

**REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

**TO THE SHAREHOLDERS AND BOARD OF DIRECTORS**  
**ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED**

1) We have audited the consolidated statements of financial position of Rojana Industrial Park Public Company Limited and its subsidiaries and the separated statements of financial position of Rojana Industrial Park Public Company Limited as at December 31, 2011, the related consolidated and the separated statements of income and comprehensive income, the statements of changes in equity and the statements of cash flows for the year then ended. These financial statements are the responsibility of the Company's management as to their correctness and completeness of the presentation. Our responsibility is to express an opinion on these financial statements based on our audits. We did not audit the financial statements of RPD Property Development Company Limited, KPD Property Development Company Limited and Rojana Interiors Company Limited, oversea subsidiaries company, which is included the consolidated financial statements for the year ended December 31, 2011. The financial statements of these subsidiaries showed total assets 19.93 percent of total assets as at December 31, 2011, total revenues showed 15.87 percent of total revenue for the year then ended. The financial statements of RPD Property Development Company Limited, KPD Property Development Company Limited and Rojana Interiors Company Limited were audited by other auditor of the subsidiaries and we received audit report of other auditor, our opinion about the amount of transaction of subsidiaries company which has included in the consolidated financial statements are follow the report of other auditor. The consolidated and separated financial statements for the year ended December 31, 2010, were audited by another auditor in the same firm as myself whose report dated February 23, 2011, expressed an unqualified opinion.

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

3) From our audit and report of another auditors, in our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Rojana Industrial Park Public Company Limited and its subsidiaries and of Rojana Industrial Park Public Company Limited as at December 31, 2011, the results of its operations and cash flows for the year then ended in conformity with generally accepted accounting principles.

4) Without qualifying our opinion as discussed in Notes 2.1 and 3 to the financial statements, during the year ended December 31, 2011, the Company adopted the new and revised Thai Financial Reporting Standards issued by the Notification of Federation of Accounting Professions, which are effective for the financial statements for the accounting periods beginning on or after January 1, 2011 onwards. In preparation and presentation of these financial statements. The financial statements for the year ended December 31, 2010, presented herein for comparison, are presented in the new format and changing account policy by retroactive adjusted to conform to the presentation of the financial statements for the year ended December 31, 2011.

5) As discussed in Notes 29 to the financial statements, in October 2011, there is serious flooding in Thailand. The water has flooded Rojana Industrial Park at Ayutthaya provincial, where located certain parts of the Company and two subsidiaries. The assets of the Company and subsidiaries have been damaged and business is interrupted. The management has estimated damaged and record in loss from flood.

6) As discussed in notes 20 and 41 to the financial statements, the Company adjusted the consolidated financial statements for the year ended December 31, 2011, which financial statements were authorized to issue on February 29, 2012. We have audited the financial statements about recording loss on impairment of investments and doubtful debt of loans to a subsidiary in the consolidated statement of income and other liabilities in the consolidated statements of financial position. The Company has revise the consolidated financial statements for the year ended December 31, 2011, and we have audited the adjustment entry in the adjusted consolidated financial statement prepared as appropriate.

**Mr. Somsit Techamontrikul**

Certified Public Accountant No. 430

United Auditing Limited

Bangkok.

February 29, 2012.

(Except notes 20 and 41 to the financial statement dated November 14, 2012)

FINANCIAL STATEMENTS AND REPORT OF THE INDEPENDENT

CERTIFIED PUBLIC ACCOUNTANTS

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

(REVISED VERSION)

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2011 AND 2010

				('Baht)	
		CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
		2011	2010	2011	2010
ASSETS		"Adjustment"		"Adjustment"	
Current assets	Note				
Cash and cash equivalents	7	272,005,622	253,040,495	33,365,254	168,071,804
Temporary investment used as collateral	8	1,446,492,085	273,136,248	-	-
Accounts and notes receivable	9	175,773,692	650,307,836	59,149,887	56,841,652
Accrued income from insurance companies	29.1	100,680,895	-	55,192,325	-
Short-term loan to related party - net	35.3	40,000,000	-	1,893,764,000	1,683,624,000
Property development cost	10	5,717,386,143	5,789,680,089	2,274,542,490	1,882,964,604
Inventories	11	171,028,567	136,607,931	-	-
Spare part - net	12	137,392,768	170,794,934	-	-
Advances to purchase land and building		848,876,226	839,330,491	458,365,650	74,516,495
Other current assets		562,601,920	288,053,413	47,565,196	42,637,749
<b>Total current assets</b>		<b>9,472,237,918</b>	<b>8,400,951,437</b>	<b>4,821,944,802</b>	<b>3,908,656,304</b>
<b>Non-current assets</b>					
Cash at banks used as collateral		6,547,417	9,097,859	100,990	2,620,000
Investments in associated company	35.1	1,902,897,284	1,796,436,908	1,329,610,463	1,139,369,447
Investments in subsidiaries company - net	35.2	-	-	2,678,161,695	2,825,712,995
Investment property	13	2,279,855,457	2,478,476,389	1,137,698,289	1,498,638,527
Property, plant and equipment - net	14	12,089,048,580	10,257,287,699	726,015,066	710,686,974
Intangible asset - net	15	152,204,724	166,268,031	-	-
Other non-current assets		48,891,346	73,281,720	43,089,538	68,360,654
<b>Total non-current assets</b>		<b>16,479,444,808</b>	<b>14,780,848,606</b>	<b>5,914,676,041</b>	<b>6,245,388,597</b>
<b>Total assets</b>		<b>25,951,682,726</b>	<b>23,181,800,043</b>	<b>10,736,620,843</b>	<b>10,154,044,901</b>

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

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (Continued)

AS AT DECEMBER 31, 2011 AND 2010

				('Baht)	
		CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
		2011	2010	2011	2010
LIABILITIES AND EQUITY		"Adjustment"		"Adjustment"	
Current liabilities	Note				
Overdrafts and short-term loans from financial institute	16	2,426,423,280	3,090,996,298	2,365,000,000	2,870,000,000
Accounts payable	17	614,080,262	377,792,816	45,497,645	61,092,939
Payable - related company		162,638,527	100,913,087	30,795	3,357,553
Assets payable		356,947,332	56,993,742	-	-
Short-term loan from other person and company	18	578,269,548	-	-	-
Hire-purchase payable due within 1 year		87,678	116,904	-	-
Long-term loans due within 1 year	21	1,086,392,449	1,145,744,355	232,160,449	529,347,555
Retention payable		149,359,829	47,475,684	133,026	356,658
Accrued expenses		135,127,460	200,195,779	95,845,320	37,136,601
Unearned income		1,464,342,126	1,524,038,949	1,488,787,800	706,845,520
Advance received from customers	19	2,701,346,158	1,873,681,567	4,037,000	6,920,600
Advance received from insurance companies	29.2	1,030,120,270	-	-	-
Provisions liabilities on sale of investments in subsidiaries	20	269,004,686	-	-	-
Other current liabilities	40.1	144,369,093	107,687,536	59,018,028	7,258,773
<b>Total current liabilities</b>		<b>11,118,508,698</b>	<b>8,525,636,717</b>	<b>4,290,510,063</b>	<b>4,222,316,199</b>
<b>Non - current liabilities</b>					
Hire-purchase payable		-	87,678	-	-
Payable - related company		29,985,650	112,444,993	-	-
Long-term loans	21	7,441,304,619	7,158,812,819	2,116,727,630	2,216,727,630
Debentures	22	712,000,000	-	712,000,000	-
Other liabilities - deposit received		31,531,401	29,729,023	35,770,001	34,237,623
Post-employment benefits obligation	23	20,800,411	-	8,093,179	-
<b>Total non - current liabilities</b>		<b>8,235,622,081</b>	<b>7,301,074,513</b>	<b>2,872,590,810</b>	<b>2,250,965,253</b>
<b>Total liabilities</b>		<b>19,354,130,779</b>	<b>15,826,711,230</b>	<b>7,163,100,873</b>	<b>6,473,281,452</b>

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

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (Continued)

AS AT DECEMBER 31, 2011 AND 2010

				('Baht)	
		CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
		2011	2010	2011	2010
LIABILITIES AND EQUITY (Continued)		"Adjustment"		"Adjustment"	
Equity	Note				
<b>Share capital</b>	24				
Authorized share capital					
1,594,956,678 ordinary shares of Baht 1.00 each		1,594,956,678		1,594,956,678	
1,196,217,508 ordinary shares of Baht 1.00 each			1,196,217,508		1,196,217,508
Issued and paid-up share capital					
1,159,827,701 ordinary shares of Baht 1.00 each		1,159,827,701		1,159,827,701	
968,738,574 ordinary shares of Baht 1.00 each			968,738,574		968,738,574
Premium on share capital	24.1	1,991,655,263	1,418,865,940	1,991,655,263	1,418,865,940
Retained earning					
Appropriated					
Legal reserves	26	119,621,751	119,621,751	119,621,751	119,621,751
Unappropriated		1,272,134,146	2,526,269,947	302,415,255	1,173,537,184
Other components of equity		13,535,239	(28,188,433)	-	-
Total parent company		4,556,774,100	5,005,307,779	3,573,519,970	3,680,763,449
Non-controlling interests		2,040,777,847	2,349,781,034	-	-
<b>Total equity</b>		6,597,551,947	7,355,088,813	3,573,519,970	3,680,763,449
<b>Total liabilities and equity</b>		25,951,682,726	23,181,800,043	10,736,620,843	10,154,044,901

## ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF INCOME

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

		CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
	Note	2011	2010 "Adjustment"	2011	2010 "Adjustment"
<b>Revenues</b>					
Revenue from sales of land		767,362,200	686,273,625	905,794,200	767,209,625
Revenue from sales of condominium		833,241,673	2,159,693,735	-	-
Revenue from sales		4,085,448,099	4,849,164,560	-	-
Revenue from hotel service		206,914,655	-	-	-
Service income		389,777,277	433,334,276	368,082,974	432,835,041
Rental income		44,953,564	52,236,417	61,239,124	69,112,410
Gain on exchange rate		-	21,002,409	-	-
Dividend income	35.1, 35.2	-	-	205,334,006	381,393,914
Other income		12,974,229	24,332,510	109,879,337	64,404,010
<b>Total revenues</b>		<u>6,340,671,697</u>	<u>8,226,037,532</u>	<u>1,650,329,641</u>	<u>1,714,955,000</u>
<b>Expenses</b>					
	28				
Cost of land sold		340,212,246	405,578,446	406,334,468	448,069,778
Cost of condominium sold		479,465,431	1,531,731,509	-	-
Cost of goods sold		3,691,101,443	4,130,737,438	-	-
Cost of hotel services		166,309,339	-	-	-
Cost of services		201,828,320	213,375,841	315,517,266	405,627,924
Cost of rental		31,386,256	55,262,270	31,386,256	55,262,270
Selling expenses		184,157,985	213,356,233	40,416,842	33,322,740
Administrative expenses		661,051,991	427,522,655	231,513,056	139,779,329
Director and managements' remuneration		42,024,453	39,641,077	18,846,931	18,311,155
Loss from flood	29	965,630,827	-	1,194,457	-
Loss on sale of investment in subsidiary is less than the book value	20,41	269,004,686	-	-	-
Loss from impairment of investment	35.2	-	-	409,999,300	-
Doubtful debt	35.3.2	-	-	142,990,000	-
<b>Total expenses</b>		<u>7,032,172,977</u>	<u>7,017,205,469</u>	<u>1,598,198,576</u>	<u>1,100,373,196</u>
Profit before financial costs and income tax		(691,501,280)	1,208,832,063	52,131,065	614,581,804
finance costs		(523,574,775)	(420,328,266)	(228,889,958)	(181,063,546)
Share of income from investment in associated		120,107,957	191,185,327	-	-
Profit (loss) before income tax		<u>(1,094,968,098)</u>	979,689,124	(176,758,893)	433,518,258
Income tax	30	-	(101,889,963)	-	-
<b>Profit (loss) for the periods</b>		<u>(1,094,968,098)</u>	<u>877,799,161</u>	<u>(176,758,893)</u>	<u>433,518,258</u>
<b>Net profit (loss) attributable to :</b>					
Parent company		(553,870,596)	666,227,876	(176,758,893)	433,518,258
Non-controlling interests		(541,097,502)	211,571,285	-	-
<b>Total</b>		<u>(1,094,968,098)</u>	<u>877,799,161</u>	<u>(176,758,893)</u>	<u>433,518,258</u>
<b>Earnings (loss) per shares</b>					
	31				
Basic earnings (loss) per shares		(0.49)	0.71	(0.16)	0.46
Diluted earnings (loss) per share		(0.40)	0.62	(0.13)	0.40

