Company's group has applied as follows:

<u>Accounting Standards/Financial Reporting Standards</u>	<u>Topic</u>
TAS 1 (Revised 2009)	Presentation of Financial Statements
TAS 2 (Revised 2009)	Inventories
TAS 7 (Revised 2009)	Statements of Cash Flows
TAS 8 (Revised 2009)	Accounting Policies, Changes in Accounting Estimates and Errors

<u>Accounting Standards/Financial Reporting Standards</u>	<u>Topic</u>
TAS 10 (Revised 2009)	Events After the Reporting Period
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 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
TAS 40 (Revised 2009)	Investment Property

The adoption to the new and revised accounting standards results the change in accounting policies which are disclosed in note 5.

2.4 In addition the above new and revised accounting standards and financial reporting standards, the other standards are expected to be effective for the financial statements beginning on or after January 1, 2013 and have not been adopted in the preparation of these interim financial statements as following:

<u>Accounting Standards/Financial Reporting Standards</u>	<u>Topic</u>
TAS 12	Income tax
TAS 20 (Revised 2009)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (Revised 2009)	The Effect of Changes in Foreign Exchange Rates
TSIC 10	Government Assistance – No Specific Relation to Operating Activities
TSIC 21	Income Taxes – Recovery of Revalued Non – Depreciable Assets
TSIC 25	Income Taxes – Changes in the Tax Status of an Enterprise or its Shareholders

The Company's group is assessing the effect of the above mentioned financial reporting standards to financial statements in the year of adoption.

3. Consolidated financial statements preparation basis

- 3.1 These financial statements have been consolidated by including the financial statements of subsidiaries in which Asia Hotel Public Company Limited has a power to control such companies under equity method. Balances and transactions between the Company and subsidiaries have been eliminated from the consolidated financial statements on the controllable date.
- 3.2 Investment between Asia Hotel Public Company Limited and subsidiaries have been eliminated under equity method as if the Company owns 100 per cent shareholding in those subsidiaries, and the interest of other shareholders is shown as "Non – Controlling Interests".
- 3.3 The consolidated financial statements consist of the financial statements of Asia Hotel Public Company Limited, the parent company, and of subsidiaries which Asia Hotel Public Company Limited has shareholding or has significant influence in the subsidiaries as follows:

	Percentage of investment by the Company (percent)	
	2011	2010
1. Asia Pattaya Hotel Co., Ltd.	99.42	99.42
2. Asia Airport Hotel Co., Ltd.	100.00	100.00
3. Zeer Property Plc.	94.85	94.85
4. Zeer Asset Co., Ltd. (held by Zeer Property Plc.)	96.99	96.99
5. ZEER OVERSEA LLC. (held by Zeer Property Plc.)	94.00	-

On April 23, 2010, a subsidiary, Zeer Property Plc., registered increase of share capital from Baht 100 million to Baht 225 million and the Company has investment in such increase of share capital in amount of Baht 119.916 million. Therefore, the Company's investment proportion in Zeer Property Plc. has changed from 93.50% to 94.85%.

Moreover, as at December 31, 2010, Asia Pattaya Hotel Co., Ltd. held 1.97% of ownership in the Company.

4. Significant accounting policies

4.1 Recognition of revenues and expenses

The income from room service and other related services are recognized when services have been rendered.

The income from food and beverage are recognized when the food and beverage have been serviced.

The buildings rental income, rental income and services on lease area are recognized when services have been rendered.

Deferred income on leasehold rights is recognized as income by the straight line method over the leasehold period.

Other revenues and expenses are recognized on an accrual basis.

4.2 Cash and cash equivalents

Cash and cash equivalents comprise of cash balances, all deposits (except time deposits) and highly liquid short-term investments which have negligible risk of value changing.

4.3 Provision for doubtful accounts

The Company and the subsidiaries which are involved in the hotel business provide a provision for doubtful accounts in the full amount for dissolved firm or sued cases and the overdue account over 1 year. In addition, the Company and the subsidiaries will consider the appropriate provision for doubtful accounts by assessing on analysis of payment histories and financial position of each customer.

A subsidiary, Zeer Property Plc. which is involved in shopping complex business provides a provision for doubtful accounts of accounts receivable - trade equal to the estimated collection losses which are based on collection experience and review of the current status of the existing receivables as follows :

In 2011, the overdue account over 180 days was provided a provision for doubtful accounts in full amount after deducting deposit.

In 2010, the overdue account over 1 year was provided a provision for doubtful accounts in full amount.

4.4 Inventory

Inventories are stated at the lower of cost or net realizable value. The Company determined cost by using weighted average method and the subsidiaries determined by using the first-in, first-out method. Cost comprised of product price and other direct expense for acquiring the product.

The Company and subsidiaries provided allowance for impairment of inventories for damaged and obsolete stock.

4.5 Investments

Long-term investments in subsidiaries are stated at cost less provision for declining in value (if any).

Long-term investments in non-marketable equity securities, which were classified as general investments, are stated at cost.

Loss on impairment of long-term investments will be recorded in the statements of comprehensive income if the book value is higher than the recoverable amount.

Cost of investment is calculated by weighted average method.

4.6 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value.

Investment properties comprise freehold properties that are held for rentals yields. It is carried at fair value based on valuations by independent appraiser which will be revalued every 3-5 years. However, the managements will review the fair value to reflect market conditions at the year-end. Fair value is measured by discounted cash flow projections which reflects rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. The fair value also reflects any cash outflows that could be expected in respect of the property. The discount rate reflects current market assessments of the time value of money and risk adjusted. Any gain or loss arising from a change in fair value is recognised in the statements of comprehensive income.

Benefit on land held under operating leases is classified and accounted as investment property and is accounted for as if it was a finance lease under "Land rent payable recognised under financial lease agreement". Financial cost incurred from such recording is presented by net from gain or loss arising from a change in fair value in the statement of comprehensive income in accordance with the transitional provisions of TAS 40 (Revised 2009) as disclosed in note 5.

4.7 Property, plant and equipment/ depreciation

Land is stated at the new revaluation.

Building and building improvement are stated at the new revaluation less accumulated depreciation and impairment losses (if any). Equipment is stated at cost less accumulated depreciation and impairment losses (if any).

Assets are depreciated by the straight-line method over the estimated useful lives of the assets as follows:

Buildings and construction	32, 40	years
Building improvements	32	years
Land improvements and decoration	32	years
Public utility system	5-15	years
Machinery and equipment	5-20	years
Furniture and fixtures	5-20	years
Furniture ornaments	5-10	years
Equipment for hotel and restaurants	5-20	years
Tools and office equipment	5-20	years
Vehicles	5-10	years

TAS 16 (Revised 2009) stated that:

4.7.1 Costs of dismantlement, removal and restoration is charged as cost of assets and calculated depreciation for the year-end.

4.7.2 Depreciation is calculated separately for each significant parts of cost of property, plant and equipment when each of component parts has material cost compared to total cost of those assets.

4.7.3 Residual value of property, plant and equipment has to be measured by the amount expected to obtain from disposal of assets as if the assets had aging and expected condition at the end of its useful lives. In addition, residual value and useful lives is required to review at least at the year-end.

The revaluation of land, building and building improvement will be recorded at fair value, valued by an independent expert and depreciate according to the remaining term. The Company and subsidiaries will provide an independent expert to revalue such assets every 5 years. However, in case there is any factor which materially effects to the asset value, the Company and subsidiaries will provide an independent expert to revalue such assets in the occurring year.

Revaluation surplus was adjusted to the book value of assets to be new value by recording only the net value of the surplus to new revaluation account couple with revaluation surplus account. Gain (Loss) on new revaluation will be recognized as other comprehensive income and the accumulated amount will be recognized as revaluation surplus of assets in the shareholders' equity. The revaluation surplus will be partly recorded in retained earnings and deprecation will charged in the statement of comprehensive income. However, in calculating depreciation on the revaluation surplus on building and building improvement that the Company and subsidiaries acquired before January 1, 2011, the Company and subsidiaries continued to apply the alternative method per Notification No. 25/2006 issued by the Federation of Accounting Profession (FAP), with reference to the accounting method detailed in Notification No. 18/2011 issued by the FAP, which allows the Company and subsidiaries to continue using the method stipulated in Notification No. 25/2006 until the accounting period commencing on or after January 1, 2016. Notification No. 18/2011 was announced in the Royal Gazette on May 6, 2011.

In 2011, the Company and subsidiaries changed estimated useful lives of building from 32 years to 58 years according to the independent appraiser' s report by using prospective method as at December 31, 2011.

The Company and subsidiaries recognized repairs and maintenance as building improvement when their future economic benefits are in excess of one fiscal year.

4.8 Amortization

Rentals are amortized by the straight-line method over the leased term.

4.9 Borrowing cost

The Company and subsidiaries records its borrowing cost incurred during the renovation and decoration period as cost of buildings and equipment under renovation and decoration until their completion and total costs are not over net realizable value.

Borrowing cost subsequently incurred are recognized as expense for the period.

4.10 Intangible assets

Computer software is considered as intangible assets and at cost less accumulated amortization. Intangible assets are amortized by the straight-line method over 5 - 10 years.

4.11 Long-term lease - Financial lease contract

Leases which transferring a significant portion of the risks and rewards of ownership to the lessee are classified as financial leases. The Company records financial leases as assets and liabilities in the balance sheets at the lower of the fair value of the leased assets as at the inception of the lease or the present value of the minimum lease payments. In calculating the present value of the minimum lease payments, the discount factor used is the interest rate implicit in the lease. Initial direct costs incurred are included as part of the asset. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The depreciation policy for leased assets is consistent with that for depreciable assets that are owned.

4.12 Impairment of assets

The Company and subsidiaries have considered the impairment of assets-property, plant and equipment, investments and intangible assets whenever events or changes indicate that the carrying amount of an asset exceeds its net realizable value (net selling price of the asset under current operations or its utilization value whichever is higher). The Company and subsidiaries will consider the impairment for each asset item or each asset unit or each asset unit generating cash flow, whichever is practical.

In case the carrying amount of an asset exceeds its net realizable value, the Company and subsidiaries will recognize an impairment loss in the statements of comprehensive income for the period or decrease appraisal surplus if those assets have been revaluated and recorded as appraisal surplus include in shareholders' equity. The Company and subsidiaries will reverse the impairment loss whenever there is an indication that there is no longer impairment or reduction in impairment as "other income" or "appraisal surplus", whichever is practical.

4.13 Financial instruments

Financial instrument shown in balance sheets consist of cash and cash equivalents, accounts receivable, loans to, accounts payable, bank overdrafts, loans from financial institutions, loans from related parties and liabilities under financial lease contract. Accounting policies regarding to recognition and measurement have been disclosed for each related transaction.

4.14 Transactions in foreign currencies

The Company and subsidiaries records its transactions in foreign currencies converting into Thai Baht by using the exchange rates ruling on the transaction dates. The outstanding balances of accounts in foreign currencies as at the statement of financial position date are converted into Thai Baht by using the exchange rates ruling on the same day.

Gain or loss on exchange is taken into income or expense as incurred.

The financial statements of the subsidiary which were prepared in foreign currency were converted into Thai Baht. The currency translation in the statements of income was made by using weighted average rate during the period and the currency translation in the statements of financial position was made by using the exchange rates ruling on the date of statements of financial position. Difference from currency translation as at the reclassification date will be presented in “other components of equity”.

When the overseas company was taken over, the Company will record the difference from currency translation as income or expense from sold of such overseas company.

4.15 Employee Benefits

From January 1, 2011, the Company and subsidiaries have applied TAS 19 Employee Benefits. Under the new policy, the obligation of the Company and subsidiaries in respect of post-employment benefits is retirement benefit recognised in the financial statements based on calculations performed annually by a qualified actuary using the projected unit credit method. Previously, this obligation was recognised as and when payments were made. The Company and subsidiaries have chosen to record the entire amount of this liability as an adjustment to retained earnings as at January 1, 2011, in accordance with the transitional provisions of TAS 19 as disclosed in note 5.

4.16 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by, the Company and subsidiaries, whether directly or indirectly, or which are under common control with the Company. They also include associated companies and individuals which directly or indirectly own a voting interest in the Company and subsidiaries that give them significant influence over the Company and subsidiaries, key management personnel, directors and officers with authority in the planning and direction of the operations of the Company and subsidiaries.