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



ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

				('Baht)	
		CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
	Note	2554	2553	2554	2553
			"Adjustment"		"Adjustment"
Profit (loss) for the period		(1,094,968,098)	877,799,161	(176,758,893)	433,518,258
<b>Other comprehensive income :</b>					
Surplus on change in shareholding in associated	35.1	1,445,409	-	-	-
Gain (loss) from converted subsidiaries financial statement					
from operating in oversea		40,278,263	-	-	-
Total other comprehensive income		41,723,672	-	-	-
<b>Total comprehensive income of the period</b>		<u>(1,053,244,426)</u>	<u>877,799,161</u>	<u>(176,758,893)</u>	<u>433,518,258</u>
<b>Total comprehensive income attributable to :</b>					
Parent company		(512,146,978)	666,227,876	(176,758,893)	433,518,258
Non-controlling interests		(541,097,502)	211,571,285	-	-
<b>Total</b>		<u><u>(1,053,244,480)</u></u>	<u><u>877,799,161</u></u>	<u><u>(176,758,893)</u></u>	<u><u>433,518,258</u></u>

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

(Baht)

CONSOLIDATED FINANCIAL STATEMENTS

	Note	Total parent company						Non-controlling interests	Total equity				
		Issued and paid-up share capital	Premium on share capital	Retained earnings		Other components of equity				Total parent company			
				Appropriated legal reserve	Unappropriated	Surplus on change in shareholding in associated	Gain (loss) from converted subsidiary' financial statement				Total other components of equity		
Beginning balance as at January 1, 2010 - as previous reported		899,357,861	1,210,723,801	119,621,751	2,972,334,768	188,610,652	31,003,900	219,614,552	5,421,652,733	2,099,209,449	7,520,862,182		
Cumulative from changing accounting policy		-	-	-	(542,624,802)	-	(87,433,093)	(87,433,093)	(630,057,895)	-	(630,057,895)		
Beginning balance as at January 1, 2010 - as restated		899,357,861	1,210,723,801	119,621,751	2,429,709,966	188,610,652	(56,429,193)	132,181,459	4,791,594,838	2,099,209,449	6,890,804,287		
Share capital	24	69,380,713	208,142,139	-	-	-	-	-	277,522,852	177,000,300	454,523,152		
Dividend paid	27	-	-	-	(569,667,895)	-	-	-	(569,667,895)	(138,000,000)	(707,667,895)		
Surplus on change in shareholding in associated		-	-	-	-	1,090,407	-	1,090,407	1,090,407	-	1,090,407		
Gain (loss) from converted subsidiary financial statement		-	-	-	-	-	(161,460,299)	(161,460,299)	(161,460,299)	-	(161,460,299)		
Total comprehensive income for the period		-	-	-	666,227,876	-	-	-	666,227,876	211,571,285	877,799,161		
<b>Ending balance as at December 31, 2010</b>		<b>968,738,574</b>	<b>1,418,865,940</b>	<b>119,621,751</b>	<b>2,526,269,947</b>	<b>189,701,059</b>	<b>(217,889,492)</b>	<b>(28,188,433)</b>	<b>5,005,307,779</b>	<b>2,349,781,034</b>	<b>7,355,088,813</b>		
Beginning balance as at January 1, 2011 - as previous reported		968,738,574	1,418,865,940	119,621,751	3,332,238,613	189,701,059	(156,954,919)	32,746,140	5,872,211,018	2,349,781,034	8,221,992,052		
Cumulative from changing accounting policy	3.2	-	-	-	(805,968,666)	-	(60,934,573)	(60,934,573)	(866,903,239)	-	(866,903,239)		
Beginning balance as at January 1, 2011 - as restated		968,738,574	1,418,865,940	119,621,751	2,526,269,947	189,701,059	(217,889,492)	(28,188,433)	5,005,307,779	2,349,781,034	7,355,088,813		
Cumulative from changing accounting policy	3.3	-	-	-	(13,230,537)	-	-	-	(13,230,537)	(5,097,685)	(18,328,222)		
Beginning balance as at January 1, 2011 - as adjustment		968,738,574	1,418,865,940	119,621,751	2,513,039,410	189,701,059	(217,889,492)	(28,188,433)	4,992,077,242	2,344,683,349	7,336,760,591		
Share capital	24	191,089,127	572,789,323	-	-	-	-	-	763,878,450	237,192,000	1,001,070,450		
Dividend paid	27	-	-	-	(687,034,668)	-	-	-	(687,034,668)	-	(687,034,668)		
Total comprehensive income for the period		-	-	-	(553,870,596)	1,445,409	40,278,263	41,723,672	(512,146,924)	(541,097,502)	(1,053,244,426)		
<b>Ending balance as at December 31, 2011</b>		<b>1,159,827,701</b>	<b>1,991,655,263</b>	<b>119,621,751</b>	<b>1,272,134,146</b>	<b>191,146,468</b>	<b>(177,611,229)</b>	<b>13,535,239</b>	<b>4,556,774,100</b>	<b>2,040,777,847</b>	<b>6,597,551,947</b>		

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

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CHANGES IN EQUITY (Continued)

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

('Baht)

SEPARATED FINANCIAL STATEMENTS					
Note	Issued and paid-up share capital	Premium on share capital	Retained earnings		Total equity
			Appropriated legal reserve	Unappropriated	
Beginning balance as at January 1, 2010 - as previously reported	899,357,861	1,210,723,801	119,621,751	1,440,504,802	3,670,208,215
Cumulative from changing accounting policy	3.2	-	-	(130,817,981)	(130,817,981)
Beginning balance as at January 1, 2010 - as restated	899,357,861	1,210,723,801	119,621,751	1,309,686,821	3,539,390,234
Share capital	24	69,380,713	208,142,139	-	277,522,852
Dividend paid	27	-	-	(569,667,895)	(569,667,895)
Total comprehensive income for the period	-	-	-	433,518,258	433,518,258
<b>Ending balance as at December 31, 2010</b>	<b>968,738,574</b>	<b>1,418,865,940</b>	<b>119,621,751</b>	<b>1,173,537,184</b>	<b>3,680,763,449</b>
Beginning balance as at January 1, 2011 - as previously reported	968,738,574	1,418,865,940	119,621,751	1,706,844,036	4,214,070,301
Cumulative from changing accounting policy	3.2	-	-	(533,306,852)	(533,306,852)
Beginning balance as at January 1, 2011 - as restated	968,738,574	1,418,865,940	119,621,751	1,173,537,184	3,680,763,449
Cumulative from changing accounting policy	3.3	-	-	(7,328,368)	(7,328,368)
Beginning balance as at January 1, 2011 - as restated	968,738,574	1,418,865,940	119,621,751	1,166,208,816	3,673,435,081
Share capital	24	191,089,127	572,789,323	-	763,878,450
Dividend paid	27	-	-	(687,034,668)	(687,034,668)
Total comprehensive income for the period	-	-	-	(176,758,893)	(176,758,893)
<b>Ending balance as at December 31, 2011</b>	<b>1,159,827,701</b>	<b>1,991,655,263</b>	<b>119,621,751</b>	<b>302,415,255</b>	<b>3,573,519,970</b>

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

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
	2011	2010	2011	2010
('Baht)				
<b>Cash flows from operating activities</b>				
Profit before income taxes	(553,870,596)	768,117,839	(176,758,893)	433,518,258
Adjust with :				
Loss on sale of investment in subsidiary is less than the book value	269,004,686			
Doubtful debt	-	-	142,990,000	-
Loss from impairment of investment	-	-	409,999,300	-
Depreciation of fixed assets	615,396,449	544,070,186	44,447,120	54,506,873
Amortization intangible asset	14,063,307	14,291,406	-	-
Share of profit in subsidiary to minority interest	(541,097,502)	211,571,285	-	-
Unrealized (gain) loss on exchange rate	10,598,656	(18,021,230)	-	-
(Gain) loss from sale and write off fixed assets	(2,062,328)	(3,312,051)	(265,417)	(1,773,399)
Gain from sales of land	(427,149,954)	(405,578,446)	(499,459,732)	(319,139,847)
Gain from sales of condominium	(353,776,242)	(627,962,226)	-	-
Loss from flood	965,630,827	-	1,194,457	-
Prepaid specific business tax	7,917,209	-	7,917,209	-
Post-employment benefits obligation	2,472,189	-	764,811	-
Dividend income	-	-	(205,334,006)	(381,393,914)
Share of income from investment in associated	(120,107,957)	(191,185,327)	-	-
Interest income	(10,119,136)	(7,815,508)	(107,373,255)	(55,659,277)
Interest expense	525,075,658	402,522,780	228,889,958	176,633,919
	<u>401,975,266</u>	<u>686,698,708</u>	<u>(152,988,448)</u>	<u>(93,307,387)</u>
(Increase) decrease in short-term investment used as collateral	(1,347,355,837)	(33,065,846)	-	-
(Increase) decrease in accounts and notes receivable	2,075,138,017	3,247,082,653	903,485,965	769,584,623
(Increase) decrease in spare part	(18,639,905)	(13,535,393)	-	-
(Increase) decrease in property development cost	(152,704,018)	(1,713,688,767)	(228,178,916)	(302,205,301)
(Increase) decrease in inventories	(34,420,636)	(32,700,093)	-	-
(Increase) decrease in advance for purchase land and building	(9,545,735)	(511,614,174)	(383,849,155)	(74,516,495)
(Increase) decrease in other current assets	(235,252,888)	(99,418,701)	(8,753,359)	693,716
(Increase) decrease in investment property	(371,112,506)	(999,602,881)	(208,793,200)	(310,073,922)
(Increase) decrease in other non - current assets	16,473,165	(3,554,896)	17,353,907	(28,188)

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS (Continued)

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

			('Baht)	
	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
	2011	2010	2011	2010
<b>Cash flows from operating activities</b>				
Increase (decrease) in accounts and notes payable	236,287,446	42,716,743	(15,595,294)	(20,391,616)
Increase (decrease) in assets payable	(34,829,421)	(36,448,965)	-	-
Increase (decrease) in amounts due related company	(26,213,219)	11,544,748	(3,326,758)	2,748,631
Increase (decrease) in retention payable	97,545,288	(3,565,852)	(223,632)	94,795
Increase (decrease) in accrued expenses	(94,162,456)	201,758,819	23,546,046	3,427,848
Increase (decrease) in unearned income	(59,696,823)	(127,367,079)	781,942,280	490,975,839
Increase (decrease) in advance received from customers	827,664,591	94,548,606	(2,883,600)	(450,000)
Increase (decrease) in other current liabilities	35,901,074	2,410,964	51,759,255	(5,817,020)
Increase (decrease) in other liabilities - deposit received	1,802,378	(5,680,588)	1,532,378	(5,920,588)
Gain (loss) from converted subsidiaries financial statement	32,094,701	(174,975,745)	-	-
Cash receive from operating	1,340,948,482	531,542,261	775,027,469	454,814,935
Cash receive from interest income	10,119,136	7,815,508	107,455,842	55,576,689
Cash receive from insurance companies	1,030,120,270	-	-	-
Cash payment for expenses of flood	(57,981,100)	-	(24,428,178)	-
Cash payment for interest expenses	(593,122,758)	(435,771,715)	(214,039,191)	(180,459,320)
Cash payment for income tax	(23,251,335)	(87,903,936)	(7,225,762)	(10,214,732)
<b>Net cash provided by (used in) operating activities</b>	<b>1,706,832,695</b>	<b>15,682,118</b>	<b>636,790,180</b>	<b>319,717,572</b>
<b>Cash flows from investing activities</b>				
(Increase) decrease in short-term loan to related company	(40,000,000)	-	(353,130,000)	(533,124,000)
(Increase) decrease in temporary investment used as collateral	174,000,000	(24,000,000)	-	-
(Increase) decrease in cash at banks used as collateral	2,550,442	396,982	2,519,010	(2,520,000)
Cash payments to purchase investment in subsidiaries company	(190,241,016)	-	(452,689,016)	(435,500,000)
Cash payments to purchase of property, plant and equipment	(3,010,864,462)	(856,998,147)	(59,775,214)	(42,689,015)
Cash payments to purchase intangible asset	-	(2,268,200)	-	-
Cash receive from sale of property, plant and equipment	3,945,021	1,926,280	265,420	1,869,180
Cash receive dividend from investment in associated and subsidiaries company	205,334,006	119,393,914	205,334,006	381,393,914
<b>Net cash provided by (used in) investing activities</b>	<b>(2,855,276,009)</b>	<b>(761,549,171)</b>	<b>(657,475,794)</b>	<b>(630,569,921)</b>

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS (Continued)

FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATED FINANCIAL STATEMENTS	
	2011	2010	2011	2010
('Baht)				
<b>Cash flow from financing activities</b>				
Increase (decrease) in overdrafts and short-term loan				
from financial institute	(664,573,018)	1,146,780,292	(505,000,000)	1,177,000,000
Increase (decrease) in short-term loan				
from person and related company	578,269,548	-	-	-
Cash payments to hire-purchase payable	(116,904)	(19,484)	-	-
Cash receive from long-term loan	1,316,900,000	1,897,174,205	-	868,379,255
Cash payments to long-term loan	(1,124,428,906)	(2,674,900,379)	(397,187,106)	(1,643,108,965)
Cash receive from debentures	712,000,000	-	712,000,000	-
Cash receive from increase of share capital	763,878,450	277,522,852	763,878,450	277,522,852
Cash receive from share capital of minority interest	237,192,000	177,000,300	-	-
Cash payments to dividend	(687,712,280)	(567,418,436)	(687,712,280)	(567,418,436)
Cash payments to dividend minority interest	-	(138,000,000)	-	-
Gain(loss) from converted subsidiary financial statement	30,668,800	-	-	-
<b>Net cash provided by (used in) financing activities</b>	<b>1,162,077,690</b>	<b>118,139,350</b>	<b>(114,020,936)</b>	<b>112,374,706</b>
Effect of foreign exchange rate changes on cash and cash equivalents	5,330,751	(23,031,824)	-	-
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>18,965,127</b>	<b>(650,759,527)</b>	<b>(134,706,550)</b>	<b>(198,477,643)</b>
Cash and cash equivalents at the beginning of the period	253,040,495	903,800,022	168,071,804	366,549,447
Cash and cash equivalents at the ending of the period	<b>272,005,622</b>	<b>253,040,495</b>	<b>33,365,254</b>	<b>168,071,804</b>

ROJANA INDUSTRIAL PARK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

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**1. Company and subsidiaries operations**

1.1 Company operation

Rojana Industrial Park Public Company Limited (“The Company”) is a public company limited is listed on the Stock Exchange of Thailand. The address of its registered office at 32/32 Sino-Thai Tower 11 Floor, Soi Asoke, Sukhumvit 21 Road, Klongtoey-Nua, Wattana, Bangkok. Its main business operations are the development of industrial estate at Ayuthaya and Rayong Provinces.

1.2 Subsidiaries operation

Rojana Industrial Management Company Limited registered in Thailand. Its head office is located at 32/32 Sino-Thai Tower 11 Floor, Soi Asoke, Sukhumvit 21 Road, Klongtoey - Nua, Wattana, Bangkok. Its main business is distributing consumed water supply for industrial companies and waste water treatment services.

Rojana Power Company Limited registered in Thailand. Its head office is located at 32/32 Sino-Thai Tower 11 Floor, Soi Asoke, Sukhumvit 21 Road, Klongtoey - Nua, Wattana, Bangkok. Its main business is manufacturing electricity.

Rojana Property Company Limited registered in Thailand. The address of its registered office at 148 Soi Sukhumvit 23(Prasanmit), Sukhumvit Road, Klongtoey - Nua, Wattana, Bangkok. Its main business is Real estate of condominium for sale and rent

Rojana Distillery Company Limited registered in Thailand. The address of its registered office at 148 Soi Sukhumvit 23(Prasanmit), Sukhumvit Road, Klongtoey - Nua, Wattana, Bangkok. Its main business is to produce refined alcohol including whisky, brandy, rice whisky and rice wine.

Rojana Energy Company Limited registered in Thailand It's head office is located at 32/32 Sino-Thai Tower 11 Floor, Soi Asoke, Sukhumvit 21 Road, Klongtoey - Nua, Wattana, Bangkok. It is engaged in the business of sale and purchase and development of solar energy business.

148 Distribution Company Limited registered in Thailand. The address of its registered office at 148 Soi Sukhumvit 23(Prasanmit), Sukhumvit Road, Klongtoey - Nua, Wattana, Bangkok. Its main business is to wholesale refined alcohol including whisky, brandy, rice whisky and rice wine.

RPD Property Development Company Limited registered in China. The address of its registered office at 1 Tong Jiang Road, Changzhou Jiangsu, China. Its main business is real estate of condominium for sale and rent.

KPD Property Development Company Limited registered in China. The address of its registered office at 1 Tong Jiang Road, Changzhou Jiangsu, China. Its main business is real estate of building for sale and rent.

Rojana Interiors Company Limited registered in China. Its head office is located at 1 Tong Jiang Road, Changzhou, Jiangsu, Province China. Its main business is interior service.

## **2. Basis of preparation and presentation of the consolidated and the separated financial statements**

2.1 The consolidated and separated financial statements are prepared in conformity with financial reporting standards and practices generally accepted accounting in Thailand. The format financial statement presentation is compliance with Thai Accounting Standard No.1 (revised 2009) "Presentation of Financial Statement", which is effective for financial statements for the accounting periods beginning on or after January 1, 2011 onwards and prepared in accordance with the Notification of the Department of Business Development dated September 28, 2011 regarding "The Brief Particulars in the Financial Statements B.E. 2554".

The financial statements for the year ended December 31, 2010, presented herein for comparison, are presented in the new format to conform to the presentation of the financial statements for the year ended December 31, 2011.

These financial statements have been prepared on the historical cost convention except as disclosed in the accounting policies.



2.2 These consolidated financial statements are consolidated with Rojana Industrial Park Public Company Limited and subsidiaries which are operating in Thailand and oversea as follows :

	Country of incorporation	Business	Percentage of shares hold by the Company (%)	
			2011	2010
<b>Direct subsidiaries</b>				
Rojana Industrial Management Co., Ltd.	Thailand	Distributing consumed water supply for Industrial Water treatment in Industrial	90	90
Rojana Power Co., Ltd.	Thailand	Manufacturing and selling electricity	41 *	41 *
Rojana Property Co., Ltd.	Thailand	Real estate of condominium for sale and rent	100	100
Rojana Distillery Co., Ltd.	Thailand	Produce alcohol including whisky, brandy, rice whisky and rice wine.	100	100
KPD Property Development Co., Ltd.	China	Real estate of condominium for sale and rent	100	100
Rojana Energy Co., Ltd.	Thailand	Development of solar energy business	70	100
<b>Indirect subsidiary</b>				
148 Distribution Co., Ltd.	Thailand	Wholesale alcohol including whisky, brandy, rice whisky and rice wine.	100	100
RPD Property Development Co., Ltd.	China	Real estate of condominium for sale and rent	100	100
Rojana Interiors Co., Ltd.	China	Interior service	100	100

\* The Company and a shareholder which carries the share more than 60% and has management policy in the same direction. Therefore, the Company has power to exercise control. The consolidated financial statements included the financial statement of Rojana Power Company Limited.

2.3 Subsidiaries are fully consolidated as from the date of acquisition, being the date on which the Company obtain control, and continue to be consolidated until the date when such control ceases.

2.4 The financial statements of oversea subsidiary companies is translated into Thai Baht at the closing exchange rate as to assets and liabilities, and market exchange rates in which the transaction took place as to revenues and expenses. The resultant differences are shown under the caption of "Gain (loss) converted subsidiaries financial statements" in the equity.

2.5 The consolidated financial statement is the consolidation between the company's and its subsidiary's accounts. Thereby, inter-company sales and balance as well as profit or loss that has not occur-yet are eliminated from this financial statement. Accounting policy for subsidiary will change according to head offices in order to consolidated the information about minority interest which is the separate account in the consolidated statements of financial position and the statements of income.

### 3. Adoption of new and revised Thai Financial Reporting Standards

For the year ended December 31, 2011, the Company and subsidiaries have adopted the new and revised Thai Financial Reporting Standards issued by the Federation of Accounting Professions, which are effective for the financial statements for the accounting periods beginning on or after January 1, 2011 onwards. Adoption will not have any significant impact on the financial statement of the Company and subsidiary, except accounting standards as follows:

#### 3.1 TAS No.1 (revised 2009) "Presentation of Financial Statements"

This accounting standard has changed the requirements about the presentation in the financial statements. Therefore, it affected the reclassification for the financial statement for the year ended December 31, 2010, present for comparison, to conform to the financial statements for the year ended December 31, 2011.

#### 3.2 TAS No.18 (revised 2009) "Revenue"

On January 1, 2011, the Company and subsidiaries have changed the accounting policy of recognize revenues from sales of land and condominium from recognize income based on the percentage of completion work to recognize income based on the significant risk and rewards of ownership have been transferred to the buyer as stated in note 5.1. The cumulative effects of change in such accounting policy, as though the Company and its subsidiaries initially recognized revenue from real estate sales when the significant risks and rewards were transferred to the buyer. The cumulative effective from changing policy to the consolidated and separated statements of financial position as at December 31, 2010, the statements of income for the year ended December 31, 2010 as follows:

('Baht)

## Consolidated statements of financial position

As at December 31, 2010

	As previously reported	Cumulative effect increase (decrease)	As restated
Accounts and notes receivable	877,403,289	(227,095,453)	650,307,836
Property development cost	4,658,867,200	1,130,812,889	5,789,680,089
Advances for purchase land and construction	607,916,548	231,413,943	839,330,491
Other current assets	287,934,063	119,350	288,053,413
Accrued expenses	307,052,327	(106,856,548)	200,195,779
Unearned income	1,178,001,464	346,037,485	1,524,038,949
Advances received from customers	110,743,775	1,762,937,792	1,873,681,567
Other current liabilities	107,652,297	35,239	107,687,536
Retained earning unappropriated	3,332,238,613	(805,968,666)	2,526,269,947
Loss from converted subsidiary financial statement	(156,954,919)	(60,934,573)	(217,889,492)

('Baht)

## Separated statements of financial position

As at December 31, 2010

	As previously reported	Cumulative effect increase (decrease)	As restated
Accounts and notes receivable	283,924,632	(227,082,980)	56,841,652
Property development cost	1,529,806,731	353,157,873	1,882,964,604
Other current assets	42,518,399	119,350	42,637,749
Accrued expenses	64,734,026	(27,597,425)	37,136,601
Unearned income	19,747,000	687,098,520	706,845,520
Retained earning unappropriated	1,706,844,036	(533,306,852)	1,173,537,184

('Baht)

Consolidated statements of income  
For the year ended December 31, 2010

	As previously reported	Cumulative effect increase (decrease)	As restated
Revenue from sales of land	1,261,570,703	(575,297,078)	686,273,625
Revenue from sales of condominium	2,083,392,617	76,301,118	2,159,693,735
Other income	22,979,565	1,352,945	24,332,510
Cost of land sold	556,252,610	(150,674,164)	405,578,446
Cost of condominium sold	1,620,408,340	(88,676,831)	1,531,731,509
Reverse accrued specific business tax	(5,551,509)	5,551,509	-
Selling expenses	248,807,677	(35,451,444)	213,356,233
Income tax	66,938,184	34,951,779	101,889,963
Profit for the period	1,141,143,025	(263,343,864)	877,799,161
Net profit attributable to parent company	929,571,740	(263,343,864)	666,227,876
Basic earnings per shares	0.98	0.27	0.71
Diluted earnings per share	0.86	0.24	0.62

('Baht)

Separated statements of income  
For the year ended December 31, 2010

	As previously reported	Cumulative effect increase (decrease)	As restated
Revenue from sales of land	1,342,506,703	(575,297,078)	767,209,625
Cost of land sold	598,743,942	(150,674,164)	448,069,778
Reverse accrued specific business tax	(5,551,509)	5,551,509	-
Selling expenses	61,008,292	(27,685,552)	33,322,740
Profit for the period	836,007,129	(402,488,871)	433,518,258
Net profit attributable to parent company	836,007,129	(402,488,871)	433,518,258
Basic earnings per shares	0.89	(0.43)	0.46
Diluted earnings per share	0.77	(0.37)	0.40

### 3.3 TAS No. 19 “Employee Benefits”

This accounting standard requires employee benefits to be recognized as expense in the period in which the service is performed by the employee. In particular the Company and subsidiaries, an entity has to evaluate and make a provision for post-employment benefits obligation due to retirement and other long-term employee benefits using actuarial techniques. The Company previously accounted for such employee benefits when they were incurred.

During the year ended December 31, 2011, the Company and its subsidiaries applied the accounting standards TAS 19 "Employee Benefits" for the first time. The estimates are calculated with estimated about post-employment benefits obligation under Labor, Protection Act from the management estimates at the end of the period reported, the Company and the perceived cost of service in the past by adjusting the beginning retained earnings as at beginning of current period to be conform to the requirement of that accounting standards. Accumulated from changing accounting policy as at January 1, 2011 are as follows:

	Consolidated	Separated
	financial statements	financial statements
Statements of financial position		
Post-employment benefits obligation increase	18,328,222	7,328,368
Retained earning unappropriated	(13,230,537)	(7,328,368)
Non-controlling interests decrease	(5,097,685)	-

### 3.4 TAS No. 40 “Investment property”

Under the revised standard, investment property, defined as property owned to earn rentals; capital appreciation; or both, is disclosed in the financial statements.

The Company and subsidiaries has selected the cost method for accounting for its investment property under the revised standard. The change in accounting policy has reclassify in the financial of position from land held for development to present in investment property. Apart the change in policy has no impact on the 2010 financial statements. Details of investment properties are disclosed in Note 13.

#### 4. Thai Financial Reporting Standards announced but not effective in 2011

The Federation of Accounting Professions has issued the Notifications regarding the Thai Financial Reporting Standards which will become effective for the financial statements for the accounting periods beginning on or after January 1, 2013 onwards as follows;

##### Thai Accounting Standards

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

##### Thai Accounting Standards Interpretation

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

The Company and subsidiaries' management anticipates to adopt the financial reporting standards that affect to the Company and subsidiaries' financial statements when they become effective. The management are now evaluating the impact to financial statement for the year those accounting standards will be started.