4.17 Use of accounting estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates for certain accounting transactions, affecting amounts reported in the financial statements and notes related thereto. Subsequent actual results may differ from estimates.

4.18 Provision for liabilities

The Company and subsidiaries recognize a provision for liabilities when an entity has a present legal or constructive obligation as a result of a past event. It is probable that an outflow of economic benefits resources will be required to settle the obligation and reliable estimate can be made of the amount of the obligation.

4.19 Income tax

The Company and subsidiaries recognised corporate income tax as expense for the occurring period as described in the Revenue Code.

4.20 Basic earnings (loss) per share

Basic earnings (loss) per share is computed by dividing net profit (loss) for the year by the weighted average number of common shares outstanding during the year, less number of the parent company's shares held by the subsidiary.

5. Effect of first time adoption of Thai financial reporting standards

5.1 Employee benefit

Under the new policy, the obligation of the Company and subsidiaries in respect of long-term employment benefits under the labour law recognised in the financial statements based on calculations performed annually using the projected unit credit method. Previously, this obligation was recognised as and when payments were made.

The liability of the Company and subsidiaries for employee benefit obligations as at January 1, 2011 has been determined to be Baht 43.09 million (in consolidated financial statements) and Baht 19.71 million (in separate financial statements). The Company and subsidiaries have opted to record the entire amount of this liability as adjusted retained earnings as at January 1, 2011, in accordance with the transitional provisions of TAS 19. The impact on the 2011 financial statements was as follows:

(Unit : Thousand Baht)

	Consolidated	Separate
Statements of financial position as at December 31, 2011		
Retained earnings as at December 31, 2010 - as reported	108,878	61,031
(Increase) in employee benefit obligations	(43,085)	(19,708)
Retained earnings as at January 1, 2011 - as restated	65,793	41,323
Statement of comprehensive income for the year ended December 31, 2011		
Increase in employee benefit resulting in:		
Increase in cost of service and administrative expense	6,694	2,668
(Decrease) in profit for the period	6,694	2,668
(Decrease) in profit per share		
Basic earnings per share (Baht)	0.21	0.08

5.2 Investment properties

In 2011, the subsidiary, Zeer Property Plc., has applied the revised TAS which is effective for the financial statements effective for the accounting period beginning on or after January 1, 2011. The subsidiary made retroactive restatement the accumulated effect from difference between fair value and book value of investment properties before January 1, 2010 with beginning retained earnings which is in accordance with the requirement of revised TAS. The adoption of new accounting standard effects to the financial statements by revising standard retrospectively and restate comparative information. The adjustment to beginning retained earnings includes the reclassification of any amounts held in revaluation surplus for the investment property to retained earnings. The effects to the statement of financial position as at December 31, 2010 and the statement of comprehensive income for the year ended December 31, 2010 are as follows:

Statements of financial position

(Unit: Thousand Baht)

	Consolidated		
	As at December 31, 2010		
	As reported	Restatement	Difference
Investment properties	-	4,410,000	4,410,000
Property, plant and equipment –net	4,549,600	3,047,805	(1,501,795)
Prepaid land rental – net	152,618	11,600	(141,018)
Land rental recognised under financial lease agreement	-	279,112	279,112
Deferred interest expense – land rental	-	10,205	10,205
Retained earnings – Unappropriated	108,878	2,843,520	2,734,642
Revaluation surplus on property, plant and equipment	2,356,399	1,940,558	(415,841)
Surplus on dilution of investment	8,507	38,484	29,977
Non-controlling interests	49,991	179,553	129,562

Statements of comprehensive income

(Unit: Thousand Baht)

	Consolidated		
	For the year ended December 31, 2010		
	As reported	Restatement	Difference
Cost of rental and service	334,778	203,783	(130,995)
Amortization of interest on land under financial lease	-	18,923	18,923
Gross profit	295,677	410,193	114,516
Gain on change of fair value of investment properties	-	209,451	209,451

6. Non-cash transaction

- 6.1 In 2011, the Company and a subsidiary purchased asset in credit amount of Baht 17.85 million (consolidated financial statements) and Baht 4.79 million (separate financial statements).
- 6.2 In 2010, the Company and a subsidiary had transferred deposit to assets in amount of Baht 32.01 million (consolidated financial statements) and Baht 1.97 million (separate financial statements).
- 6.3 In 2010, the Company and a subsidiary purchased assets in credit amount of Baht 20.31 million (consolidated financial statements) and Baht 10.28 million (separate financial statements).
- 6.4 In 2010, the Company capitalized interest as cost of assets in amount of Baht 4.16 million.
- 6.5 In 2010, a subsidiary purchased assets in financial lease contract in amount of Baht 1.07 million (consolidated financial statements).
- 6.6 In 2010, a subsidiary has restricted deposit in amount of 0.60 million which already was released, so it was reclassified as current investment (consolidated financial statements).

7. Cash and cash equivalents

	Consolidated		Separate	
	2011	2010	2011	2010
Cash on hand	4,205	3,835	2,587	2,558
Non - clearing cheques	2,400	1,451	35	138
Current accounts	2,877	5,564	956	2,551
Savings accounts	29,848	80,451	706	197
Fixed deposits	8	8	-	-
Total	39,338	91,309	4,284	5,444

8. Trade accounts and other receivable

Trade accounts receivable are classified by aging as follows :

(Unit : Thousand Baht)				
	Consolidated		Separate	
	2011	2010	2011	2010
The Company and its two subsidiaries, involved in the hotel business :				
Current accounts	10,345	16,017	7,768	8,024
Overdue 1 - 30 days	6,277	10,036	2,219	3,243
Overdue 31 - 60 days	3,888	2,700	852	613
Overdue 61 - 90 days	3,570	3,024	427	43
Overdue 91 - 365 days	11,414	6,888	283	205
Overdue more than 1 year	2,094	2,723	1,339	1,658
	37,588	41,388	12,888	13,786
Less Provision for doubtful debt	(2,095)	(2,892)	(1,340)	(1,657)
Total	35,493	38,496	11,548	12,129
Subsidiary company - Zeer Property Plc. involved in the operation of business complexes :				
Current accounts	6,317	5,317	-	-
Overdue 1 - 30 days	13,439	7,166	-	-
Overdue 31 - 60 days	117	4,999	-	-
Overdue 61 - 90 days	513	2,772	-	-
Overdue 91 - 365 days	4,921	10,256	-	-
Overdue more than 1 year	4,395	3,749	-	-
	29,702	34,259	-	-
Less Provision for doubtful debt	(6,380)	(13,734)	-	-
	23,322	20,525	-	-
Total	58,815	59,021	11,548	12,129
Post dated cheques	766	1,264	-	-
Trade accounts receivable - net	59,581	60,285	11,548	12,129
Other receivable	4,108	2,470	3,765	755
Total	63,689	62,755	15,313	12,884

9. Inventories

(Unit : Thousand Baht)				
	Consolidated		Separate	
	2011	2010	2011	2010
Restaurant				
- Food	3,281	2,319	1,492	1,303
- Beverage	1,606	1,384	817	816
- Supplies	3,116	1,870	236	165
Hotel				
- Supplies	6,290	5,884	2,168	2,120
- Operating equipment	13,601	2,526	2,573	2,528
- Reserve of operating equipment	11,415	17,952	11,415	10,991
Total	39,309	31,935	18,701	17,923
Less Allowance for impairment of inventories	(143)	(133)	(143)	(133)
Inventories - net	39,166	31,802	18,558	17,790

10. Long-term investments in subsidiaries

(Unit : Thousand Baht)

Name	Business	Relationship	Paid-up share capital		Percentage of shareholding		Investments-at Cost		Dividend	
			2011	2010	2011	2010	2011	2010	2011	2010
Subsidiaries										
Asia Pattaya Hotel Co., Ltd.	Hotel	Shareholder	120,000	120,000	99.42	99.42	119,300	119,300	-	-
Asia Airport Hotel Co., Ltd.	Hotel	Shareholder	495,000	495,000	100.00	100.00	592,499	592,499	-	-
Zeer Property Plc.	Construction and building of complexes	Shareholder	225,000	225,000	94.85	94.85	428,794	428,794	64,024	32,012
Total							1,140,593	1,140,593		

On April 23, 2010, the Company's investment proportion in a subsidiary, Zeer Property Plc., is changed from 93.50% to 94.85% as stated in note 3, resulting surplus on dilution of investments Baht 38.48 million. It is presented as surplus on dilution of investments under shareholders' equity and will be recognized as revenue when the investments are sold.

At the board of directors' meeting No. 3/2011 held on July 8, 2011 of the subsidiary, Zeer Property Plc., passed a resolution to pay interim dividend from net profit of the period January 2011 to March 2011 at the rate Baht 0.15 per share for 225 million shares, totalling Baht 33.75 million. The dividend was paid on July 27, 2011.

As the ordinary shareholders' meeting No. 1/2011 held on April 8, 2011 of the subsidiary, Zeer Property Plc., the shareholders passed a resolution to pay dividend for the 2010 operation (January 1, 2010 – December 31, 2010) at the rate Baht 0.30 per share for 225 million shares, totaling Baht 67.50 million. The subsidiary had paid interim dividend on November 19, 2010 at Baht 0.15 per share, totaling Baht 33.75 million and the remaining dividend at Baht 0.15 per share, totaling Baht 33.75 million was paid on April 22, 2011.

11. Long-term investments in related parties - net

(Unit : Thousand Baht)

Name	Business	Relationship	Paid-up share capital		Percentage of shareholding	Investments-at Cost		Dividend	
			2011	2010		2011	2010	2011	2010
Jet Cat Tour Co., Ltd.	Traveling	Shareholder	800,000	800,000	19	15,200	15,200	-	-
Less Provision for investment devaluation						(15,200)	(15,200)		
Net						-	-		

12. Restricted deposits with financial institution

Fixed deposit of a subsidiary, Zeer Property Plc. was pledged in amount of Baht 6.34 million to guarantee for credit line of Baht 2.24 million to comply with the judgment of the Civil Court as stated in note 27 and in amount of Baht 4 million to guarantee for bank overdraft as stated in note 18.

13. Investment properties

	(Unit : Thousand Baht)	
	Consolidated	
	2011	2010
Investment properties as at beginning period	4,410,000	4,194,000
Increase during the period	204,400	6,549
Decrease during the period	(4,208)	-
Total	4,610,192	4,200,549
Gain on change of fair value	34,708	209,451
Investment properties as at ending period	4,644,900	4,410,000

	(Unit : Thousand Baht)	
	Consolidated	
	2011	2010
Statements of comprehensive income		
Revenues from rentals and services	434,045	442,815
Cost of rentals and services	204,579	198,334
Interest on land rental under financial lease	15,764	18,923
Gain on change of fair value of investment properties	34,708	209,451

A subsidiary, Zeer Property Plc., has constructed Zeer Rangsit Building on the leasehold land which the subsidiary made agreement with Don Muang Grand Plaza Co., Ltd., a related company.

The benefit on land under operating lease agreement was reclassified and recorded as investment properties. Such operating lease agreement was deemed as financial lease agreement. The land lease agreement will be ended on March 31, 2048 (note 22).

Fair value of investment properties as at December 31, 2011 at Baht 4,644.90 million appraised by using income approach have details as follows:

- Part 1 : Fair value of a subsidiary's part (Zeer Rungsit Complex) at Baht 4,413 million appraised by an independent appraiser named Siam Imperial Appraisal Co., Ltd. based on the remaining lease term of 36 years and 3 months.
- Part 2: Fair value of a subsidiary's part (ZEER OVERSEA LLC.) at Baht 231.90 million (USD 7.60 million), appraised by the management.

Fair value of investment properties as at December 31, 2010 at Baht 4,410 million appraised by an independent appraiser named Siam Imperial Appraisal Co., Ltd. by using income approach based on the remaining lease term of 37 years and 3 months.

Fair value of investment properties for the year 2011 and 2010 increase by Baht 34.71 million and Baht 209.45 million, respectively in the consolidated financial statements. This increased fair value is occurred after the transaction increase/decrease during the period. It results increase in investment properties and comparative income for the year ended December 31, 2011 and 2010 in the same amount.

Moreover, the subsidiary paid land rental recognized under financial lease agreement at the rate lower than its interest so the principal was not repaid, resulting the principal was not decreased (note 22), resulting increase in accrued interest expense as at December 31, 2011 and 2010 in amount of Baht 17.25 million and Baht 10.21 million, respectively, which was recorded as "accrued interest expense – land rental" in the statement of financial position.

The subsidiary used partial leasehold right on land with its construction as collateral loan from two commercial banks (note 18, 20 and 27).

In 2011, a subsidiary, ZEER OVERSEA LLC. has purchased investment properties in USA in amount of Baht 190.50 million (USD 6.29 million).

14. Property, plant and equipment – net

Consolidated

(Unit : Thousand Baht)

	Land		Land improvement	Building and building improvement		Public utility system	Machinery and equipment	Furniture and fixtures	Furniture ornaments	Equipment for hotel and restaurants	Tool and office equipment	Vehicles	Work under construction	Total
	Historical cost	Revaluation surplus		Historical cost	Revaluation surplus									
Cost														
As at January 1, 2010	171,085	1,374,792	1,545	646,266	313,420	4,050	204,964	512,148	80,901	147,903	32,743	47,543	231,993	3,769,353
Purchase	66,630	294,014			40,431	34	7,530	2,053	82	6,616	5,620	5,797	314,437	743,244
Disposal/Write off							(8,622)	(1,592)	(5,957)	(5,088)	(111)			(21,370)
Transfer in (out)				141,805		96,560	33,829	198,514	26,132	872			(497,712)	-
As at December 31, 2010	237,715	1,668,806	1,545	788,071	353,851	100,644	237,701	711,123	101,158	150,303	38,252	53,340	48,718	4,491,227
Purchase	10,694	472,160			200,633	236	9,003	4,742	1,172	3,580	2,602	463	126,836	832,121
Disposal/Write off						(1,960)	(3,156)	(11,849)	(692)	(5,501)	(1,516)		(1,518)	(26,192)
Transfer in (out)				(192)		1,137	7,544	9,938	1,429	1,815	113		(21,784)	-
As at December 31, 2011	248,409	2,140,966	1,545	787,879	554,484	100,057	251,092	713,954	103,067	150,197	39,451	53,803	152,252	5,297,156
Less Accumulated depreciation														
As at January 1, 2010	-	-	1,536	431,086	60,850	1,234	165,440	450,572	79,491	131,114	25,568	32,450	-	1,379,341
Depreciation for the year			1	14,291	15,671	3,970	10,995	23,483	2,161	5,314	2,730	6,496		85,112
Accumulated depreciation for Disposal/Write off/Transfer							(8,006)	(1,804)	(5,957)	(5,141)	(124)			(21,032)
As at December 31, 2010	-	-	1,537	445,377	76,521	5,204	168,429	472,251	75,695	131,287	28,174	38,946	-	1,443,421
Depreciation for the year			1	14,851	17,692	8,216	12,407	39,643	3,565	5,281	3,265	4,575		109,496
Accumulated depreciation for Disposal/Write off/Transfer						(42)	(3,122)	(11,805)	(450)	(5,656)	(1,469)			(22,544)
As at December 31, 2011	-	-	1,538	460,228	94,213	13,378	177,714	500,089	78,810	130,912	29,970	43,521	-	1,530,373
Net book value														
As at December 31, 2011	248,409	2,140,966	7	327,651	460,271	86,679	73,378	213,865	24,257	19,285	9,481	10,282	152,252	3,766,783
As at December 31, 2010	237,715	1,668,806	8	342,694	277,330	95,440	69,272	238,872	25,463	19,016	10,078	14,394	48,718	3,047,806

Depreciation for the years ended December 31, 2011 and 2010 was Baht 91.81 million and Baht 69.44 million, respectively.

As at December 31, 2011 and 2010, building and equipment at cost of Baht 1,154.09 million and Baht 1,393.34 million, respectively were depreciated in full.

As at December 31, 2011, the Company capitalized interest expense as cost of work under construction amount of Baht 4.16 million.

As at December 31, 2011 and 2010, vehicles at net value of Baht 3.15 million and Baht 4.87 million, respectively in consolidated financial statements are under financial lease as stated in note 21. The Company and subsidiaries took land with its construction as collateral for loan from a bank as stated in note 18 and 20.

14. Property, plant and equipment – net (Cont.)

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

	Separate											(Unit : Thousand Baht)		
	Land		Land improvement	Building and building improvement		Public utility system	Machinery and equipment	Furniture and fixtures	Furniture ornaments	Equipment for hotel and restaurants	Tool and office equipment	Vehicles	Work under construction	Total
	Historical cost	Revaluation surplus		Historical cost	Revaluation surplus									
Cost														
As at January 1, 2010	159,120	869,680	-	498,200	150,557	4,050	112,373	254,578	70,019	99,622	17,842	7,137	192,542	2,435,720
Purchase				871		88,704	24,415	172,434	24,949	3,749	1,414		128,985	445,521
Disposal/Write off							(7,743)	(1,821)	(5,957)	(3,330)	(16)			(18,867)
Transfer in (out)													(309,270)	(309,270)
As at December 31, 2010	159,120	869,680	-	499,071	150,557	92,754	129,045	425,191	89,011	100,041	19,240	7,137	12,257	2,553,104
Purchase		472,160			200,634	213	5,547	9	37	903	698		21,816	702,017
Disposal/Write off						(1,960)	(1,041)	(8,380)	(340)	(2,794)	(47)			(14,562)
Transfer in (out)				(192)		1,137	1,113	8,165	1,230	(897)	(4)		(10,552)	-
As at December 31, 2011	159,120	1,341,840	-	498,879	351,191	92,144	134,664	424,985	89,938	97,253	19,887	7,137	23,521	3,240,559
Less Accumulated depreciation														
As at January 1, 2010	-	-	-	346,930	28,255	1,217	97,459	248,756	69,990	92,324	15,985	6,177	-	907,093
Depreciation for the year				9,185	7,528	3,707	5,318	9,862	1,498	2,083	864	269		40,314
Accumulated depreciation for														
Disposal/Write off/Transfer							(7,743)	(1,785)	(5,956)	(3,305)	(16)			(18,805)
As at December 31, 2010	-	-	-	356,115	35,783	4,924	95,034	256,833	65,532	91,102	16,833	6,446	-	928,602
Depreciation for the year				9,207	7,528	6,644	6,404	20,025	2,715	2,104	951	25		55,603
Accumulated depreciation for						(8)	(1,014)	(8,352)	(340)	(2,780)	(47)			(12,541)
Disposal/Write off/Transfer						(35)	(25)		241	(216)				(35)
As at December 31, 2011	-	-	-	365,322	43,311	11,525	100,399	268,506	68,148	90,210	17,737	6,471	-	971,629
Net book value														
As at December 31, 2011	159,120	1,341,840	-	133,557	307,880	80,619	34,265	156,479	21,790	7,043	2,150	666	23,521	2,268,930
As at December 31, 2010	159,120	869,680	-	142,956	114,774	87,830	34,011	168,358	23,479	8,939	2,407	691	12,257	1,624,502

Depreciation for the years ended December 31, 2011 and 2010 was Baht 48.07 million and Baht 32.78 million, respectively.

As at December 31, 2011 and 2010, building and equipment at cost of Baht 814.44 million and Baht 827.88 million, respectively were depreciated in full.

In October 2006, the Federation of Accounting Professions issued Notification No. 25/2549 allowing entities which carry their assets at revalued amounts to calculate depreciation to be charged to the statements of comprehensive income based on the historical cost of the assets instead of on the revalued amounts. The Company has decided to follow the notification. However, the Company had the depreciation charge been calculated based on the revalued amounts, net income and earnings per share would have been changed to the following:

	(Unit : Thousand Baht)			
	For the year ended December 31,			
	Consolidated		Separate	
	2011	2010	2011	2010
Decrease in net profit	17,692	15,671	7,528	7,528
Decrease in basic earnings per share	0.56	0.52	0.24	0.24

15. Reappraisal

In 2011, the Company provided an independent appraiser, Siam Imperial Appraisal Co., Ltd., to appraise its land, building and construction. The appraisal report dated December 27, 2011 by using replacement cost approach (which is revalued after depreciation) in amount of Baht 672.79 million. Such amount is not included the revaluation surplus of interior and building system

In 2010, the subsidiary, Asia Pattaya Hotel Co., Ltd., provided an independent appraiser, K.T. Appraisal Co., Ltd., to appraise its land, building and construction. The appraisal report dated December 29, 2010 by using replacement cost approach (which is revalued after depreciation) which is excess its net book value in amount of Baht 334.45 million.

The Company and subsidiaries recorded excess from their cost according to the appraised value in “revaluation surplus on land, building and construction” under “shareholders’ equity” in the statements of financial position.

The revaluation resulted in a surplus of the assets as follows:

	(Unit : Thousand Baht)		
	As at December 31, 2011		
	The Company	Subsidiaries	Consolidated
Land	869,680	799,126	1,668,806
Building and construction	150,557	203,293	353,850
Total revaluation surplus of assets	1,020,237	1,002,419	2,022,656
Add Excess of revaluation surplus (new appraisal)	672,793	-	672,793
Less All revaluation surplus of assets-write off	(43,311)	(50,902)	(94,213)
	1,649,719	951,517	2,601,236
Less Non - controlling interests - net			(5,518)
Total all revaluation surplus of assets - net			2,595,718

(Unit : Thousand Baht)

	As at December 31, 2010		
	The Company	Subsidiaries	Consolidated
Land	869,680	505,112	1,374,792
Building and construction	150,557	162,862	313,419
Total revaluation surplus of assets - net	1,020,237	667,974	1,688,211
Add Excess of revaluation surplus (new appraisal)	-	334,445	334,445
Less All revaluation surplus of assets-write off	(35,783)	(40,738)	(76,521)
	984,454	961,681	1,946,135
Less Non - controlling interests - net			(5,577)
Total all revaluation surplus of assets - net			1,940,558

16. Intangible assets - net

(Unit : Thousand Baht)

	Consolidated			
	Balance	Increase (Decrease) during the period		Balance
	as at	Increase	Disposal and	as at
	December 31, 2010		Transfer	December 31, 2011
Cost				
Computer software	6,354	860	-	7,214
Total	6,354	860	-	7,214
Less Accumulated amortization				
Computer software	4,668	903	-	5,571
Total	4,668	903	-	5,571
Intangible assets - net	1,686			1,643

(Unit : Thousand Baht)

	Separate			
	Balance	Increase (Decrease) during the period		Balance
	as at	Increase	Disposal and	as at
	December 31, 2010		Transfer	December 31, 2011
Cost				
Computer software	2,239	-	-	2,239
Total	2,239	-	-	2,239
Less Accumulated amortization				
Computer software	1,785	369	-	2,154
Total	1,785	369	-	2,154
Intangible assets - net	454			85

Amortization for the years ended December 31, 2011 and 2010 was Baht 0.90 million and Baht 0.74 million, respectively in consolidated financial statement and Baht 0.36 million and Baht 0.41 million in separate financial statement.

17. Prepaid rental

	(Unit : Thousand Baht)	
	Consolidated / Separate	
	2011	2010
Beginning	29,000	29,000
Less Accumulated amortization	(18,366)	(17,400)
Net	10,634	11,600

Amortization for the year ended December 31, 2011 and 2010 was Baht 0.97 million and Baht 0.97 million, respectively.

The Company made leasehold right for land from a related company in amount of Baht 29 million. The lease period is 30 years.

18. Bank overdrafts and short-term loans from financial institutions

	(Unit : Thousand Baht)			
	Consolidated		Separate	
	2011	2010	2011	2010
Overdrafts	90,253	47,977	59,426	37,587
Promissory notes	45,000	-	-	-
Total	135,253	47,977	59,426	37,587

As at December 31, 2011 and 2010, the Company and subsidiaries had the credit facilities for bank overdrafts as follows:

- 18.1 The Company: Baht 41 million was guaranteed by directors of the Company and by mortgaging the land with its construction of the Company as stated in note 14 and of Asia Pattaya Hotel Co., Ltd. and leasehold right on Zeer Rangsit Complex of Asia Airport Hotel Co., Ltd.
- 18.2 A subsidiary–Asia Pattaya Hotel Co., Ltd.: Baht 25 million was guaranteed by directors of Asia Pattaya Hotel Co., Ltd. and by mortgaging the land with its construction of Asia Pattaya Hotel Co., Ltd., and of the Company and leasehold right on Zeer Rangsit Complex of Asia Airport Hotel Co., Ltd.
- 18.3 A subsidiary–Asia Airport Hotel Co., Ltd. : Baht 10 million was guaranteed by the directors of the Company, Asia Airport Hotel Co., Ltd. and leasehold right on Zeer Rangsit Complex.
- 18.4 A subsidiary–Zeer Property Plc.: Overdrafts Baht 50 million and Baht 44 million and promissory notes Baht 50 million and Baht 40 million with interest rate at MOR-1% guaranteed by the directors of the Company and of Don Muang Grand Plaza Co., Ltd., by mortgaging construction on Zeer Rangsit Complex and land with its construction in Cha-am as stated in note 13 and 14 and deposits at financial institution as stated in note 12.