#### 5. Summary of significant accounting policies

##### 5.1 Revenue and expenses

5.1.1 Revenues from sales of land are recognized as income when transfer right of land or transfer significant risk.

5.1.2 Revenues from sales of condominium are recognized as income when the significant risk and rewards of ownership have been transferred to the buyer. The Company do not involve neither continuing management nor effective control over the condominium sold.

The recognized amount and cost incurred in respect of the transaction can be measured reliably.

5.1.3 Sales of electricity, water supply and alcohol are recognized upon delivery of products.

5.1.4 Revenue from hotel service is recognized as revenue when providing services to the customer.

5.1.5 Service income is recognized to percentage of competition.

5.1.6 Rental income is recognized as revenues over the rental period.

5.1.7 Other revenue and expenses are recognized on an accrual basis.

5.2 Cash and cash equivalents is cash on hand and at financial institute not include cash at financial institute due over 3 months and cash at financial institute that is used for collateral.

5.3 Account receivables are presented on anticipated realizable value, the Company and subsidiary record the allowance for doubtful accounts by historical uncollected experiences, condition of economic and the account receivable's ability for the repayment.

5.4 Inventories are stated at cost or net realizable value whichever is lower and net realizable value estimated selling price in normal business condition less manufacturing cost and cost that needed to be paid for that specific goods. Cost are calculated as follow:

- Finished goods, raw material and spare parts are calculated by the first-in first-out.
- Good in process are stated at cost are calculated by weighted average.

5.5 Property development cost is stated at the lower of cost or net realizable value. Cost consists of: cost of land, land development expenditures, borrowing cost and other expenses related directly incurred to the project. Capitalization of borrowing costs starts when the construction of a property commences and ceases when the property is ready for sale.

5.6 Investment property

The Company and subsidiaries recognize property development as investment property is stated at cost net allowance impairment (if any).

5.7 Investment

5.7.1 Investments in subsidiary company

- Investment in subsidiary companies, which presented in the separated financial statement by the cost method. The cost method is has not amortized goodwill. In case impairment in value of investment has occurred, the loss of investment is recognized in the separated statement of income.
- Investments in subsidiary are undertaking over which the Company has over 50% of the voting rights, or over which the company exercises control.

### 5.7.2 Investments in associate company

- Investment in associated companies, which presented in the separated financial statement by the cost method not amortized. In case impairment in value of investment has occurred, the loss of investment is recognized in the separated statement of income.
- Investment in associated companies, which presented in the consolidated financial statement by the equity method. In case impairment in value of investment has occurred, the loss of investment is recognized in the consolidated statement of income.
- Investments in associate are undertaking in which the group generally has between 20% and 50% of the voting rights, or over which the group has significant influence, but which it does control. Unrealized gains on transactions between the group and its associated undertaking are eliminated to the extent of the group's interest in the associated undertakings; unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. The group's investment in associated undertaking includes goodwill (net of accumulated amortization) on acquisition. Equity accounting is discontinued when the carrying amount of the investment in an associated undertaking reaches zero, unless the group has incurred obligations or guaranteed obligations in respect of the associated undertaking.

5.7.3 Investments in debt securities, both due within one year and expected to be held to maturity, are recorded at amortized cost allowance for less impairment (if any). The premium/discount on debt securities is amortized by the effective interest rate method with the amortized amount presented as an adjustment to the interest income.

## 5.8 Property, plant and equipment

### 5.8.1 Property, plant and equipment

Property, plant and equipment are recorded at cost. Cost is measured by cash or cash equivalent paid to obtain the asset and bring it to the location and condition necessary for its intended use. In the case of self-constructed assets, the cost of construction consists of the materials, direct labor and other expenses attributable to the construction, which are allocated to the assets on a systematic basis. Property, plant and equipment, except land, are presented in the balance sheet at historical cost less accumulated depreciation.



5.8.2 Depreciation is calculated on the straight line method, except for land as it is deemed to have an indefinite life, to their residual values over their estimated useful life as follows :

	2011	2010
Plants	25 years	25 years
Machines	15 - 25 years	15-25 years
Buildings and constructions	20 - 35 years	20 years
Furniture and fixtures	5 years	5 years
Office equipment	5 years	5 years
Tools and equipment	5 years	5 years
Vehicles	5 years	5 years
Other systems	20 years	20 years

5.8.3 Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount. Estimated recoverable amount is the higher of the anticipated discounted cash flows from the continuing use of the asset and the amount obtainable from the sale of the assets less any costs of disposal.

5.8.4 Interest costs on borrowings to finance the construction of property, plant and equipment are capitalized as part of cost of the asset, during the period of time required to complete and prepare the property for its intended use. Costs on borrowings consist of interest and other cost, which occurred from that borrowing.

5.8.5 Expenditures for addition, renewal and betterment, which result in a substantial increase in an asset's current replacement value, are capitalized. Repair and maintenance costs are recognized as an expense when incurred.

5.9 The Company and subsidiaries recorded intangible asset as follow:

5.9.1 Intangible asset's subsidiaries company stated at cost net amortization accumulated, which amortized by the straight-line method according to benefit economic as follow:

Right of use gas pipelines system	19	years
Know-how	10	years
Cost of research & develop refined alcohol	10	years
Software	3	years

5.9.2 Goodwill arising on acquisition represents the excess of the cost of acquisition over the fair value of net assets acquired. Negative goodwill arising on acquisition represents the excess of the fair value of the net assets acquired over the cost of acquisition. Negative goodwill is state value less allowance for impairment (if any).

## 5.10 Leasing

### 5.10.1 Operating leases

Asset lease having risks and the right benefit of asset are classifying operating leases. Lease payment under an operating lease are recognized as expenses under duration of lease.

### 5.10.2 Financial leases

Leases of assets, where the Company has transferred all the risks and rewards of ownership and intend to buy assets when the end of period of lease contract, are classification as finance leases. Financial leases are capitalizing at the inception of the lease record with liabilities occur from lease payment in the future, by not include interest expense which are financial charge. Financial charge are recorded as expenses according to the proportion of the liabilities balance outstanding.

## 5.11 Employee benefits

### 5.11.1 Short-term benefits

- The Company and subsidiaries records the payment to workmen's compensation fund as expenses throughout the accounting period.
- The Company and subsidiaries records the payment to provident fund as expenses throughout the accounting period.

### 5.11.2 Long-term benefits

The Company and subsidiaries have obligations in respect of the severance payments it must make to employees upon retirement under labor law.

The Company and subsidiaries treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by management, using the projected unit credit method. Such determination is made based on various assumptions, including discount rate, future salary increase rate, staff turnover rate.

Actuarial gains and losses arising from post-employment benefits are recognized in full in the statements of comprehensive income.

5.12 Foreign currency transactions are recorded in the following exchange rates as follows:

- Transactions throughout the year are converted into Baht at the rates of transaction dates.
- Assets and liabilities at the end of the period are converted into Baht at the reference exchange rate established by the Bank of Thailand prevailing at the statements of financial position date.
- Gains or losses on exchange rate are recognized as revenues or expenses in the statement of income.

5.13 The Company and subsidiaries recognized the income tax to be paid as expense during the year by tax rate at the statements of financial position dated.

5.14 Earnings (loss) per shares

5.14.1 Basic earnings (loss) per share calculated by dividing net profit (loss) for the each year by the weighted average number of ordinary shares in the period of the each year.

5.14.2 Diluted earnings (loss) per share is calculated by dividing net income for the year by the sum of the weighted average number of ordinary shares and preference shares in issue during the year and the weighted average number of ordinary shares which might need to be issued for the conversion of the warrants into ordinary shares.

5.15 Critical judgments of management accounting policies and estimation

Preparation of financial statements in conformity with generally accepted accounting principles require management to make estimation and assumptions about book value critical amounts of assets and liabilities that are not readily apparent from other sources. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may be differ from those estimation. The significant areas that management need to use their judgments and estimation that will effect on the amounts and disclosures are as follows:

5.15.1 Allowance for doubtful accounts

The Company and subsidiaries estimated the allowance for doubtful accounts from the ending balance of accounts receivable. The estimate encompasses consideration of past collection experiences and other factors, such as changes in the composition and volume of the receivable, the relationship of the allowance for doubtful accounts to the receivable and the local economic conditions.

#### 5.15.2 Impairments of investment in subsidiaries and associates

The Company treats investment in subsidiaries and associates as impaired when the management judge that there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolongend” requires judgment.

#### 5.15.3 Allowance for intangible assets

The intangible assets consist of right of use gas pipelines system, know-how, cost of research & develop and software, which tested for impairment when asset has impairment and goodwill has use life non limit, which tested for impairment every year by using a fair value method of discounted cash flows on an annual basis.

#### 5.15.4 Impairment of asset

The carrying amounts of the Company and subsidiaries are reviewed at each balance sheet dated to determine whether there is any indication of impairment. If any such indication exists, the assets’ recoverable amounts are estimated.

#### 5.15.5 Estimated liabilities

Estimated liabilities are recognized as liabilities in the statements of financial position when it is probable that an obligation has been incurred as a result of a past event, it is possible that an economic benefits will be required to settle the obligation and the amount of the obligation can be reasonably estimated.

#### 5.15.6 Fair value of financial instruments

In assessment fair value of financial instruments are no trading in the market and can not search for active market, the management use judgment for estimating fair value of financial instrument calculated by criterion assessment value that has been accepted. The variable has calculated from comparing with other variables in the market, by considering from the liquidity, the relation data and changing of value of long-term financing instruments.

## 6. Supplementary cash flows information

Transaction of operating activities and investing activities that are not cash which shown in cash flows for the year ended December 31, 2011, are as follow:

- Cash payment for purchase asset which shown in investing activities in the consolidated and separated statements of cash flows as net of asset which increase less asset payable in the amount of Baht 310.41 million and borrowing cost in the amount of Baht 57.75 million.

## 7. Cash and cash equivalents

Cash and cash equivalents as at December 31, 2011 and 2010, are as follows:

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2011	2010	2011	2010
Cash	547,000	538,076	60,000	60,000
Saving account	241,446,360	184,884,422	33,278,006	165,295,310
Current account	972,611	5,435,137	27,248	2,716,494
Fixed deposit 6-12 months	113,119	3,339,360	-	-
Foreign account	28,926,532	58,843,500	-	-
Total	<u>272,005,622</u>	<u>253,040,495</u>	<u>33,365,254</u>	<u>168,071,804</u>

## 8. Temporary investment used as collateral

Temporary investment used as collateral as at December 31, 2011 and 2010 are as follows:

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2011	2010	2011	2010
Cash at financial institute	316,492,085	99,136,248	-	-
Promissory note	1,130,000,000	174,000,000	-	-
Total	<u>1,446,492,085</u>	<u>273,136,248</u>	<u>-</u>	<u>-</u>

Cash at financial institute and promissory note of the subsidiary are considered bank security according to the credit facility agreement. The subsidiary cannot be used for any purpose other than repayments of loans and interest that accept by commercial bank and financial institute. (see notes 21.2)

## 9. Accounts and notes receivable

Accounts and notes receivable as at December 31, 2011 and 2010, are as follows:

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2011	2010	2011	2010
Receivables from sales of property				
Installment due	31,283,643	1,500,000	12,480,000	13,980,000
Services and rental receivable	44,743,433	38,641,273	46,669,887	42,861,652
Water supply receivable	11,237,878	6,216,678	-	-
Receivable from sale of electricity	66,118,201	590,730,581	-	-
Accounts receivable	22,385,233	13,167,913	-	-
Notes receivable	5,304	51,391	-	-
Total	<u>175,773,692</u>	<u>650,307,836</u>	<u>59,149,887</u>	<u>56,841,652</u>

Accounts receivable classified by outstanding aging as at December 31, 2011 and 2010 as follows:

	(Baht Million)			
	Consolidated financial statements		Separated financial statements	
	2011	2010	2011	2010
Less than 3 months	114	609	44	43
More than 3 - 6 months	34	39	1	-
More than 6 - 12 months	22	-	1	-
Over 12 months	6	2	13	14
Total	<u>176</u>	<u>650</u>	<u>59</u>	<u>57</u>

## 10. Property development cost

Property development cost as at December 31, 2011 and 2010 are as follow:

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2011	2010	2011	2010
Land	6,937,229,335	6,560,743,087	5,920,341,526	5,554,692,068
Advance for license to land use	1,240,286,437	1,077,149,849	-	-
Development cost	7,590,204,014	7,338,945,138	3,244,749,088	2,812,486,191
Borrowing cost	497,026,883	472,080,608	384,113,415	384,113,415
	<u>16,264,746,669</u>	<u>15,448,918,682</u>	<u>9,549,204,029</u>	<u>8,751,291,674</u>
<u>Less:</u> Transfer to cost of sales to date	(10,547,360,526)	(9,659,238,593)	(7,274,661,539)	(6,868,327,070)
Property developed cost - net	<u>5,717,386,143</u>	<u>5,789,680,089</u>	<u>2,274,542,490</u>	<u>1,882,964,604</u>

A Subsidiary company establishes the company in China, in 2008 has prepaid to purchase land to China government. Value of contract tendered in the amount of Yuan 296 million has first installment due in the amount of Yuan 150 million, second installment due in the amount of Yuan 70 million and final installment in the amount of Yuan 76 million. As at December 31, 2011, a subsidiary outstanding in the amount of Yuan 56 million.