19. Other payable

	(Unit : Thousand Baht)			
	Consolidated		Separate	
	2011	2010	2011	2010
Accrued expenses	29,962	34,796	7,582	6,099
VAT payable and deferred output VAT	6,943	7,340	3,178	1,768
Guarantee and deposit	2,879	1,835	204	918
Others	135	18	-	-
Total	39,919	43,989	10,964	8,785

20. Long-term liabilities - net

The Company and subsidiaries had the long – term liabilities as follows:

	(Unit : Thousand Baht)			
	Consolidated		Separate	
	2011	2010	2011	2010
20.1 Loans from bank	1,167,500	1,221,500	1,167,500	1,221,500
Less Current portion	(58,500)	(54,000)	(58,500)	(54,000)
Net	1,109,000	1,167,500	1,109,000	1,167,500
20.2 Loans from bank - Subsidiary				
Asia Pattaya Hotel Co., Ltd.	168,000	178,000	-	-
Less Current portion	(10,000)	(10,000)	-	-
Net	158,000	168,000	-	-
20.3 Loans from bank - Subsidiary				
Asia Airport Hotel Co., Ltd.	109,500	117,500	-	-
Less Current portion	(8,000)	(8,000)	-	-
Net	101,500	109,500	-	-
20.4 Loans from bank - Subsidiary				
Zeer Property Plc.	351,919	216,333	-	-
Less Current portion	(29,859)	(33,100)	-	-
Net	322,060	183,233	-	-

		(Unit : Thousand Baht)	
		Consolidated	Separate
		2011	2010
		2011	2010
20.5 Loans from EGAT - Subsidiary			
Zeer Property Plc.	544	1,361	-
Less Current portion	(544)	(817)	-
Net	-	544	-
Total long-term liabilities	1,797,463	1,734,694	1,167,500
Less Current portion	(106,903)	(105,917)	(58,500)
Long-term liabilities - net	1,690,560	1,628,777	1,109,000

20.1 On April 28, 2008, the Company entered into the long-term loan agreement facilities of Baht 1,350 million with a bank to repay the existing balance of loan from 4 financial institutions Baht 1,070 million and to improve building of Baht 280 million. The Company has the commitment to repay the new loan on a quarterly basis for 60 installments and pay interest monthly at the rate of MLR-1.5% to MLR-0.125% per annum commencing in April 2008, and the repayment of loan will be completed within January 2023.

20.2 On April 30, 2008, a subsidiary, Asia Pattaya Hotel Co., Ltd., had engaged in a new loan agreement from the same existing loan lender of the subsidiary in order to settle the existing loan in the amount of Baht 220 million. The subsidiary has the commitment to repay the new loan on a quarterly basis for 60 installments and pay the interest monthly at the rate of MLR-1.5% to MLR-0.125% per annum commencing in April 2008, and the repayment of loan will be completed within January 2023, causing the former loan agreement to be entirely abolished.

20.3 On April 30, 2008, a subsidiary, Asia Airport Hotel Co., Ltd., had engaged in a new loan agreement from the same existing loan lender of the subsidiary in order to settle the existing loan in the amount of Baht 150 million. The subsidiary has the commitment to repay the new loan on a quarterly basis for 60 installments and pay the interest monthly at the rate of MLR-1.5% to MLR-0.125% per annum commencing in April 2008, and the repayment of loan will be completed within January 2023, causing the former loan agreements both short-term and long-term including the amendment to be entirely abolished.

20.4 A subsidiary, Zeer Property Plc., has loans from many banks as follows:

20.4.1 On August 11, 2011, the subsidiary made loan agreement with a bank in facilities of Baht 140 million in order to settle the existing loan as stated in note 20.4.4. The subsidiary has the commitment to repay the new loan on a quarterly basis for 40 installments and pay the interest monthly at the rate of MLR-1.50% per annum for the 1st – 3rd year, at MLR – 1.00% per annum for the 4th – 7th year and at MLR -0.05% per annum for the 8th year onwards, commencing in November 2011 to October 2021.

20.4.2 On January 11, 2011, the subsidiary made loan agreement with a financial institution in credit line of Baht 180 million in order to provide loan to ZEER OVERSEA LLC. to buy investment property in USA. The principal is required to be paid through 120 installments and interest is required to be monthly paid with interest rate at MLR – 0.25% per annum for the first two years and at MLR per annum for the third year onwards, commencing in April 2011 to March 2021.

20.4.3 On February 2, 2010, the subsidiary had loan from bank in facilities Baht 208 million in order to purchase land with construction (Cha-am Project) in amount of Baht 128 million and Baht 80 million is not withdrawn yet with interest rate at MLR-0.25% per annum for the 1st – 2nd year and at MLR per annum for the 3rd year onwards through 120 monthly installments. The loan is graced for principal payment for the first 18 installments. The loan will be repaid in August 2011 to January 2020.

20.4.4 On December 28, 2007, the subsidiary entered into a loan agreement with a financial institution for the amount of Baht 240 million in order to repay loan from Asia Hotel Public Company Limited. This loan agreement requires 96 monthly repayments starting from January 2008 until December 2015. The loan has interest bearing at the rate of MLR% per annum. During 2011, the subsidiary has made principal repayment before due in full amount of Baht 69.91 million.

20.5 On March 23, 2010, Zeer Property Plc. made an agreement and received subsidy of compact fluorescent lamp (CFL) project from the Electricity Generating Authority of Thailand in amount of Baht 1.63 million by making 24 installments without interest charge.

The Company and its two subsidiaries, Asia Pattaya Hotel Co., Ltd. and Asia Airport Hotel Co., Ltd., mortgaged land with its construction together with leasehold right on space in Zeer Rungsit Complex for 39,380 square meters which is the location of Asia Airport Hotel and the guarantee from related companies and some directors of the Company and of the subsidiaries as collateral for the loans from bank which are loan of the Company in facilities Baht 1,410 million in 2011 and Baht 1,370 million in 2010, loan of Asia Pattaya Hotel Co., Ltd. in facilities of Baht 235 million, the loan of Asia Airport Hotel Co., Ltd. in facilities of Baht 165 million and loan of Zeer Property Plc. in facilities of Baht 220 million.

A subsidiary, Zeer Property Plc., mortgaged investment properties, land with its construction (Cha-am Project), leasehold right (sub-contract) of on space in Zeer Rungsit Complex, and the guarantee from related companies, related persons and some directors of Zeer Property Plc. as collateral for its loans from bank in facilities Baht 794 million in 2011 and facilities Baht 448 million in 2010.

21. Liabilities under financial lease agreements - net

	(Unit : Thousand Baht)	
	Consolidated	
	2011	2010
Vehicles	8,630	8,630
Less Accumulated depreciation	(5,485)	(3,761)
Net book value	3,145	4,869
Minimum amount which must be paid for the abovementioned financial lease agreements :		
Within 1 year	1,249	1,201
Over 1 year but not over 3 years	2,227	3,108
Over 3 years but not over 5 years		416
	3,476	4,725
Less Future interest	(271)	(497)
Present amount	3,205	4,228
Liabilities under financial lease agreements excluding future interest :		
Liabilities under financial lease agreements	3,205	4,228
Less Current portion	(1,088)	(975)
Net	2,117	3,253

Two subsidiaries, Zeer Property Plc. and Asia Pattaya Hotel Co., Ltd. have made financial lease agreements with other companies as follows :

The 1st agreement : 60 installments of Baht 47,275 each, ending in February 2013

The 2nd agreement : 60 installments of Baht 36,000 each, ending in September 2013

The 3rd agreement : 60 installments of Baht 20,773 each, ending in August 2015

22. Land payable recognised under financial lease agreement

Land payable under financial lease agreement derived from operating lease agreement which the subsidiary, Zeer Property Plc., recorded as investment properties (note 13). In 1991, the subsidiary entered into lease agreements for the land with Don Muang Grand Plaza Co., Ltd. on the land of 78 rai 1 ngarn for the period of 30 years ended on March 31, 2023 by making leasehold right of Baht 100 million and monthly rental over the lease term with various amount of Baht 300,000.00 to Baht 878,460.00.

In 2007, the subsidiary had extended the existing lease agreement on land of 78 rai 1 ngarn for the period of 25 years, ended on March 31, 2048 by making monthly payment at Baht 878,460.00 and made more land lease on the land of 8 rai 59 square wah for the period of 40 years 7 months, ended on March 31, 2048 by making yearly payment at various amount of Baht 29,167.00 to Baht 50,000.00. The subsidiary agreed to pay land rental (two plots of land) in total amount of Baht 113.00 million and already registered with the Land Department for 25 years, ended on March 31, 2048.

In 2008, the extended lease agreement on land for the total area of 86 rai 1 ngarn 59 square wah was amended as to the monthly rental fee and the condition on the rental payment. This resulted in the total rental fee of the first lease agreement on land of 78 rai 1 ngarn to be Baht 353.96 million (increased Baht 90.43 million) and the second lease agreement on land of 8 rai 59 square wah to be Baht 183.78 million (increased Baht 181.75 million). After the amendment, the total amount of land rental fees for both lease agreements are Baht 537.74 million (increased Baht 272.18 million). However, the amendment on the lease agreements on land has not yet been registered.

Minimum amount which must be paid for the financial lease agreements :

	(Unit : Thousand Baht)	
	Consolidated	
	2011	2010
Within 1 year	19,513	8,718
Over 1 year but not over 3 years	47,749	43,279
Over 3 years but not over 5 years	54,266	50,666
Over 5 years	527,706	555,289
	649,234	657,952
Less future interest	(370,123)	(378,841)
Present value	279,111	279,111

The installments since January 2010 to March 2012 are the payment for interest in full amount and the principal will be paid in April 2012, so there is no current portion.

23. Guarantee for rent

	(Unit : Thousand Baht)			
	Consolidated		Separate	
	2011	2010	2011	2010
Asia Hotel Plc.	6,953	5,560	6,953	5,560
Asia Airport Hotel Co.,Ltd.	1,033	872	-	-
Asia Pattaya Hotel Co.,Ltd.	252	498	-	-
Zeer Property Plc.	126,077	120,074	-	-
Total	134,315	127,004	6,953	5,560

Guarantee for rent of the Company and subsidiaries will be returned to the lessees when the lease agreements are terminated.

24. Deferred income - leasehold rights on leased area - net

A subsidiary has deferred income - leasehold rights on the leased area as follows:

	(Unit: Thousand Baht)	
	Consolidated	
	2011	2010
Deferred income per agreement	122,355	122,355
Less Accumulated amortization of deferred income	(90,115)	(87,180)
Deferred income - net	32,240	35,175

A subsidiary, Zeer Property Plc., entered into a lease agreement with the lessees to rent the area in Zeer Rangsit Complex, for a leasehold rights period of 21-28 years. Zeer Property Plc. recognized the deferred income - leasehold rights on leased area, as income using the straight-line method over 21-28 years as per lease agreement period.

25. Parent's share capital held by subsidiary

	(Unit: Thousand Baht)	
	Consolidated	
	2011	2010
Asia Pattaya Hotel Co., Ltd : 630,600 shares of Bath 4.60 each	-	2,900

During 2011, Asia Pattaya Hotel Co., Ltd. sold the share capital in parent company of 630,600 shares at Baht 30.00-Baht 32.00 each, totaling Baht 19.87 million to other person, resulting premium on share – sale of parent's common shares held by subsidiaries amount of Baht 16.97 million in the consolidated financial statements.

During 2010, Asia Airport Hotel Co., Ltd. sold the share capital in parent company of 1,609,400 shares at Baht 31.25 each, totaling Baht 50.29 million to other person, resulting premium on share – sale of parent's common shares held by subsidiaries amount of Baht 42.89 million in the consolidated financial statements.