The Company and subsidiaries has mortgaged 85% of total area of land that present in property development cost and some land in the project's subsidiary that operating in oversea and land under property, plant and equipment with the financial institutions as collaterals for long-term loans (see note 16, 21).

## 11. Inventories

Inventories as at December 31, 2011 and 2010 are as follow:

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2011	2010	2011	2010
Finished goods	17,610,302	9,780,318		
Raw material	15,104,483	2,784,242	-	-
Packing	9,772,889	8,300,876	-	-
Work in process	128,540,893	115,742,495	-	-
Total	<u>171,028,567</u>	<u>136,607,931</u>	<u>-</u>	<u>-</u>

## 12. Spare parts - net

Spare parts as at December 31, 2011 and 2010 are as follows:

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2011	2010	2011	2010
Spare parts	189,434,839	170,794,934	-	-
<u>Less</u> allowance for damage of goods	(52,042,071)	-	-	-
Net	<u>137,392,768</u>	<u>170,794,934</u>	<u>-</u>	<u>-</u>

In October 2011, a subsidiary has affected from flooding, therefore spare parts of a subsidiary was damaged. A subsidiary has allowance for damage spare parts according to cost spare parts that cannot use. Some of spare parts has allowance for maintenance of spare parts to be in use. (see notes 29)

### 13. Investment property

Investment property as at December 31, 2011 and 2010 as follow:

	Consolidated financial statements		Separated financial statements	
	2011	2010	2011	2010
Land	2,242,776,726	2,421,983,905	1,127,066,726	1,442,206,043
Development cost for sale	31,202,405	50,616,158	4,755,237	50,556,158
Borrowing cost	5,876,326	5,876,326	5,876,326	5,876,326
Total	<u>2,279,855,457</u>	<u>2,478,476,389</u>	<u>1,137,698,289</u>	<u>1,498,638,527</u>

Investment property has fair value in the consolidated and separated financial statements in the amount of Baht 2,891 million and Baht 1,300 million, respectively, which evaluated by the management reference from purchase and sale land at present.

The Company has mortgaged investment property with the financial institutions as collaterals for long-term loans (see note 21).

### 14. Property, plant and equipment - net

Property, plant and equipment have movement transaction as follows:

	Consolidated financial statements				
	Balance as at December 31, 2010	Increase	Disposal	Transfer	Balance as at December 31, 2011
<b>Cost</b>					
Land	559,390,039	71,174,342	-	-	630,564,381
Land improvement	11,605,102	-	-	-	11,605,102
Plant and buildings	3,873,138,968	1,062,706,523	-	191,753,250	5,127,598,741
Residence for employee	3,747,282	-	-	-	3,747,282
Furniture and fixture	118,820,082	261,972,098	(67,011)	-	380,725,169
Machinery, tool and equipment	8,277,159,835	9,873,242	(38,572,148)	3,000,283	8,251,461,212
Vehicles	97,235,015	39,405,009	(15,603,438)	-	121,036,586
Construction in progress	779,493,664	1,933,896,538	-	(194,753,533)	2,518,636,669
Total cost	<u>13,720,589,987</u>	<u>3,379,027,752</u>	<u>(54,242,597)</u>	<u>-</u>	<u>17,045,375,142</u>
<b>Accumulated depreciation</b>					
Land improvement	(1,537,365)	(796,772)	-	-	(2,334,137)
Plant and buildings	(1,038,710,281)	(173,012,257)	-	-	(1,211,722,538)
Residence for employee	(1,391,041)	(408,166)	-	-	(1,799,207)
Furniture and fixture	(84,557,303)	(39,121,569)	60,867	-	(123,618,005)
Machinery, tool and equipment	(2,274,803,533)	(387,608,981)	8,546,068	-	(2,653,866,444)
Vehicles	(62,302,767)	(14,448,704)	13,720,746	-	(63,030,725)
Total accumulated depreciation	<u>(3,463,302,288)</u>	<u>(615,396,449)</u>	<u>22,327,681</u>	<u>-</u>	<u>(4,056,371,056)</u>
Property, plant and equipments - net	<u>10,257,287,699</u>	<u>2,763,631,303</u>	<u>(31,914,916)</u>	<u>-</u>	<u>12,989,004,086</u>
Less Allowance from impairment	-				(899,955,506)
Net	<u>10,257,287,699</u>				<u>12,089,048,580</u>
Depreciation of assets for the years	544,070,186				615,396,449



Land of the Company, plant and buildings, machinery and equipment of the subsidiaries are mortgaged to guarantee overdraft and short-term loan from financial institute and long-term loan (see note 16, 21).

As at December 31, 2011 and 2010, the Company and subsidiaries have fixed assets, which were fully depreciated but still in use in the financial statements, stated at book value less accumulated depreciation in approximately Baht 142.73 million and Baht 137.11 million respectively.

Construction in progress increase in 2011 and 2010 was included borrowing costs in the amount of Baht 57.75 million and Baht 4.18 million respectively.

In 2011, two subsidiaries that have been damaged from flooding were written off ruined machinery tool, and equipment in the amount of Baht 30.02 million (net from accumulated depreciation in the amount of Baht 8.54 million). They also recorded allowance from impairment for the machines that need to be required in the amount of Baht 899.95 million, by recording in loss from flood (see note 29).

('Baht)

	Separated financial statements				Balance as at December 31, 2011
	Balance as at December 31, 2010	Increase	Disposal	Transfer	
<b>Cost</b>					
Land	145,877,470	-	-	-	145,877,470
Buildings and construction	860,783,626	2,835,027	-	32,025,956	895,644,609
Furniture and fixture	45,143,084	320,938	(56,700)	-	45,407,322
Tool and equipment	111,063,421	7,664,746	-	-	118,728,167
Vehicles	51,619,615	30,981,928	(1,079,700)	-	81,521,843
Construction in progress	50,214,446	17,972,576	-	(32,025,956)	36,161,066
Total cost	<u>1,264,701,662</u>	<u>59,775,215</u>	<u>(1,136,400)</u>	<u>-</u>	<u>1,323,340,477</u>
<b>Accumulated depreciation</b>					
Buildings and construction	(429,701,431)	(29,574,793)	-	-	(459,276,224)
Furniture and fixture	(42,317,191)	(1,416,848)	56,698	-	(43,677,341)
Tool and equipment	(45,499,438)	(5,374,228)	-	-	(50,873,666)
Vehicles	(36,496,628)	(8,081,251)	1,079,699	-	(43,498,180)
Total accumulated depreciation	<u>(554,014,688)</u>	<u>(44,447,120)</u>	<u>1,136,397</u>	<u>-</u>	<u>(597,325,411)</u>
Property, plant and equipments-Net	<u>710,686,974</u>	<u>15,328,095</u>	<u>(3)</u>	<u>-</u>	<u>726,015,066</u>
Depreciation of assets for the years	<u>54,506,873</u>				<u>44,447,120</u>

Land of the Company are mortgaged to guaranteed overdraft and short-term loan from financial institute and long-term loans (see note 16, 21).

Assets with fully depreciated but can be used have book value before less accumulated depreciation as at December 31, 2011 and 2010 in the amount of Baht 96.92 million and Baht 94.78 million respectively.

## 15. Intangible assets - net

Intangible asset as at December 31, 2011 and 2010 are as follow:

('Baht)

Consolidated financial statements					
	Net balance as at December 31, 2010	Purchase or acquire	Total	Amortized	Net balance as at December 31, 2011
Right of use gas pipelines system	135,691,672	-	135,691,672	(10,155,313)	125,536,359
Know-how	8,116,747	-	8,116,747	(1,047,600)	7,069,147
Cost of research & develop refined alcohol	22,154,341	-	22,154,341	(2,860,394)	19,293,947
Software	305,271	-	305,271	-	305,271
Total	<u>166,268,031</u>	<u>-</u>	<u>166,268,031</u>	<u>(14,063,307)</u>	<u>152,204,724</u>

('Baht)

Consolidated financial statements					
	Net balance as at December 31, 2009	Purchase or acquire	Total	Amortized	Net balance as at December 31, 2010
Right of use gas pipelines system	145,846,985	-	145,846,985	(10,155,313)	135,691,672
Know-how	9,164,347	-	9,164,347	(1,047,600)	8,116,747
Cost of research & develop refined alcohol	25,242,834	-	25,242,834	(3,088,493)	22,154,341
Software	305,271	-	305,271	-	305,271
Total	<u>180,559,437</u>	<u>-</u>	<u>180,559,437</u>	<u>(14,291,406)</u>	<u>166,268,031</u>

In 2005, a subsidiary has transferred right of gas pipeline system for received gas from PTT Public Company Limited by link to the pipeline system of PTT. According to the condition of supply agreement to purchase gas, a subsidiary has right to use gas pipeline according to the space of time of supply agreement to purchase gas within 21 years and renew the contract for 4 years. A subsidiary has recorded the right to use gas pipeline in historical cost less accumulated depreciation in the amount of Baht 192.95 million and presented in "Intangible assets". Intangible assets are amortized by the straight-line method of supply agreement to purchase gas, which balance 19 years.

A subsidiary has entered into technical agreement for manufacturing with oversea company for manufacturing goods. A subsidiary has paid cost of research and develops to produce-refined alcohol which has amortized from manufacture for 10 years.

## 16. Overdraft and short-term loans from the financial institute

Overdraft and short-term loans from the financial institute as at December 31, 2011 and 2010, are as follow:

	Interest rate	('Baht)			
		Consolidated financial statements		Separated financial statements	
		2011	2010	2011	2010
Overdraft	MOR	67,280	996,298	-	-
Short-term loans	As the financial institute set	2,426,356,000	3,090,000,000	2,365,000,000	2,870,000,000
<b>Total</b>		<b>2,426,423,280</b>	<b>3,090,996,298</b>	<b>2,365,000,000</b>	<b>2,870,000,000</b>

The Company has entered into overdraft with a commercial bank in the amount of Baht 20 million, with the interest rate of MOR per annum and entered into contract to received loan in the amount of Baht 340 million and no limit with the financial institutes by issue promissory note and bill of exchange.

Two subsidiaries has entered into overdraft with commercial bank in the amount of Baht 50 million and entered into short-term loan in the amount of Baht 470 million.

These loans are guaranteed by mortgage land, plant and building and machinery, tool, equipment and construction in progress of the Company and a subsidiary together with long-term loan (see note 21).

A subsidiary operated in China has short-term loan from financial institutes in the amount of Yuan 12 million, with interest rate at government specify+10% per annum. This loan guaranteed by mortgage land of a subsidiary that operates in China.

## 17. Accounts payable

Accounts payable as at December 31, 2011 and 2010 are as follow:

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2011	2010	2011	2010
Accounts payable - related company	-	-	7,326,186	24,177,747
Accounts payable - other	614,080,262	377,792,816	38,171,459	36,915,192
<b>Total</b>	<b>614,080,262</b>	<b>377,792,816</b>	<b>45,497,645</b>	<b>61,092,939</b>

## 18. Short - term loan

In 2011, two subsidiaries operating in china has short-term loan from several other person and companies totaling Yuan 113.10 million equal Baht 578.27 million, repayable within year 2012. This loan has no interest and collateral.

## 19. Advance from customer

As at December 31, 2010, a subsidiary that operated in China has enter selling and purchase agreement office building in the project with a customer in the amount of Yuan 43.80 million, which received installment in the amount of Yuan 20 million. A subsidiary during the separation of documentation rights and has transfer the legal in year 2012.