However, gain (loss) on sales of share capital in parent company was eliminated in the consolidate financial statements. The value of parent's common shares held by subsidiaries stated at the historical cost of Baht 4.60 each.

26. Related party transactions

The financial statements included related party transactions; the bases used for determining a related party are inter-company shareholding or the same group of shareholders, directors or management team.

Name	Country	Relationship	Related by
Asia Pattaya Hotel Co., Ltd.	Thailand	Subsidiary	Direct shareholder
Asia Airport Hotel Co., Ltd.	Thailand	Subsidiary	Direct shareholder
Zeer Property Plc.	Thailand	Subsidiary	Direct shareholder
Zeer Asset Co., Ltd.	Thailand	Subsidiary	Indirect shareholder
ZEER OVERSEA LLC.	USA	Subsidiary	Indirect shareholder
A.B.K. Enterprise Co., Ltd.	Thailand	Related company	Common major shareholder and director
Don Mueng Grand Plaza Co., Ltd.	Thailand	Related company	Common shareholders and director

		(Unit: Thousand Baht)			
		Consolidated		Separate	
Statements of financial position		2011	2010	2011	2010
26.1 Account receivable					
Subsidiaries					
Asia Pattaya Hotel Co., Ltd.		-	-	142	243
Asia Airport Hotel Co., Ltd.		-	-	310	443
Zeer Property Plc.		-	-	13	10

		(Unit: Thousand Baht)					
		Consolidated		Separate		Policy to charge the Inter - company borrowing cost (%)	
		2011	2010	2011	2010	2011	2010
26.2 Short - term loans and accrued							
interest income - related parties							
Subsidiary							
Zeer Property Plc.							
- Loan		-	-	-	-		
- Accrued interest income		-	-	-	-		
Total		-	-	-	-		

Movements of the short-term loans and accrued interest income - related parties, these accounts consisted of:

(Unit: Thousand Baht)				
	Consolidated		Separate	
	2011	2010	2011	2010
Short-term loans				
Zeer Property Plc.				
Balance brought forward	-	-	-	10,000
Increase during the period	-	-	-	-
Repayment during the period	-	-	-	(10,000)
Balance carried forward	-	-	-	-
Accrued interest income - short-term loans				
Zeer Property Plc.				
Balance brought forward	-	-	-	-
Increase during the period	-	-	-	88
Repayment during the period	-	-	-	(88)
Balance carried forward	-	-	-	-

(Unit : Thousand Baht)					
	Consolidated		Separate		Policy to charge the
	2011	2010	2011	2010	Inter-company borrowing cost (%)

26.3 Long - term loans - accounts receivable - related parties

Long - term loans

Subsidiary

Zeer Property Plc.

- Loans

- - - -

- Accrued interest income

- - - -

Total

- - - -

Related company

A.B.K. Enterprise Co., Ltd.

- Loans

- - - -

- Accrued interest income

419,840 422,340 419,840 422,340

Total

419,840 422,340 419,840 422,340

Less Provision for doubtful debt

(327,982) (325,008) (327,982) (325,008)

Net

91,858 97,332 91,858 97,332

Accounts receivable

Related company

A.B.K. Enterprise Co., Ltd.

- 22,420 - - 8.00 8.00

Less Provision for doubtful debt

- (22,385) - -

Total

- 35 - -

Total loans and accounts receivable

419,840 444,760 419,840 422,340

Less Provision for doubtful debt

(327,982) (347,393) (327,982) (325,008)

Long-term loans and accounts receivable-net

91,858 97,367 91,858 97,332

26.3.1 The Company entered into a debt restructuring agreement with its major shareholder, A.B.K. Enterprise Co., Ltd. according to the minutes of the extra ordinary shareholders' meeting No. 1/2000 dated November 27, 2000 as follows :

The remaining accrued interest of Baht 471.84 million as follows :

- The repayment period cover 15 years from January 1, 2001 with the first 3 years grace period. The first repayment started on the last operating date of December 2004 as the following schedule:

Installment period	Installment amount per year (Baht)
2001 - 2003	Grace period
2004 - 2005	3,000,000.00
2006 - 2007	5,000,000.00
2008 - 2009	8,000,000.00
2010 - 2011	10,000,000.00
2012 - 2013	12,000,000.00
2014	15,000,000.00
2015 (last installment)	380,839,518.79

- There is no collateral for this part of the debt.
- There is no interest charged, unless A.B.K. Enterprise Co., Ltd., defaults on the repayment.
- If A.B.K. Enterprise Co., Ltd. can pay earlier than the repayment schedules, the discount will be granted according to the agreement.

In 2010, A.B.K. Enterprise Co., Ltd. paid accrued interest in amount of Baht 11.5 million. The Company, therefore, reversed its provision for doubtful debt - accrued interest receivable from present value of cash flows as recoverable amount under letter of guarantee in amount of Baht 2.47 million.

In 2011, the above reversals of provision for doubtful debt of total amount of Baht 114 million were based on the present value of the principal amount of bank guarantees of Baht 91.86 million as per the repayment schedule. The detail of bank guarantees are presented as follows:

<u>Guarantee period</u>		<u>Amount</u>
<u>From</u>	<u>To</u>	(Million Baht)
August 1, 2008	December 31, 2012	12
August 1, 2008	December 31, 2013	12
August 1, 2008	December 31, 2014	15
August 1, 2008	December 31, 2015	75
Total		114

26.3.2 In 2006, Asia Airport Hotel Co., Ltd., a subsidiary entered into a repayment agreement to settle the amount due from A.B.K. Enterprise Co., Ltd. This agreement provided the repayment schedule from A.B.K. Enterprise Co., Ltd. within 5 years from July 2006 to June 2011. The repayment of Baht 500,000 included principal (former accrued interest income) and interest income for the current period (at the rate of 8% per annum) will be made by quarterly basis on the 25th of the last month of each quarter. The remaining balance will be fully settled by A.B.K. Enterprise Co., Ltd. within June 2011.

Movements of the long-term loans - receivable and accrued interest income - related parties (before provision for doubtful debt), these accounts consisted of:

		(Unit : Thousand Baht)	
		Consolidated	Separate
		2011	2010
		2011	2010
Long-term loans and accrued interest income			
Long-term loans			
Subsidiary			
Zeer Property Plc.			
Balance brought forward	-	-	307,833
Increase during the period	-	-	-
Repayment during the period	-	-	(307,833)
Balance carried forward	-	-	-
Accrued interest income			
Subsidiary			
Zeer Property Plc.			
Balance brought forward	-	-	13,245
Increase during the period	-	-	3,914
Repayment during the period	-	-	(17,159)
Balance carried forward	-	-	-
Related company			
A.B.K. Enterprise Co., Ltd.			
Balance brought forward	422,340	433,840	433,840
Repayment during the period	(2,500)	(11,500)	(11,500)
Balance carried forward	419,840	422,340	422,340
Receivable			
Related company			
A.B.K. Enterprise Co., Ltd.			
Balance brought forward	22,420	22,625	-
Increase during the period	718	1,800	-
Repayment during the period	(23,138)	(2,005)	-
Balance carried forward	-	22,420	-

(Unit : Thousand Baht)					
	Consolidated		Separate		Policy to charge the Inter-company borrowing cost (%)
	2011	2010	2011	2010	2011 2010
26.4 Short-term loans and accrued interest					
expenses from related parties					
Subsidiaries					
Asia Pattaya Hotel Co., Ltd.					
- Loans	-	-	160,855	134,055	6.00 6.00
- Accrued interest expense	-	-	85,361	75,902	
Total	-	-	246,216	209,957	
Asia Airport Hotel Co., Ltd.					
- Loans	-	-	28,306	16,671	6.00 6.00
- Accrued interest expense	-	-	17,469	15,626	
Total	-	-	45,775	32,297	
Short-term loans and accrued interest expenses					
from related parties	-	-	291,991	242,254	

The Company has loans from 2 subsidiaries, Asia Pattaya Hotel Co., Ltd. and Asia Airport Hotel Co., Ltd., documented by promissory notes due at call and without collateral.

Movements of the short-term loans and accrued interest expense - related parties, these accounts consisted of:

		(Unit : Thousand Baht)			
		Consolidated		Separate	
		2011	2010	2011	2010
Short-term loans					
Subsisiaries					
Asia Pattaya Hotel Co., Ltd.					
Balance brought forward	-	-	134,055	104,255	
Increase during the period	-	-	34,700	32,307	
Repayment during the period	-	-	(7,900)	(2,507)	
Balance carried forward	-	-	160,855	134,055	
Asia Airport Hotel Co., Ltd.					
Balance brought forward	-	-	16,671	249,671	
Increase during the period	-	-	26,635	6,000	
Repayment during the period	-	-	(15,000)	(239,000)	
Balance carried forward	-	-	28,306	16,671	
Zeer Property Plc.					
Balance brought forward	-	-	-	-	
Increase during the period	-	-	-	1,852	
Repayment during the period	-	-	-	(1,852)	
Balance carried forward	-	-	-	-	

(Unit : Thousand Baht)				
	Consolidated		Separate	
	2011	2010	2011	2010
Accrued interest expenses				
Subsidiaries				
Asia Pattaya Hotel Co., Ltd.				
Balance brought forward	-	-	75,902	69,360
Increase during the period	-	-	9,459	6,542
Repayment during the period	-	-	-	-
Balance carried forward	-	-	85,361	75,902
Asia Airport Hotel Co., Ltd.				
Balance brought forward	-	-	15,626	10,894
Increase during the period	-	-	1,843	4,732
Repayment during the period	-	-	-	-
Balance carried forward	-	-	17,469	15,626
Asia Airport Hotel Co., Ltd.				
Balance brought forward	-	-	-	-
Increase during the period	-	-	-	16
Repayment during the period	-	-	-	(16)
Balance carried forward	-	-	-	-

(Unit : Thousand Baht)				
	Consolidated		Separate	
	2011	2010	2011	2010
26.5 Land rental recognised under financial lease agreement				
Don Mung Grand Plaza Co., Ltd.				
Liabilities under financial lease agreement	649,234	657,952	-	-
Deferred interest expenses - land rental	(370,123)	(378,841)	-	-
Total	279,111	279,111	-	-
26.6 Deferred interest expenses - land rental				
Don Mung Grand Plaza Co., Ltd.				
Total	17,251	10,205	-	-
	17,251	10,205	-	-

(Unit : Thousand Baht)

For the year ended December 31,

	Consolidated		Separate		Pricing Policy
	2011	2010	2011	2010	
Statements of comprehensive income					
Interest income					
Subsidiary					
Zeer Property Plc.	-	-	-	4,002	5.86% - 6.75% per annum
Related company					
A.B.K. Enterprise Co., Ltd.	718	1,800			8.00% per annum
Rental income					
Subsidiary					
Asia Pattaya Hotel Co., Ltd.	-	-	1,200	1,200	At agreement
Other income					
Subsidiaries					
Asia Airport Hotel Co., Ltd.	-	-	2,127	2,460	Cost plus margin
Asia Pattaya Hotel Co., Ltd.	-	-	304	277	Cost plus margin
Zeer Property Plc.	-	-	37	19	Cost plus margin
Gain from sale of assets					
Subsidiary					
Asia Airport Hotel Co., Ltd.	-	-	2,482	-	Cost plus margin
Cost of sales and services					
Subsidiary					
Asia Pattaya Hotel Co., Ltd.	-	-	1,745	-	Cost plus margin
Interest expenses					
Subsidiaries					
Asia Airport Hotel Co., Ltd.	-	-	1,843	4,732	6.00% per annum
Asia Pattaya Hotel Co., Ltd.	-	-	-	6,542	6.00% per annum
Zeer Property Plc.	-	-	-	16	6.00% per annum

27. Commitments and contingent liabilities

As at December 31, 2011 and 2010, the Company and subsidiaries had the contingent liabilities, as follows:

27.1 Letters of guarantee issued by banks are as follows:

27.1.1 The Company : in the amount of Baht 3.07 million.

27.1.2 Subsidiary – Asia Pattaya Hotel Co., Ltd. : in the amount of Baht 1.32 million.

27.1.3 Subsidiary – Zeer Property Plc. : in the amount of Baht 14.50 million and Baht 14.91 million, respectively.

27.1.4 Subsidiary – Asia Airport Hotel Co., Ltd. : in the amount of Baht 1.20 million and Baht 0.80 million, respectively.

27.2 The Company guaranteed liabilities of its two subsidiaries in the amount of Baht 620 million and Baht 400 million, respectively.

27.3 The subsidiary – Asia Pattaya Hotel Co., Ltd. guaranteed liabilities of the Company and two subsidiaries in the amount of Baht 2,115 million and Baht 1,755 million, respectively.

27.4 As at December 31, 2011 and 2010, the subsidiary – Asia Airport Hotel Co., Ltd. guaranteed liabilities of the Company and another subsidiary in the amount of Baht 1,645 million and Baht 1,605 million, respectively.

27.5 The subsidiary – Zeer Property Plc. had credit line to guarantee liabilities of other companies in the amount of Baht 112.38 million.

27.6 The subsidiary, Zeer Property Plc., was sued on a lease matter by a lessee for Baht 2.6 million. This case is under the consideration of the Supreme Court. The subsidiary has placed amount of Baht 1.7 million as guarantee as stated in note 12.

27.7 The subsidiary – Zeer Property Plc. was sued by two insurance companies on the matter of violation on sub insurance right for the total amount of Baht 0.60 million and Baht 0.69 million, respectively. Presently the cases are still pending in the Supreme Court and under examine witnesses.

27.8 The subsidiary - Zeer Property Plc. was sued by other person on the matter of damaged assets in amount of Baht 0.82 million. The case is under the Appeal Court's consideration. The subsidiary has placed amount of Baht 0.54 million as guarantee as stated in note 12.

27.9 As at December 31, 2010, the subsidiary – Zeer Property Plc. was sued by other person for breaching agreement as the guarantor of a company with compensation Baht 5 million. In 2011, the case was dismissed.

27.10 The subsidiary– Zeer Property Plc. has credit line of Baht 80 million from a financial institution which were not withdrawn yet. Such credit lines were guaranteed by land leasehold of a related company, partial land leasehold in Zeer Rungsit of the subsidiary, land with construction on Cha-am project, a related company and the director of the subsidiary.

27.11 As at December 31, 2011, the subsidiary – Asia Airport Hotel Co., Ltd. had commitment for the future payment of service fee amount of Baht 2.51 million.

28. Segmented information

Segmented information on operation of the Company and subsidiaries for the years ended December 31, 2011 and 2010 consisted of:

	(Unit : Thousand Baht)									
	Domestic						Abroad		Total	
	Room		Food and beverage		Rental and services		Rental and services			
	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
Income from hotel business	286,709	258,938	174,986	176,452	-	-	-	-	461,695	435,390
Cost of hotel business	(208,518)	(172,689)	(145,536)	(123,523)	-	-	-	-	(354,054)	(296,212)
Income from rental and service	-	-	-	-	429,035	493,722	12,303	-	441,338	493,722
Cost of rental and service	-	-	-	-	(207,285)	(203,783)	(2,979)	-	(210,264)	(203,783)
Amortized interest on land									-	-
rental under financial lease	-	-	-	-	(15,764)	(18,923)	-	-	(15,764)	(18,923)
Gross profit	78,191	86,249	29,450	52,929	205,986	271,016	9,324	-	322,951	410,194
Interest income									1,273	2,396
Others income									52,938	51,380
Gain on change of fair value in investment properties									34,708	209,451
Profit before expense									411,870	673,421
Selling expenses									(27,820)	(23,846)
Administrative expenses									(156,877)	(140,242)
Management benefit expenses									(17,274)	(15,884)
Directors' remuneration									(3,336)	(4,672)
Reversal provision for doubtful debt (Doubtful debt)									26,723	(1,884)
Financial cost									(121,483)	(95,674)
Profit before corporate income tax									111,803	391,219
Corporate income tax									(42,338)	(44,705)
Net profit									69,465	346,514
Attributable to										
Equity holders of the parent									57,505	324,501
Non - controlling interests									11,959	22,013
Net assets										
Investment properties									4,644,900	4,410,000
Property, plant and equipment - net									3,766,782	3,047,805
Other assets									264,647	320,614
Total assets									8,676,329	7,778,419

Segmented information on geographic of the Company and subsidiaries for the year ended December 31, 2011 and 2010 consisted of :

	(Unit :Thousand Baht)					
	Domestic		Overseas		Total	
	2011	2010	2011	2010	2011	2010
		(Restated)		(Restated)		(Restated)
Investment properties	4,413,000	4,410,000	231,900	-	4,644,900	4,410,000
Property, plant and equipment - net	3,766,782	3,047,805	-	-	3,766,782	3,047,805

29. Authorized share capital

At the ordinary shareholders' meeting No. 48 held on April 9, 2010 of the Company, the shareholders passed resolutions as follows:

- 29.1 Approved a subsidiary, Zeer Property Plc., to increase its share capital from Baht 100 million to Baht 225 million, divided into 2,250,000 common shares at Baht 100 each, totalling Baht 225 million. The subsidiary registered the increase of share capital with the Department of Business Development, the Ministry of Commerce on April 23, 2010 and the increased shares were offered to the existing shareholders with the Right Offering of 1.25 new share per 1 existing share. The Company already held the subsidiary's share at 93.50% so the Company is allocated for 1,168,896 new shares at Baht 100.00 each, totalling Baht 116,869,600.00. The Company also acquire the new shares waived by minor shareholders both related person and other person.
- 29.2 To comply with the plan of listing a subsidiary, Zeer Property Plc., to the Stock Exchange of Thailand, the Company approved the subsidiary to increase its share capital from Baht 225 million to Baht 300 million by reducing par value from Baht 100.00 each to Baht 1.00 each, divided into 300 million common, totalling Baht 300 million. The subsidiary registered the increase of share capital with the Department of Business Development, the Ministry of Commerce on April 28, 2010.
- 29.3 Approved a subsidiary, Zeer Property Plc., to change its status to be a public company and the subsidiary has registered as a juristic person under the law of public company on April 28, 2010, Registration No. 0107553000093.

30. Dividend expense

- 30.1 As the ordinary shareholders' meeting No. 49 held on April 11, 2011 of the Company, the shareholders passed a resolution to pay dividend for the 2010 operation (January 1, 2010 – December 31, 2010) at the rate Baht 0.50 per share, totaling Baht 16 million. The dividend was paid on May 11, 2011.
- 30.2 At the board of directors' meeting No. 3/2011 held on July 8, 2011 of the subsidiary, Zeer Property Plc., passed a resolution to pay interim dividend from net profit of the period January 2011 to March 2011 at the rate Baht 0.15 per share for 225 million shares, totaling Baht 33.75 million. The dividend was paid on July 27, 2011.
- 30.3 As the ordinary shareholders' meeting No. 1/2011 held on April 8, 2011 of the subsidiary, Zeer Property Plc., the shareholders passed a resolution to pay dividend for the 2010 operation (January 1, 2010 – December 31, 2010) at the rate Baht 0.30 per share for 225 million shares, totaling Baht 67.50 million. The subsidiary had paid interim dividend on November 19, 2010 at Baht 0.15 per share, totaling Baht 33.75 million and the remaining dividend at Baht 0.15 per share, totaling Baht 33.75 million was paid on April 22, 2011.
- 30.4 As the ordinary shareholders' meeting No. 48/2010 held on April 9, 2010 of the Company, the shareholders passed a resolution to pay dividend for the 2009 operation (January 1, 2009 – December 31, 2009) at the rate Baht 0.50 per share, totaling Baht 16 million. The dividend was paid on May 7, 2010.

31. Legal reserve

According to the Public Company Limited Act B.E. 2535, the Company has appropriated its reserve as a legal reserve not less than 5% of the annual net profit deducted by the total accumulated deficit brought forward (if any) until the reserve reaches an amount not less than 10% of the authorized share capital. The legal reserve is not available for dividends distribution.

32. Provident fund

On January 28, 2011, the Company and employees jointly registered the provident fund according to the Provident Fund Act B.E. 2530 and the Provident Fund Act (No. 2) B.E. 2542 and appointed an authorized manager to administer the fund. The fund is accumulated by the Company and employees and will be paid to the employees when they resign according to the fund's regulations.

For the year ended December 31, 2011, the Company paid to the provident fund in amount of Baht 3.56 million.

33. Other income

Other income of the Company and subsidiaries are as follows:

	(Unit : Thousand Baht)			
	For the year ended December 31,			
	Consolidated		Separate	
	2011	2010	2011	2010
Health club and car parking	7,323	8,457	2,468	1,792
Rental, service and electricity	28,974	26,348	25,706	23,291
Gain on exchange rate	1,166	1,246	775	719
Gain from sale of assets	7	1,001	2,515	677
Others	15,467	14,327	8,092	4,891
Total	52,937	51,379	39,556	31,370

34. Expenses analysis by nature of expenses

Significant expenses analysis by nature of expense as follows :

	(Unit : Thousand Baht)			
	For the year ended December 31,			
	Consolidated		Separate	
	2011	2010	2011	2010
Salaries, wages and other benefits for employee	265,417	235,845	131,412	110,851
Depreciation and amortization	93,676	71,154	49,411	34,165
Change in inventories	(7,364)	(1,845)	(768)	210
Electricity and water	144,922	169,112	26,854	26,624
Cost of foods and beverage	116,692	51,092	89,539	27,999

35. Directors' remuneration

Directors' remuneration represents the benefits paid to the Company's directors in accordance with Section 90 of the Public Limited Companies Act, excluding salaries and related benefits payable to executive directors.

36. Management benefit expenses

Management benefit expenses focuses expenses relating to salaries, remunerations and other benefits to the directors and management, in accordance with the definitions of the Office of the Securities and Exchange Commission. Management under definition includes a chief executive officer, the next four executive levels immediately below that chief executive officer and all persons in positions comparable to these fourth executive levels.

37. Capital management

The objective of financial management of the Company and its subsidiaries is to maintain the continuity of operation capability and capital structure to be properly appropriated.

38. Disclosure of financial instruments

In accordance with TAS 32 (Revised 2007) "Presentations and Disclosure of Financial Instruments" (Formerly TAS 48), the disclosures of the financial instruments are as follows:

38.1 Credit risk

Credit risk refers to the risk if the other parties fail to perform their obligations, resulting in a financial loss to the Company. However, there is no significant concentration of credit risk for the Company and its subsidiaries. If the other parties fail to perform their contracts, the Company provides a provision for doubtful accounts in the full amount.

In the case of financial assets, the carrying amount of the assets recorded in the statement of financial position, net of provision for doubtful accounts, represents the Company's maximum exposure to credit risk.

38.2 Interest rate risk

Interest rate risk in the balance sheet arises from the potential change in interest rates that have an adverse effect on the earnings of the Company in the current reporting period and in future years, and the Company and its subsidiaries have a risk on the change of interest rates because of their huge liabilities.

38.3 Fair value of financial instruments

The following methods and assumptions were used by the Company in estimating the fair value of the financial instrument.

Cash on hand and at banks, accounts receivable and loans to related parties, the carrying values approximate their fair values.

Bank overdrafts and loans from financial institutions which have interest bearing at the market rate, have the carrying value close to their fair value approximately.

39. Reclassification

Some transactions in the statement of financial position as at December 31, 2010 which were included in the 2011 financial statements, presented for comparative purpose, were reclassified in conformity with the presentation of the 2011 financial statements. This transaction is in accordance with the changes in the accounting policy as a result of the adoption of the new and revised TFRS and in accordance to the presentation of the notification of the Department of Business Development, regarding the condensed form which should be included in the financial statement B.E. 2554. The details of reclassification are as follows:

(Unit : Thousand Baht)

	Consolidated		
	Before reclassify	Increase (Decrease)	After reclassify
Statement of financial position			
Trade account and other receivable	-	62,754	62,754
Trade account and notes receivable - net	60,284	(60,284)	-
Other current assets	8,954	(2,470)	6,484
Other payable	-	43,990	43,990
Other current liabilities	58,729	(43,990)	14,739

(Unit : Thousand Baht)

	Separate		
	Before reclassify	Increase (Decrease)	After reclassify
Statement of financial position			
Trade account and other receivable	-	12,884	12,884
Trade account and notes receivable - net	12,129	(12,129)	-
Other current assets	1,965	(755)	1,210
Other payable	-	8,786	8,786
Other current liabilities	13,616	(8,786)	4,830

40. Subsequent event

At the board of directors' meeting No. 1/2012 held on January 11, 2012 of the subsidiary, Zeer Property Plc., passed a resolution to pay interim dividend from net profit of the period April to June 2011 at the rate Baht 0.15 per share for 225 million shares, totaling Baht 33.75 million. The dividend was paid on January 30, 2012.