## 20. Provisions liabilities on sale of investments in subsidiaries

The Company has adjustment the consolidated financial statement for the year ended December 31, 2011, which was approved for issuing on February 29, 2012, related allowance for impairment of investments in subsidiary and allowance for doubtful debt loans to subsidiary has been recorded in other liabilities, which has decrease allowance accounts that presented on other liabilities and record provisions on sale of investments in subsidiaries and the loss on sale of investments lower than the book value in the consolidated statements of financial position and consolidated statement of income statement in the amount of Baht 269 million (see note 41). The adjustment has effect to the consolidated financial statements as follow:

	('Baht)		
	Consolidated statements of financial position		
	As at December 31, 2011		
	As previous reported	Effect	As restated
Other liabilities			
Allowance for doubtful debt – short-term loan to subsidiary	142,990,000	(142,990,000)	-
Allowance for impairment – investment in subsidiary	409,999,300	(409,999,300)	-
Provision liabilities on sale of investment in subsidiary	-	269,004,686	269,004,686
Total	<u>552,989,300</u>	<u>(283,984,614)</u>	<u>269,004,686</u>

## 21. Long-term loans

Long-term loans as at December 31, 2011 and 2010 are as follow :

	Consolidated financial statements		Separated financial statements	
	2011	2010	2011	2010
Long-term loans	8,527,697,068	8,304,557,174	2,348,888,079	2,746,075,185
<u>Less</u> Current portion of long-term loans				
due within 1 year	(1,086,392,449)	(1,145,744,355)	(232,160,449)	(529,347,555)
Balance	<u>7,441,304,619</u>	<u>7,158,812,819</u>	<u>2,116,727,630</u>	<u>2,216,727,630</u>

21.1 The Company has entered into loan agreement with local commercial bank are as follow:

21.1.1 On November 30, 2011, the Company entered into memorandum of agreement for the end of the contract. The commercial bank loans except the principal of installments for postponement payments a period of one year and nine months a year on the condition the repayment of the loan at No.2-5 as follows:

No.	Limit loan (Baht million)	Interest rate (Per year)	Term of payment	Collateral
1	1,950	Fixed deposit for 12 month + 2.50% per annum	Except the principal loan for 12 month Repayment the principal in the second to fifth year not less than Baht 80 million per quarter and the sixth and seventh year not less than Baht 83.75 million per quarter. Start to pay on May 2009 and last repayment on February 2015. In 2011 the Company repayment all amount of principal.	Mortgage land and construction in project and transfer right of cash at bank of debtor.
2	400	Fixed deposit for 12 month + 2.50 per annum in the first to fifth year, since January 1, 2012 interest rate at fixed deposit for 12 month + 3 per annum	Repayment of principal not less than Baht 50 million per quarter. Start to pay on December 2012 and last repayment on June 2015.	Mortgage land and construction in project.
3	500	Fixed deposit 12 month of personal+2.50 per annum in the first to fourth year. After that, interest rate at fixed deposit 12 months of personal+3 per annum	Repayment of principal not less than Baht 20 million per quarter. Start to pay on December 2012 and finish within December 2017.	Mortgage land of the Company's project.
4	750	MLR – 1.5 per annum	Repayment of principal not less than Baht 70 million per quarter. Start to pay on December 2012 and finish within March 2020.	Ordinary shares of Rojana Property Ltd. have pawned and transfer the demand right for receiving the all, dividend from RPD Property Development Co., Ltd's shares by the subsidiary company must not take the land of the company project to doing about juristic act.
5	300	Fixed deposit for 12 month + 3.50 per annum	Repayment of principal per quarter not less than Baht 45 million. Start to pay on October 2012.	Mortgage land and use collateral together with original credit.

21.1.2 On December 28, 2011, the Company had recorded the end of the loan agreement. The loans are repaid beginning for a year with the new conditions as follows:

No.	Limit loan (Baht million)	Interest rate (Per year)	Term of payment	Collateral
6	1,132	Fixed deposit for 6 month + 2.375 per annum	Repayment of principal not less than Baht 47.16 million per quarter and last repayment Baht 94.32 million within March 1, 2017.	Mortgage on a part of land, land development costs including a part of investment property, and mortgage pawn ordinary shares of an associated company held by the Company.

21.2 The subsidiaries has entered into loan agreements with the financial institute are as follows:

No.	Limit loan (Baht million)	Interest rate (Per year)	Term of payment	Collateral
1	4,344	MLR - 1.5 and since the fourth year onward at MLR-1	Repayment up to contract and repayment the principal together every six month, start paying on December 2010 and finish on July 2018.	Mortgage land, factory building and structure including machinery and tools of the subsidiary company which has the net book value as at December 31, 2011 in the amount of Baht 9,510.67 million and guarantee by cash at financial institute and bond of a subsidiary in the amount of Baht 1,446.49 million.
2	2,001	MLR - 1.5 and since the fourth year onward at MLR-1	Repayments up to contract and repayment the principal together every six month.	
3	3,600	MLR - 1.5 and since the fourth year onward at MLR-1	Repayments up to contract and repayment the principal together every six month.	
4	306	The first to third years at MLR-1.5 per annum and since the fourth year onward at MLR-0.5 per annum.	Repayment the principal quarterly total 20 period, in the amount of Baht 15.30 million quarterly since November 2007 and last repayment on August 2011.	Mortgage land, machinery and other system including building in progress of the subsidiary company which has the net assets value as at December 31, 2011 and 2010 in the amount of Baht 1,248.08 million and Baht 1,036.40 million respectively.
5	94	The first to third years at MLR-1.5 per annum and since the fourth year onward at MLR-0.5 per annum.	Repayment of principal per quarter total 20 periods in the amount of Baht 4.7 million per quarter. Start to repayment on March 2009 and last repayment on September 2011.	
6	260	The first-second year at MLR-1.25 per annum and the third year onward at MLR-0.25 per annum	Repayment of principal per quarter total 18 periods in the amount of Baht 20 million per quarter. Start to pay on December 2009 and final repayment on June 2011.	

No.	Limit loan (Baht million)	Interest rate (Per year)	Term of payment	Collateral
7	300	MLR-1.25 per annum and the twentieth-fifth year onward at MLR-0.5 per annum	In September 2011, the subsidiary has change term of repayment to be per quarter start to pay on March 2011 follow: - 1-4 period Baht 5 million. - 5-8 period Baht 27.50 million. - 9-12 period Baht 20 million. - 13-16 period Baht 22.50 million - 17 period repayment in total amount.	Mortgage land, machinery and other system including building in progress of the subsidiary company which has the net assets value as at December 31, 2011 and 2010 in the amount of Baht 1,248.08 million and Baht 1,036.40 million respectively.
8	600	fixed deposit for 3 month + 1.80 per annum	Repayment of principal per quarter start to pay on March 2013 follow: - 1-8 period Baht 10 million. - 9-12 period Baht 30 million. - 13-20 period Baht 32.50 million - 21 period repayment in total amount within December 2018.	
9	Yuan 90 million	Floating rate	Repayment of the principal within 28 month start at date of deposit each period.	Mortgage land of project in subsidiary company.

These loan has covenants on undertakes that the Company shall maintain its ratio as follow:

**Consolidated financial statements    Separated financial statements**

Debt to equity ratio                      not exceeding 2.5:1                      not exceeding 1.75:1

Financial institutions of lenders agreed to extend the above conditions.

## 22. Debentures

According to the annual shareholder meeting held on April 25, 2011, approval to issue debenture not exceeding Baht 3,000 million to be used for working capital, business expansion and/or debt repayment. The characteristic of debenture will depend on the economic situation when issuing. Total outstanding amount of debentures shall not exceed Baht 3,000 million, maturity not more than 10 years and shall be redeemed any time before maturity date. The debentures will be sold to domestic and/or international investors and/or domestic institutional investors and/or international institutional investors which can be sold in the whole amount or spitted several times. The interest rate will be depend on the market situation when issuing.

The Company issued 712,000 units of unsubordinated and unsecured debentures. The debentures, which have a face value of Baht 1,000 each, were sold at an offer price of Baht 1,000 per unit, or for a total of Baht 712 million. Significant details of the debentures are summarized below.

No.	Issues date	No. of debentures (Million Units)	Amount (Million Baht)	Coupon rate (% p.a.)	Tenure	Maturity date
1/2011	May 13, 2011	0.40	400	4.00%	3 years	May 13, 2014
1/2011	May 13, 2011	0.21	212	4.35%	5 years	May 13, 2016
1/2011	May 13, 2011	0.10	100	4.75%	7 years	May 14, 2018
		<u>0.71</u>	<u>712</u>			

The debentures impose certain restrictions on the Company relating to certain debt excludes trade payable debts to equity ratios of consolidated not exceeding 2.75:1 (As at December 31, 2011 consolidated financial statements has debt to equity ratio 1.86:1)

### 23. Post-employment benefits obligation

The Company and subsidiaries operate post-employment benefit plans under the Thai Labour Protection Act, which are considered as unfunded defined benefit plans.

Changing in the present value of the defined benefits obligation for the years ended December 31, 2011 and 2010, are as follow:

	Consolidated		Separated	
	financial statements	financial statements	financial statements	financial statements
	2011	2010	2011	2010
Beginning present value of post-employee benefits obligation	-	-	-	-
Plus Adjust from changing accounting policy (see note 3.3)	18,328,222	-	7,328,368	-
Beginning present value of post-employee benefits obligation – after adjustment	18,328,222	-	7,328,368	-
Increase in employee benefits during the period	2,472,189	-	764,811	-
Ending present value of post-employee benefits obligation	<u>20,800,411</u>	<u>-</u>	<u>8,093,179</u>	<u>-</u>

The actuarial assumptions used to calculate the defined benefits obligations for the consolidated and the separated financial statements are as follows:

	As at December 31, 2011	As at January 1, 2011
<b>Financial assumptions</b>		
Discount rate	3.96%	5%
Assumed increasing salary rate	5%	5%
Turnover	5%	5%
Retirement age	60 years	60 years



## 24. Share capital

### 24.1 Reconcile of share capital which is issued and paid-up

	Number of shares (shares)	Paid-up share capital (Baht)	Premium on share capital (Baht)	Registered share capital
Balance as at December 31, 2010	968,738,574	968,738,574	1,418,865,940	
Exercise of warrants during year				
ROJNA - W2 No. 6	169,293,145	169,293,145	507,879,435	March 8, 2011
ROJNA - W2 No. 7	21,078,184	21,078,184	63,234,552	June 6, 2011
ROJNA - W2 No. 8	618,624	618,624	1,443,865	September 5, 2011
ROJNA - W2 No. 9	99,174	99,174	231,471	December 7, 2011
Balance as at December 31, 2011	<u>1,159,827,701</u>	<u>1,159,827,701</u>	<u>1,991,655,263</u>	

24.2 According to the Minutes of Shareholders' Meeting of 2011 held on April 25, 2011 and the board' Meeting No. 4/2011 held on May 18, 2011, gave the resolution to increase share capital from Baht 1,196.22 million (1,196,217,508 ordinary shares of Baht 1.00 each) to Baht 1,594.96 million (1,594,956,678 ordinary shares of Baht 1.00 each) for support use right in accordance with warrant that will the third purchase share capital. The Company has registered increase share capital with the Department of Business Development on May 6, 2011.

### 24.3 Capital management

The Company and subsidiaries objective in company asset management is to maintain corporation continually operation ability to make return on equity holder and gains profit to other shareholder and to maintain proper equity structure to reduce asset of equity or adjust equity structure. The Company and subsidiaries may adjust dividend payment policy to equity holder, returning asset to equity holder, the issuing of new equity, or sell asset to reduce debt burden.

As at December 31, 2011, the consolidated financial statements present Debt to equity ratio at 2.93:1 (the separated financial statements : Debt to equity ratio at 2.0:1)

## 25. Warrants

25.1 Details of the warrants of the Company which were issued without charge are as follows: -

	Outstanding of warrants as at December 31, 2010	Outstanding of warrants issuance during the year	Exercise during the year	Outstanding of warrants as at December 31, 2011
Warrants				
ROJNA – W2	227,475,075	-	(190,969,586)	36,505,489
ROJNA – W3	-	386,369,385	-	386,369,385
Total	<u>227,475,075</u>	<u>386,369,385</u>	<u>(190,969,586)</u>	<u>422,874,874</u>

25.2 According to the Minutes of shareholders' Meeting of 2011 held on April 25, 2011 and the minutes of director' Meeting No.4/2011 held on May 18, 2011, has resolution issue the third warrants are as follows:

Warrants Name	Offered to	Date of issuance	No. of warrants	Term of warrants	Exercise Ratio	Exercise price
ROJNA – W3	The original Shareholder	Within 1 year since July 20, 2011	386,369,385	5 year	3 ordinary shares to 1 unit of warrant	Baht 4 shares

Such warrants an allotment of 386,369,385 units of warrants to the existing shareholders. The warrants can be exercised on every last business day of March June September and December each year. The last exercise of the warrants will be on the day that the warrants reach the maturity term of five years. (the first exercise date should be on the last working day of on December 2011).

## 26. Legal reserve

Under the provisions of the Limited Public Company Act B.E. 2535, the Company is required to appropriate at least 5% of its annual net income after deduction of the deficit brought forward (if any) as reserve fund, until the reserve fund reaches no less than 10% of the authorized share capital. Such reserve fund is not available for distribution as dividend and the Company has full reserve.

## 27. Dividend

### **The parent company**

According to the Minutes of Shareholders' Meeting of 2011 held on April 25, 2011, gave the resolution to pay dividend to the shareholders Baht 0.40 per share in the amount of Baht 455.21 million and according the board of directors' meeting No. 5/2011 held on August 15, 2011, gave the resolution to pay interim dividend to the shareholders Baht 0.20 per share in the amount of Baht 231.82 million, the dividend totaling Baht 687.03 million. The dividend was paid on the second and third quarter of 2011.