41. Effect from flood

From the severe flooding in Thailand in 2011, a subsidiary – Zeer Property Plc. was located at the flooding area and was effected by the flood. Therefore, the subsidiary had to temporary close Zeer Rungsit Complex and opened its operation in December 2011. The subsidiary's assets were damaged and write it off from accounts, resulting loss in amount of Baht 4.21 million. However, the subsidiary has insurance covering physical loss or damage on assets arising from flooding. At present, it is in the process of evaluation the claim compensation.

42. Approval of financial statements

These financial statements were approved by the Company's Board of Directors on February 27, 2012.

BOARD OF DIRECTOR



นายก้าพล เตชะหรวจิตร
MR. KUMPOL TECHARUVICHIT
ประธานกรรมการและกรรมการผู้อำนวยการ
CHAIRMAN OF THE BOARD



นายอมร เตชะหรวจิตร
MR. AMORN TECHARUVICHIT
รองประธานกรรมการ
VICE CHAIRMAN



นายสุรพล เตชะหรวจิตร
MR. SURAPOL TECHARUVICHIT
กรรมการ
DIRECTOR



นายสุรพงษ์ เตชะหรวจิตร
MR. SURAPONG TECHARUVICHIT
กรรมการ
DIRECTOR



นางสุวิมล เตชะหรวจิตร
MRS. SUVIMOL TECHARUVICHIT
กรรมการ
DIRECTOR



นายปิยะวุฒ เสนาภูพิทักษ์
MR. PIYAWUDH SENAPOOPITAKSA
กรรมการ (กรรมการอิสระ)
DIRECTOR (INDEPENDENT DIRECTOR)



นายสมบัติ ผู้พัฒนาหิรัญกุล
MR. SOMBUT PUPIPATHIRUNKUL
กรรมการ (กรรมการอิสระ)
DIRECTOR (INDEPENDENT DIRECTOR)



นางพรพรรณ ตันอริยกุล
MRS. PORNPUN TANARIYAKUL
กรรมการ
DIRECTOR



นายสุวัฒน์ ดุสิตโรจนวงศ์
MR. SUWAT DUSITROJANA WONGSE
กรรมการ (กรรมการอิสระ)
DIRECTOR (INDEPENDENT DIRECTOR)



นางโชติมา พัวศิริ
MRS. CHOTIMA PUASIRI
กรรมการ (กรรมการอิสระ)
DIRECTOR (INDEPENDENT DIRECTOR)

Details of Directors as of February 29, 2012
Attachment 1

Name	Educational Background	No. of Shares Held	Family Relationship	Experience for the past 5 years		Type of Business
1. Mr. Kumpol Techaruvichit Chairman of the Board and Executive Committee Managing Director 80 years	Distinative Honorary Degree Western Pacific University Hawaii , USA Certificate of Attendance DAP # 7/2004 from IOD.	561,996 (1.76%)	Husband of Mrs.Suvimol, Elder Brother of Mr. Amorn, Father of Mr. Surapol, Surapong and Mrs.Pornpun	1993 - Present 1992 - Present 1991 - Present 2008 - Present 1990 - 2008 1989 - Present 1988 - Present 1988 - Present 1976 - Present 1972 - Present 1966 - Present	Director, N.S.B. Co., Ltd. Chairman of the Board and M.D., Asia Airport Hotel Co.,Ltd. Chairman of the Board, Nam Seng Insurance Public Co., Ltd. Director, Zeer Property Public Co.,Ltd. Chairman of the Board, Zeer Property Co.,Ltd. Chairman of the Board, Pamato Co., Ltd. Chairman of the Board and M.D., Pattaya Hotel Trading Co.,Ltd. Chairman of the Board and M.D., A.B.K. Enterprise Co.,Ltd. Chairman of the Board, N.S.Alliance Co., Ltd. Chairman of the Board and M.D., Asia Pattaya Hotel Co.,Ltd. Chairman of the Board and Executive Committee and M.D., Asia Hotel Public Company Limited	Real Estate Hotel & Rest. Insurance Area Subcontract Area Subcontract Exporter Investment Holding Company Holding Company Hotel & Rest. Hotel & Rest.
2. Mr. Amorn Techaruvichit Vice Chairman, Deputy Managing Director Executive Director 65 years	MBA. WORDBARY COLLEGE, L.A. USA. Certificate of Attendance DAP # 7/2004 from IOD.	70,000 (0.22%)	Younger Brother of Mr. Kumpol,	1992 - Present 1990 - May 2011 1988 - Present 1981 - Present 1969 - Present	Deputy Managing Director, Asia Airport Hotel Co.,Ltd. Deputy Chairman of the Board, Director,Zeer Property Co.,Ltd. Director, A.B.K. Enterprise Co.,Ltd. Deputy Managing Director and Executive Director, Asia Hotel Public Company Limited Deputy Managing Director, Asia Pattaya Hotel Co.,Ltd.	Hotel & Rest. Area Subcontract Holding Hotel & Rest. Hotel & Rest.
3. Mr.Surapong Techaruvichit Assistant Managing Director Executive Director 53 years	Bachelor Degree in Economics Chulalongkorn University MBA NIDA, Bangkok Certificate of Attendance DAP # 7/2004 from IOD.	226,666 (0.71%)	Son of Mr.Kumpol and Mrs. Suvimol	1992- Present 1990- Present 1989- Present 1988- Present 1984- Present 1983- Present	Assistant Managing Director, Asia Airport Hotel Co.,Ltd. Director, Zeer Property Public Co.,Ltd. Director, Pamato Co.,Ltd. Director, A.B.K. Enterprise Co.,Ltd. Assistant Managing Director and Executive Director, Asia Hotel Public Company Limited Assistant Managing Director, Asia Pattaya Hotel Co.,Ltd.	Hotel & Rest. Area Subcontract Factory-Exporter Holding Hotel & Rest. Hotel & Rest.
4. Mrs.Pornpun Tanariyakul Assistant Managing Director Executive Director 52 years	Bachelor Degree in Accounting and MBA Chulalongkorn University Certificate of Attendance DAP # 6/2003 from IOD.	3,572,775 (11.16%)	Dauther of Mr.Kumpol & Mrs. Suvimol	2003 - Present 2000 - Present 1992 - Present 1988 - Present	Managing Director, Pamato Co., Ltd. Assistant Managing Director, ASIA Hotel Public Company Limited Assistant Managing Director, Asia Airport Hotel Co., Ltd. Assistant Managing Director, Asia Pattaya Hotel Co., Ltd.	Factory, Exporter Hotel & Rest. Hotel & Rest. Hotel & Rest.

Details of Directors as of February 29, 2012 (continued)
Attachment 1

Name	Educational Background	No. of Shares Held	Family Relationship	Experience for the past 5 years		Type of Business
5. Mr.Surapol Techaruvichit Director 55 years	Bachelor Degree in Economics Chulalongkorn University MBA San Francisco University L.A. USA. Certificate of Attendance DAP # 6/2003 from IOD.	292,633 (0.91%)	Son of Mr.Kumpol and Mrs. Suvimol Elder Brother of Mr. Surapong, Mrs.Pornpun and Mrs. Oyetip	Nov.2008- Present 1992 -Oct.2008 1990 - Present 1989 - Present 1988 - Present Nov.2008- Present 1985 - Oct.2008 Nov.2008- Present 1983 - Oct.2008	Director, Asia Airport Hotel Co.,Ltd. Assistant Managing Director, Asia Airport Hotel Co.,Ltd. Managing Director, Zeer Property Public Co.,Ltd. Director, Pamatoy Co.,Ltd. Director, A.B.K. Enterprise Co.,Ltd. Director, Asia Pattaya Hotel Co.,Ltd. Exe. Director,Assistant Managing Director, Asia Pattaya HotelCo.,Ltd. Director, Asia Hotel Public Company Limited Exe. Director,Assistant Managing Director, Asia Hotel Public Company Limited	Hotel & Rest. Hotel & Rest. Area Subcontract Factory-Exporter Holding Company Hotel & Rest. Hotel & Rest. Hotel & Rest. Hotel & Rest.
6. Mrs.Suvimol Techaruvichit Director 79 years	Certificate in Commerce and Accountancy Certificate of Attendance DAP # 7/2004 from IOD.	561,996 (1.76%)	Wife of Mr. Kumpol Mother of Mr.Surapol, Mr. Surapong, Mrs.Pornpun and Mrs. Oyetip	1992- Present 1990 Sep 2008 1989 - Present 1988 - Present 1972 - Present 1966 - Present	Director, Asia Airport Hotel Co.,Ltd. Director, Zeer Property Public Co.,Ltd. Director, Pamatoy Co.,Ltd. Director, A.B.K. Enterprise Co.,Ltd. Director, Asia Pattaya Hotel Co.,Ltd. Director, Asia Hotel Public Company Limited	Hotel & Rest. Area Subcontract Factory- Exporter Holding Company Hotel & Rest. Hotel & Rest.
7. Mr.Piyawudh Senapoopitaksa Director (Independent Director) Audit Committee Member Nomination and Remuneration Committee Member 83 years	Certificate of Life Insurance Certificate of Attendance DAP # 6/2003 , FSD # 4/2009 from IOD.	26,666 (0.08%)	-none-	Jan 2010 - Present May 1999- Present 1992 - Present 1988 - Present 1972 - Present 1968 - Present	Nomination and Remuneration Committee Member, ASIA Audit Committee Member, Asia Hotel Public Company Limited. Director, Asia Airport Hotel Co.,Ltd. Director, A.B.K. Enterprise Co.,Ltd Director, Asia Pattaya Hotel Co.,Ltd. Director, Asia Hotel Public Company Limited .	Hotel & Rest. Hotel & Rest. Hotel & Rest. Holding Company Hotel & Rest. Hotel & Rest.
8. Mr.Sombut Pupipathirunkul Director (Independent Director) Audit Committee Member Nomination and Remuneration Committee Chairman 73 years	Bachelor Degree in Economics Thammasart University Certificate of Attendance DAP # 6/2003 , FSD # 4/2009 from IOD.	49,799 (0.16%)	-none-	Jan 2010 - Present May 1999- Present 1996 - Present 1992 - Present 1989 - Present	Nomination and Remuneration Committee Chairman, ASIA Audit Committee Member, Asia Hotel Public Company Limited. Director, A.B.K. Enterprise Co.,Ltd. Director, Asia Airport Hotel Co.,Ltd. Director, Asia Hotel Public Company Limited .	Hotel & Rest. Hotel & Rest. Holding Company Hotel & Rest. Hotel & Rest.

Details of Directors as of February 29, 2012 (continued)
Attachment 1

Name	Educational Background	No. of Shares Held	Family Relationships	Experience for the past 5 years	Type of Business
9. Mr.Suwat Dusitrojjanawongse Director (Independent Director) Audit Committee Member Nomination and Remuneration Committee Member 66 years	Bachelor Degree in Economics Kinki University, Japan Certificate of Attendance DAP # 7/2004 , FSD # 4/2009 from IOD.	85,000 (0.27%)	-none-	Jan 2010 - Present Nomination and Remuneration Committee Member, ASIA Feb 2009 - Present Director, A.B.K. Enterprise Co.,Ltd. May 2008 - Present Audit Committee Chairman, Asia Hotel Public Company Limited. 1992 - Present Director, Asia Airport Hotel Co.,Ltd. 1989 - Present Director, Asia Hotel Public Company Limited . 1983 - Present Managing Director, Thepdusit Co., Ltd.	Hotel & Rest. Hotel & Rest. Hotel & Rest. Hotel & Rest. Hotel & Rest. Construction
10. Mrs. Chotima Puasiri Independent Director 33 years	Master of Commerce, Marketing UNSW, Sydney, Australia & Master of Art, Management Phd. Business Administration Ramkhamhaeng University Nottingham University, UK. Certificate of Attendance DAP DAP # 78/2009 from IOD.	16,666 (0.05%)	-none-	May. 2011 - Present Independent Director, Asia Hotel Public Company Limited. Aug. 2008 - Present Director, Asia Hotel Public Company Limited. May 2009 - Present Director, Nam Seng Insurance Public Company Limited. 2009 - Present Director, N.S.B. Co., Ltd. 2008 - Present Manager, Office Admin Dep.Nam Seng Insurance Public Company Limited. 2005 - 2008 Assistant Manager NON-MOTOR Insurance Department Nam Seng Insurance Public Company Limited.	Hotel & Rest. Hotel & Rest. Insurance Real Estate Insurance Insurance

Management Team as at February 29, 2012.

Attachment 1

Name	Educational Background	No. of Share Held	Family Relationships	Experience for the past 5 years	Type of Business
1. Mr. Kumpol Techaruvichit Chairman of the Board and Executive Committee Managing Director 80 years	Distinative Honorary Degree Western Pacific University Hawaii , USA Certificate of Attendance DAP # 7/2004 from IOD.	561,996 (1.76%)	Husband of Mrs.Suvimol, Elder Brother of Mr. Amorn, Father of Mr. Surapol, Surapong and Mrs.Pornpun	1993 - Present Director, N.S.B. Co., Ltd. 1992 - Present Chairman of the Board and M.D., Asia Airport Hotel Co.,Ltd. 1991 - Present Chairman of the Board, Nam Seng Insurance Public Co., Ltd. 2008 - Present Director, Zeer Property Public Co.,Ltd. 1990 - 2008 Chairman of the Board, Zeer Property Co.,Ltd. 1989 - Present Chairman of the Board, Pamatoy Co., Ltd. 1988 - Present Chairman of the Board and M.D., Pattaya Hotel Trading Co.,Ltd. 1988 - Present Chairman of the Board and M.D., A.B.K. Enterprise Co.,Ltd. 1976 - Present Chairman of the Board, N.S.Alliance Co., Ltd. 1972 - Present Chairman of the Board and M.D., Asia Pattaya Hotel Co.,Ltd. 1966 - Present Chairman of the Board and Executive Committee and M.D., Asia Hotel Public Company Limited	Real Estate Hotel & Rest. Insurance Area Subcontract Area Subcontract Exporter Investment Holding Company Holding Company Hotel & Rest. Hotel & Rest.
2. Mr. Amorn Techaruvichit Deputy Managing Director Executive Director 65 years	MBA. WORDBARY COLLEGE, L.A. USA. Certificate of Attendance DAP # 7/2004 from IOD.	70,000 (0.22%)	Younger Brother of Mr. Kumpol,	1992 - Present Deputy Managing Director, Asia Airport Hotel Co.,Ltd. 1990 - May 2011 Deputy Chairman of the Board, Director,Zeer Property Co.,Ltd. 1988 - Present Director, A.B.K. Enterprise Co.,Ltd. 1981 - Present Deputy Managing Director and Executive Director, Asia Hotel Public Company Limited 1969 - Present Deputy Managing Director, Asia Pattaya Hotel Co.,Ltd.	Hotel & Rest. Area Subcontract Holding Hotel & Rest. Hotel & Rest.
3. Mr.Surapong Techaruvichit Assistant Managing Director Executive Director 53 years	Bachelor Degree in Economics Chulalongkorn University MBA NIDA, Bangkok Certificate of Attendance DAP # 7/2004 from IOD.	226,666 (0.71%)	Son of Mr.Kumpol and Mrs. Suvimol	1992- Present Assistant Managing Director, Asia Airport Hotel Co.,Ltd. 1990- Present Director, Zeer Property Public Co.,Ltd. 1989- Present Director, Pamatoy Co.,Ltd. 1988- Present Director, A.B.K. Enterprise Co.,Ltd. 1984- Present Assistant Managing Director and Executive Director, Asia Hotel Public Company Limited 1983- Present Assistant Managing Director, Asia Pattaya Hotel Co.,Ltd.	Hotel & Rest. Area Subcontract Factory-Exporter Holding Hotel & Rest. Hotel & Rest.
4. Mrs.Pornpun Tanariyakul Assistant Managing Director Executive Director 52 years	Bachelor Degree in Accounting and MBA Chulalongkorn University Certificate of Attendance DAP # 6/2003 from IOD.	3,572,775 (11.16%)	Dauther of Mr.Kumpol & Mrs. Suvimol	2003 - Present Managing Director, Pamatoy Co., Ltd. 2000 - Present Assistant Managing Director, ASIA Hotel Public Company Limited 1992 - Present Assistant Managing Director, Asia Airport Hotel Co., Ltd. 1988 - Present Assistant Managing Director, Asia Pattaya Hotel Co., Ltd.	Factory, Exporter Hotel & Rest. Hotel & Rest. Hotel & Rest.

Management Team as at February 29, 2012.(continued)

Attachment 1

Name	Educational Background	No. of Share Held	Family Relationships	Experience for the past 5 years	Type of Business
5. Mrs. Oyetip Hayrabut Asst. to Managing Director 49 years	Bachelor Degree in Accounting Chulalongkorn University, MBA, Sul ross States University, U.S.A.	204,066 (0.64%)	Dauther of Mr.Kumpol & Mrs. Suvimol Younger Sister of Mr.Surapol, Mr.Surapong and Mrs.Pornpun	Feb. 2009 - Dec. 2011 Acting General Manager, Asia Hotel Plc Co., Ltd. June 2004 - Present Asst. to Managing Director , Asia Hotel Plc Co.,Ltd. 1989 - Present Director , Pamatoy Co., Ltd.	Hotel & Rest. Hotel & Rest. Factory - Exporter
6. Mr.Kriengsak Jumaree HOTEL MANAGER 48 years	Bacheelor of Political Science Ramkhamhaeng University	-	-none-	Dce 2011-Present Hotel Manager, Asia Hotel Public Company Limited Aug 2011 - Oct. 2011 General Manager, KOSA Hotel, Khon Kaen Oct. 2010- July 2011 General Manager,V-ONE Hotel, Nakornchasi Oct. 2007- Sep 2010 General Manager,MANHATTAN Hotel,Pathumthani Apr. 2006 - Sep 2007 Front Office Manager, Asia Hotel Public Company Limited	Hotel & Rest. Hotel & Rest. Hotel & Rest. Hotel & Rest. Hotel & Rest.
7. Mr.Somkak Teerawitpreecha Director of Sales 58 years	Bachelor Degree in Marketing	-	-none-	2002 - Present Director of Sales , Asia Hotel Plc. Co., Ltd.	Hotel & Rest.
8. Miss Somsri Tangtatpongsathorn Financial & Accounting Manager 43 years	Bachelor Degree in Accounting, Bangkok University	-	-none-	Jul 2005 - Present Financial & Accounting Manager, Asia Hotel Public Co., Ltd. Feb2005 - Jul2005 Acting Financial & Accounting Manager, Asia Hotel Public Co., Ltd.	Hotel & Rest. Hotel & Rest.
9. Mrs.Siriwan Boonchim Executive Housekeeper 62 years	High school Somboonwittaya School	8,333 (0.03%)	-none-	1987 - Present Executive Housekeeper , Asia Hotel Public Co., Ltd.	Hotel & Rest.
10. Mr. Athiwat Opaswatkul Front office Manager 44 years	High school Bangbuathong School , Nonthaburi	-	-none-	Nov 2011 - Present Front office Manager , Asia Hotel Public Co., Ltd. Aug 2010 -Nov 2011 Asst. Front office Manager,Asia Hotel Public Co., Ltd. Jul 2008 - Jul 2010 Duty Manager, Asia Hotel Public Co., Ltd. 2001 - 2007 Bartender, Princess Cruise Line	Hotel & Rest. Hotel & Rest. Hotel & Rest. Restaurant

Management Team as at February 29, 2012.(continued)

Attachment 1

Name	Educational Background	No. of Share Held	Family Relationships	Experience for the past 5 years		Type of Business
11. Mr. Chertpong Jantawong Personnel Manager 54 years	Bachelor Degree : Faculty of Political Science (Political) Ramkhamhaeng University	-	-none-	2008 - Present 2003 - 2008	Personnel Manager, Asia Hotel Public Company Limited Human Resource Department Manager PMK	Hotel & Rest. Process - glass
12. Miss Natcha Techaruvichit Public Relation Manager 31 years	Bachelor Degree : International Business Mgt. Mahidol University Master Degree in Marketing (MIM) Thammasart University	-	Daughter of Mr.Amorn Niece of Mr.Kumpol	Aug 2004 - Present	Public Relation Manager, Asia Hotel Plc.Co. Ltd.	Hotel & Rest.
13. Mr. Vaiyavuth Samakkarn Chief Security 54 years	Higher Education Bansomdejchaopraya Teacher Colledge	-	-none-	2009 - Present 2004 - 2009	Chief Security , Asia Hotel Public Co., Ltd. Asst. Chief Security, Asia Hotel Public Co., Ltd.	Hotel & Rest. Hotel & Rest.
14. Mr. Chairat Thamvichit Chief Engineer 66 years	Patumwan Institute of Technology	-	-none-	1987 - Present	Chief Engineer , Asia Hotel Public Co., Ltd.	Hotel & Rest.

Details of Directors and Management

Name of Directors	Company Name	ASIA	Subsidiaries		
			AP	AA	ZP
1. Mr. Kumpol	Techaruvichit	/, X, //	/, X, //	/, X, //	/
2. Mr. Amorn	Techaruvichit	/, //	/, //	/, //	
3. Mr. Surapol	Techaruvichit	/	/	/	/, //
4. Mr. Surapong	Techaruvichit	/, //	/, //	/, //	/
5. Mrs. Suvimol	Techaruvichit	/	/	/	
6. Mr. Piyawudh	Senapoopitaksa	/	/	/	
7. Mr. Sombut	Pupipathirunkul	/		/	
8. Mr. Suwat	Dusitrojanawongse	/		/	
9. Mrs. Pornpun	Tanariyakul	/, //	/, //	/, //	
10. Mrs. Chotima	Puasiri	/			
11. Pol.Maj.Gen Supchan	Manutham				X
12. AM Choomsak	Skulratana				/
13. Lt.Gen. Naowarat	Thongkumwong				/
14. Mr. Anant	Gatepithaya				/
15. Mr. Tosapol	Vachiradaecha				/
16. Mr.Somboon	Fusriboon				/
17. Mr.Chanin	Pupipathirunkul				/
18. Mr.Surapak	Senapoopitak				/
19. Mr.Sorathat	Dusitrojanawongse				/
20. Mrs. Oyetip	Hayrabut	///			
21. Mr. Kriengsak	Jumaree	///			
22. Mr. Somsak	Teerawitpreecha	///			
23. Miss Somsri	Tangtatpongsathorn	///			
24. Mrs.Siriwan	Boonchim	///			
25. Mr.Athiwat	Opaswatkul	///			
26. Mr.Chertpong	Jantawong	///			
27. Miss Natcha	Techaruvichit	///			
28. Mr.Vaiyamuth	Samakkarn	///			
29. Mr.Chairat	Thamvichit	///			

Remarks: X = Chairman, / = Director, // = Executive Director, /// = Management Officer

Attachment 1

Part 2

Stock Holding & Remuneration Report of Board of Directors of Asia Hotel Public Company Limited

Name of Directors		Remuneration (Baht) ASIA & subsidiary	Major Change In Common Share During The Year	Common Share 31/12/2011 31/12/2010	
1. Mr. Kumpol	Techaruvichit	430,700	16,100	380,933	367,600
2. Mr. Amorn	Techaruvichit	323,750	(19100)	80,900	100,000
3. Mr. Surapol	Techaruvichit	234,200	- none -	185,300	185,300
4. Mr. Surapong	Techaruvichit	260,700	- none -	226,666	226,666
5. Mrs. Suvimol	Techaruvichit	170,000	2,000	181,063	179,063
6. Major General Serm	Ruhsakul *	217,500	- none -	31,333	31,333
7. Mr. Piyawudh	Senapoopitaksa	207,500	- none -	26,666	26,666
8. Mr. Sombut	Pupipathirunkul	199,250	2,500	49,799	47,299
9. Mr. Suwat	Dusitrojanawongse	195,500	- none -	85,000	85,000
10. Mrs. Pornpun	Tanariyakul	195,500	- none -	3,472,375	3,472,375
11. Mrs. Chotima	Puasiri	132,000	6,666	16,666	10,000

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Remark * Major General Serm Ruhsakul has resigned from director since May 2011 onwards