According to the Minutes of Shareholders' Meeting of 2010 held on April 27, 2010, gave the resolution to pay dividend to the shareholders Baht 0.30 per share in the amount of Baht 284.83 million and according the board of directors' meeting No. 9/2010 held on August 10, 2010, gave the resolution to pay interim dividend to the shareholders Baht 0.30 per share in the amount of Baht 284.83 million, the dividend totaling Baht 569.66 million. The dividend was paid on the second and third quarter of 2010.

### **Subsidiaries**

#### **Rojana Industrial Management Co., Ltd.**

According to the Minutes of Shareholders' Meeting of subsidiary company of 2010, held on March 15, 2010, gave the resolution to pay dividend to the shareholders Baht 11.76 per share in the amount of Baht 200 million. The company was paid dividend on the first quarter of 2010.

#### **Rojana Power Co., Ltd.**

According to the extraordinary shareholders' meeting No. 2/2010 held on November 19, 2010, gave the resolution to pay dividend to the shareholders Baht 0.83 per share in the amount of Baht 200 million. The company was paid dividend on December 2010.

## 28. Expenses by nature

Expenses by nature for the years ended December 31, 2011 and 2010, that occurred from important expenses are as follow:-

	('Baht)			
	Consolidated financial statements		Separated financial statements	
	2011	2010	2011	2010
Changing in finished goods and work in process	21,049,525	29,286,163	-	-
Used in raw material and supplies	2,899,648,737	3,351,922,152	-	-
Depreciation	615,396,449	544,070,186	44,447,120	54,506,873
Amortization	14,063,307	14,291,406	-	-
Management fee in power plant	102,812,400	98,788,000	-	-
Expenses for employees	227,857,050	115,478,715	26,474,535	30,139,078
Management benefit expenses	35,424,453	33,041,077	12,246,931	11,711,155

## 29. Loss from flood

As the flood crisis taking place in Rojana Industrial Park, Ayutthaya, Thailand in October 2011. There are one Company branch, one Power Plant and two factories of Water Supply & Wastewater Treatment Plant which are Company's subsidiaries. Office building, office equipments and machinery equipments had damaged according to this situation. The operation was interrupted, the details that have been recorded in the financial statements are as follows:

29.1 The Company and subsidiary have several expenses of the improvement measures for flood prevention, repairs and replacements to the damaged properties. The Company has already claimed from the insurance companies. The confirmation letter regarding payment claims from the insurance companies had been received, and was shown in accrued income from insurance companies in the amount of Baht 55.19 million, and Baht 45.49 million respectively. Details of losses from flooding are as follows:

	('Baht)	
	Consolidated financial statements	Separated financial statements
Write off damaged properties (see note 14)	30,032,222	-
Repairs and maintenances-spare parts (see note 29.2)	52,042,071	-
Repairs and maintenances-machinery equipments (see note 29.2)	899,955,506	-
Cost of prevention, repairs and replacements	84,281,923	56,386,782
Total	1,066,311,722	56,386,782
Insurance payment claims	(100,680,895)	(55,192,325)
Net loss from flood	965,630,827	1,194,457

29.2 A Company's subsidiary is engaged in the business of Power Plant has been affected and damaged spare parts and machinery equipments caused by the flood. The management had estimated of damaged properties in the amount of Baht 3,362 million and estimated of payment claims in the amount of Baht 2,462 million. The Company's subsidiary has to repair and change the spare parts and machinery equipment therefore, recorded cost relating to the repairs and the replacements in the amount of Baht 52.04 million and recorded for allowance from impairment machinery equipments in the amount of Baht 899.96 million. The insurance companies has already paid first payments in the amount of Baht 1,030.12 million which shown in advance received from insurance companies.

### 30. Income tax

The Company and two subsidiaries has several promotion certificates which are using the right of exemption corporate income tax, but a subsidiary has net profit from some operate that ended promotion certificates and plus other expenses that are not considered to be expenses follow revenue code, which has income tax in consolidated statement of income.

### 31. Earnings (loss) per shares

Basic earnings (loss) per share are calculated by dividing net profit (loss) attributable to shareholders by the weighted average number of ordinary shares issue during the year for the each year as follows;

	Consolidated financial statements		Separated financial statements	
	For the years ended December 31,		For the years ended December 31,	
	2011	2010	2011	2010
Net profit (loss) (Baht)	(553,870,596)	666,227,876	(176,758,893)	433,518,258
Weighted average number of ordinary shares (Share)	1,119,696,020	943,885,174	1,119,696,020	943,885,174
Basic earnings (loss) per share	(0.49)	0.71	(0.16)	0.46
Effect of diluted ordinary shares				
Diluted number of ordinary shares (Share)	1,367,590,982	1,081,979,080	1,367,590,982	1,081,979,080
Diluted earnings (loss) per share	(0.40)	0.62	(0.13)	0.40

As at December 31, 2011, the Company has balance warrants (Warrant 2) 36,505,489 units which have an exercise price of Baht 3.334 per share of 1.19982 warrants per one ordinary share and balance warrants (Warrant 3) 386,369,385 units which have an exercise price of Baht 4 per share of one warrant per one ordinary share. The calculation of the diluted earnings (loss) per share based on the assumption that there is the exercise of warrant holders, the fair values of average ordinary share which calculated diluted earnings (loss) per share equal Baht 9.28.

As at December 31, 2010, the Company has balance warrants 227,475,075 units which have an exercise price of Baht 4 per share of one warrant per one ordinary share. The calculation of the diluted earnings (loss) per share based on the assumption that there is the exercise of warrant holders, the fair values of average ordinary share which calculated diluted earnings (loss) per share equal Baht 10.18.

### 32. Business segment information

The Company and subsidiaries' business operations involve principal segment i.e. real estate development, electricity, water supply, ethyl alcohol and interior. These operations are carried on both in Thailand and oversea. Segment information of the Company and subsidiaries for the years ended December 31, 2011 and 2010 consist of:

#### Business segments

	For the year ended December 31, 2011					('Baht)
	Real estate	Power plant	Utility	Ethyl alcohol plant	Interior	Total
Revenues	2,190,371,436	4,000,605,696	51,877,933	84,842,403	-	6,327,697,468
Segment result	987,015,753	360,659,695	36,032,024	33,686,961	-	1,417,394,433
Other income						12,974,229
Company's portion in gain of investment in associated						120,107,957
Unallocated costs						(2,376,440,031)
Minority interest						541,097,502
Net loss						<u>(553,870,596)</u>
Asset operating						
(As at December 31, 2011)	<u>13,212,180,867</u>	<u>10,813,038,440</u>	<u>1,292,865,530</u>	<u>633,428,947</u>	<u>168,942</u>	<u>25,951,682,726</u>

	For the year ended December 31, 2010					('Baht)
	Real estate	Power plant	Utility	Ethyl alcohol plant	Interior	Total
Revenues	3,278,163,939	4,822,109,986	53,374,114	27,054,574	-	8,180,702,613
Segment result	1,083,959,243	711,239,172	41,630,744	7,187,950	-	1,844,017,109
Other income						24,332,510
Gain on exchange rate						21,002,409
Company's portion in gain of investment in associated						191,185,327
Unallocated costs						(1,202,738,194)
Minority interest						(211,571,285)
Net profit						<u>666,227,876</u>
Asset operating						
(As at December 31, 2010)	<u>12,250,078,417</u>	<u>9,344,767,434</u>	<u>1,006,290,848</u>	<u>578,946,094</u>	<u>1,717,250</u>	<u>23,181,800,043</u>

## Geographical segments

(‘Baht)

	For the years ended December 31, 2011 and 2010					
	Segment in Thailand		Segment in oversea		Total	
	2011	2010	2011	2010	2011	2010
Net revenues	5,322,592,140	6,096,513,878	1,005,105,328	2,084,188,735	6,327,697,468	8,180,702,613
Segment result	1,031,651,411	1,233,783,836	385,743,022	610,233,273	1,417,394,433	1,844,017,109
Property, plant and equipment - net	10,833,332,324	10,246,087,676	1,255,716,256	11,200,023	12,089,048,580	10,257,287,699

Transfer prices between business segments are as set out in Note 35.6 to the financial statements.

### 33. Promotional privileges

The Company has been granted certain rights and privileges as a promoted industry under the Investment Promotion Act. Of 1977, the main privileges include an exemption from corporate income tax for a period of 7 years from the date when income is first derived from the promoted activities. The promotion privileges of phase are promoted industry at the industrial estate in Ayutthaya province and project in Rayong Province are still exist. To be entitled to such rights and privileges, the company has to comply with the requirements specified in the industrial promotion certificates.

Subsidiary company been granted certain rights and privilege as a promoted industry under the Investment Promotion Act. Of 1997. The main privileges include an exemption from corporate income tax for a period of 8 years from the date when income is first derived from the promoted activities. To be entitled to such rights and privileges, the subsidiary company has to comply with the requirements specified in the industrial promotion certificates.

### 34. Revenues reporting of a promoted industry

Based on the announcement of the Board of the Investment No. 14/1998 dated December 30, 1998 regarding revenues reporting of a promoted industry, the Company is required to report the revenues from domestic sales and export sales separately. Also report separately between the promoted and non-promoted business. The required information are as follows:

	('Baht)		
	Consolidated financial statements		
	For the year ended December 31, 2011		
	Promoted business	Non-promoted business	Total
<b>Revenue</b>			
Revenue from sales of land	541,868,200	225,494,000	767,362,200
Revenue from sales of condominium	-	833,241,673	833,241,673
Revenue from sales	2,435,112,618	1,650,335,481	4,085,448,099
Service income	67,805,091	321,972,186	389,777,277
Rental income	-	251,868,219	251,868,219
Interest income	20,000	10,099,136	10,119,136
Other revenue	860	2,854,233	2,855,093
Total	<u>3,044,806,769</u>	<u>3,295,864,928</u>	<u>6,340,671,697</u>

	('Baht)		
	Consolidated financial statements		
	For the year ended December 31, 2010		
	Promoted business	Non-promoted business	Total
<b>Revenue</b>			
Revenue from sales of land	581,200,125	105,073,500	686,273,625
Revenue from sales of condominium	-	2,159,693,735	2,159,693,735
Revenue from sales	3,007,011,509	1,842,153,051	4,849,164,560
Service income	27,476,526	405,857,750	433,334,276
Rental income	-	52,236,417	52,236,417
Gain on exchange rate	10,146,272	10,856,137	21,002,409
Interest income	20,000	7,795,508	7,815,508
Other revenue	-	16,517,002	16,517,002
Total	<u>3,625,854,432</u>	<u>4,600,183,100</u>	<u>8,226,037,532</u>



('Baht)

	Separated financial statements		
	For the year ended December 31, 2011		
	Promoted business	Non-promoted business	Total
<b>Revenue</b>			
Revenue from sales of land	680,300,200	225,494,000	905,794,200
Service income	17,888,967	350,194,007	368,082,974
Rental income	-	61,239,124	61,239,124
Interest income	-	107,373,255	107,373,255
Other revenue	860	2,505,222	2,506,082
Dividend income	-	205,334,006	205,334,006
Total	<u>698,190,027</u>	<u>952,139,614</u>	<u>1,650,329,641</u>

('Baht)

	Separated financial statements		
	For the year ended December 31, 2010		
	Promoted business	Non-promoted business	Total
<b>Revenue</b>			
Revenue from sales of land	662,136,125	105,073,500	767,209,625
Service income	27,476,526	405,358,515	432,835,041
Rental income	-	69,112,410	69,112,410
Interest income	-	55,659,277	55,659,277
Other revenue	-	8,744,733	8,744,733
Dividend income	-	381,393,914	381,393,914
Total	<u>689,612,651</u>	<u>1,025,342,349</u>	<u>1,714,955,000</u>

### 35. Related party transactions

#### 35.1 Investment in associated company

Company's name	Business	Consolidated financial statements							
		Paid up share capital (Million Baht)		Investment portion (%)		Investment value Equity method		Share of profit from investment In associated company	
		As at December 31, 2011	As at December 31, 2010	As at December 31, 2011	As at December 31, 2010	As at December 31, 2011	As at December 31, 2010	For the years ended	
								December 31, 2011	December 31, 2010
<b>Associated Companies</b>									
Ticon Industrial Connection Public Company Limited	Development of factories and warehouses, mainly for rent and sale	781	686.34	21.35	20.79	1,811,806,677	1,716,829,568	103,374,690	168,899,437
Operational Energy group Limited	Provide maintenance, manage and operate the electric plant	30	30	25	25	91,090,607	79,607,340	16,733,267	22,285,890
Total						<u>1,902,897,284</u>	<u>1,796,436,908</u>	<u>120,107,957</u>	<u>191,185,327</u>

('Baht)

		Separated financial statements							
		Paid up share capital (Million Baht)		Investment portion (%)		Investment value cost method		Dividend income	
		As at December 31, 2011	As at December 31, 2010	As at December 31, 2011	As at December 31, 2010	As at December 31, 2011	As at December 31, 2010	For the years ended	
Company's name	Business							December 31, 2011	December 31, 2010
<b>Associated Companies</b>									
Ticon Industrial Connection Public Company Limited	Development of factories and warehouses, mainly for rent and sale	781	686.34	21.35	20.79	1,305,539,463	1,115,298,447	200,084,006	114,143,914
Operational Energy group Limited	Provide maintenance, manage and operate the electric plant	30	30	25	25	24,071,000	24,071,000	5,250,000	5,250,000
Total						<u>1,329,610,463</u>	<u>1,139,369,447</u>	<u>205,334,006</u>	<u>119,393,914</u>

The Company has the warrant (TICON-W4) for the right to buy shares of Ticon Industrial Connection Public Company Limited which is associated company, total shares 24.06 million at Baht 7.908 per share in the amount of Baht 190.24 million. Therefore the Company has increased investment portion.

Ticon Industrial Connection Public Company Limited, associate company has the warrant holders to purchase common stock (TICON-W2 and TICON-W4) to exercise and has issued the additional share capital to specific person therefore the ratio of the shareholder were changed. As at December 31, 2011 and 2010, the Company has recalculated the ratio of the shareholder and record the increase of investment in associate and present in "Surplus on change in shareholding in subsidiary" in other components of equity in the amount of Baht 191.15 million and Baht 189.70 million respectively.

### 35.2 Investment in subsidiaries

('Baht)

		Separated financial statements							
		Paid up share capital (Million Baht)		Investment portion (%)		Cost method		Dividend income	
		As at December 31, 2011	As at December 31, 2010	As at December 31, 2011	As at December 31, 2010	As at December 31, 2011	As at December 31, 2010	For the years ended	
Company's name								December 31, 2011	December 31, 2010
<b>Subsidiaries</b>									
Rojana Power Co., Ltd.		2,700	2,450	41	41	1,160,764,465	1,037,764,465	-	82,000,000
Rojana Industrial Management Co., Ltd.		170	170	90	90	152,999,930	152,999,930	-	180,000,000
Rojana Property Co., Ltd.		400	400	100	100	399,999,300	399,999,300	-	-
Rojana Distillery Co., Ltd.		410	410	100	100	409,999,300	409,999,300	-	-
KPD Property Development Co., Ltd.	USD 25 million	USD 25 million		100	100	823,950,000	823,950,000	-	-
Rojana Energy Co., Ltd.		200.64	1	70	100	140,448,000	1,000,000	-	-
Total						<u>3,088,160,995</u>	<u>2,825,712,995</u>	<u>-</u>	<u>262,000,000</u>
<u>Less</u> allowance for impairment						<u>(409,999,300)</u>	<u>-</u>		
Net						<u>2,678,161,695</u>	<u>2,825,712,995</u>		

#### **Subsidiary company – Rojana Power**

According to the Minutes of Shareholders' Meeting of 2011 of Rojana Power Co., Ltd held on April 26, 2011, gave the resolution to increase share capital from Baht 2,400 Million (240,000,000 ordinary shares of Baht 10 each) to Baht 2,800 million (280,000,000 ordinary shares of Baht 10 each) and paid-up share capital which increase in the amount of Baht 100 million (40,000,000 ordinary shares of Baht 2.50 each). The subsidiary company has registered increase share capital with the Department of Business Development on July 27, 2011. The Company has options to purchase in the same 41%.

On January 2010, Rojana Power Co., Ltd. was paid-up share capital at 50 percent, in amount of Baht 250 million (50,000,000 ordinary shares of Baht 5 each) the Company was paid-up share capital in the amount of Baht 102.50 million. According to the extraordinary of shareholders' Meeting No.2/2010 held on November 19, 2010. The company gave the resolution increase authorized share capital from Baht 2,100 million (210,000,000 ordinary shares of Baht 10.00 each) to Baht 2,400 million (240,000,000 ordinary shares of Baht 10.00 each). The company has registered increase share capital with the Department of Business Development on December 27, 2010, the Company was paid-up share capital in the amount of Baht 123 million.

#### **Subsidiary company – Rojana Industrial Management**

According to the Minutes of Shareholders' Meeting of Rojana Industrial Management Co., Ltd in 2010 held on March 15, 2010, gave the resolution to pay dividend to the shareholders Baht 11.76 per share in the amount of Baht 200 million. The subsidiary has already paid on the first quarter in 2010.

#### **Subsidiary company – Rojana Energy**

According to the Extraordinary Meeting No. 1/2011 of Rojana Energy Co., Ltd held on August 18, 2011, gave the resolution to increase share capital from Baht 1 Million (100,000 ordinary shares of Baht 10 each) to Baht 714 million (71,400,000 ordinary shares of Baht 10 each) and paid-up share capital which increase in the amount of Baht 199.64 million (71,300,000 ordinary shares of Baht 2.80 each). The subsidiary company has registered increase share capital with the Department of Business Development on August 19, 2011. Such capital increase, the Company has option to purchase common shares some in the amount Baht 139.45 million and has percentage of share hold by the Company of 70%.

## Subsidiary company – Rojana Distillery

In 2011, the Company has recorded allowance from impairment of investment in Rojana Distillery Co., Ltd in the amount of Baht 410 million because the Company entered into an agreement to sell its business to other company totaling Baht 400 million (see note 40.1). The managements set pricing from environmental factors in the commercial.

According to the extraordinary of shareholders' Meeting No.1/2010 held on January 25, 2010 of Rojana Distillery Co., Ltd. Gave the resolution to increase authorized share capital from Baht 200 million (2,000,000 ordinary shares of Baht 100 each) to Baht 410 million (4,100,000 ordinary shares of Baht 100 each). The company has registered increase share capital with the Department of Business Development on January 26, 2010. The Company has paid investment totaling in the amount of Baht 210 million and has percentage of shares hold by the Company at 100%.

### 35.3 Short-term loan to related person and party

35.3.1 A subsidiary has advance to director as follow:

('Baht)

	Consolidated financial statements				
	Balance as at	Movement during period		Balance as at	Interest rate
	December 31, 2010	Increase	Decrease	December 31, 2011	
<b>Related person</b>					
Mr. Direk Vinichbutr	-	40,000,000	-	40,000,000	-

35.3.2 The Company has loan to subsidiaries company are as follow:

('Baht)

	Separated financial statements				
	Balance as at	Movement during the period		Balance as at	Interest rate
	December 31, 2010	Increase	Decrease	December 31, 2011	
<b>Subsidiaries company</b>					
Rojana Property Co., Ltd	1,268,064,000	230,300,000	-	1,498,364,000	Cost of financial
Rojana Distillery Co., Ltd.	409,360,000	129,030,000	-	538,390,000	Cost of financial
Rojana Industrial Management Co., Ltd.	-	17,000,000	(17,000,000)	-	-
Rojana Energy Co., Ltd.	6,200,000	1,700,000	(7,900,000)	-	Cost of financial
total	1,683,624,000	378,030,000	(24,900,000)	2,036,754,000	
<u>Less allowance for doubtful debt</u>	-			(142,990,000)	
Net	1,683,624,000			1,893,764,000	

### 35.4 Payable - related company

A subsidiary has entered into four agreements to use the provision of machinery maintenance service with a connected company operating overseas. The agreements are worth a total of USD 6.90 million where the term of payment is by installment at every six months, totaling of 5 installments for each agreement.

### 35.5 Short-term loan to related person

A subsidiary has short-term loan from director which without contract and due date are as follows:

('Baht)

	Consolidated financial statements				Interest rate
	Balance as at	Movement during period		Balance as at	
	December 31, 2010	Increase	Decrease	December 31, 2011	
<b>Director</b>					
Mr. Direk Vinichbutr	-	40,131,000	(40,131,000)	-	4% per annum

### 35.6 Related party transaction

Asset, liabilities, revenues, and expenses. The transactions are from common shareholders and/or directorship both directly and indirectly. Transaction and balance of account with related companies as follow:

('Baht)

	Consolidated financial statements		Separated financial statements	
	As at	As at	As at	As at
	December 31, 2011	December 31, 2010	December 31, 2011	December 31, 2010
<b>Balance of account</b>				
<b>Subsidiaries</b>				
<b>Rojana Power Co., Ltd</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Account receivable	-	-	14,406,454	16,700,379
Unearned income	-	-	88,624,000	-
<b>Rojana Industrial Management Co., Ltd.</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Account payable	-	-	7,326,186	24,177,747
Other liability-deposit received	-	-	6,053,600	6,053,600
<b>Associated</b>				
<b>Operational Energy Group Limited</b>				
(Natural of relationship is shareholder and common shareholder and director)				
Accrued service charge	72,948,996	31,441,545	-	-
Accrued expenses	-	18,000,000	-	-
<b>Related party</b>				
<b>Sumikin Bussan Corporation</b>				
(Natural of relationship is Shareholder and common director)				
Prepaid commission	6,597,950	-	6,597,950	-
Accrued commission	-	3,357,554	-	3,357,554
Accrued service charge	1,500,000	1,500,000	-	-
Accrued maintenance	119,644,386	177,058,981	-	-

	('Baht)					
	For the years ended December 31, 2011 and 2010					
	Consolidated financial statements		Separated financial statements		Cost of related policy	
	2011	2010	2011	2010	2011	2010
<b>Revenues and expenses</b>						
<b>Subsidiaries</b>						
<b>Rojana Power Co., Ltd</b>						
(Natural of relationship is shareholder and common shareholder and director)						
Revenue from sales of land	-	-	-	80,936,000	Market price under condition of limit quantity	
Service income	-	-	29,268,368	51,872,839		
Rental income	-	-	9,626,600	9,626,600		
Other income	-	-	1,800,000	600,000	Baht 50,000 and Baht 200,000 /Month	Baht 50,000 /Month
<b>Rojana Industrial Management Co., Ltd.</b>						
(Natural of relationship is shareholder and common shareholder and director)						
Revenue from sales of land	-	-	138,432,000	-		
Service income	-	-	915,262	1,002,040		
Rental income	-	-	6,658,960	7,249,393		
Cost of water supply and waste water treatment	-	-	185,552,604	243,246,774	Baht 14 / Cubic meter	Baht 14 / Cubic meter
<b>Rojana Property Co., Ltd.</b>						
(Natural of relationship is shareholder and common shareholder and director)						
Interest income	-	-	76,653,670	36,169,668		
<b>Rojana Distillery Co., Ltd.</b>						
(Natural of relationship is shareholder and common shareholder and director)						
Interest income	-	-	24,930,614	16,849,019		
<b>Rojana Energy Co., Ltd.</b>						
(Natural of relationship is shareholder and common shareholder and director)						
Interest income	-	-	244,919	82,588		
<b>Associated</b>						
<b>Ticon Industrial Connection PLC.</b>						
(Natural of relationship is shareholder and common shareholder and director)						
Service income	1,085,057	431,165	-	-		
<b>Operational Energy Group Limited</b>						
(Natural of relationship is shareholder and common shareholder and director)						
Service charge	213,243,845	188,679,172	-	-		
<b>Related party</b>						
<b>Sumikin Bussan Corporation</b>						
(Natural of relationship is shareholder and common director)						
Commission	10,231,540	18,239,245	10,231,540	18,239,245	4%	4%
Service charge	1,500,000	3,000,000	-	-		
Machine maintenance	-	47,565,191	-	-		
<b>Ticon Logistics Park Co., Ltd.</b>						
(Natural of relationship is subsidiary of associated company and common director)						
Revenue from sales of land	-	51,691,500	-	51,691,500	Market price under condition of limit quantity	
Service income	17,464	431,165	-	-		

### 35.7 Directors and managements' remuneration

35.7.1 Directors' remuneration are benefits payment to directors of the Company under section 90 of the Public Company Limited Act, which is not included the salary and related benefits paid to the Company's directors, who are executive management of the Company.

35.7.2 The management's benefits in cash are salary, bonus and provident funds paid to the Company's management.

35.7.3 The management's benefits paid to management according to the TAS 24 (revised 2009) "Related Party Disclosures" for the years ended December 31, 2011 and 2010 are as follows:

	Consolidated		Separated	
	financial statements		financial statements	
	2011	2010	2011	2010
Short-term employee benefit	36,348,663	33,719,733	13,621,441	13,231,111
Post retirement benefits	2,472,189	-	764,811	-
Total	<u>38,820,852</u>	<u>33,719,733</u>	<u>14,386,252</u>	<u>13,231,111</u>

('Baht)

### 36. Changing in accounting estimates

In 2011, the Company changed its accounting estimate for the useful life of fixed assets, to appropriate for the condition and actual useful life. The management approved to begin in fiscal in year 2011 onwards. The change in useful life of building is as follow:

	New	Original
Building	20 - 35 years	20 years

The changing in accounting estimate, the Company calculates depreciation based on remaining useful life, so the impact of changes in estimation are recognized as depreciation of assets for the year 2011, decrease in the amount of Baht 13.71 million and the impact on depreciation of assets in the year 2012-2030 is totaling Baht 122.58 million.

### 37. Letter of guarantee

As at December 31, 2011 and 2010, the Company and its subsidiaries company have obligations with guarantees issued by commercial banks as follows: -

	As at December 31, 2011			As at December 31, 2010		
	Parent Company	Subsidiaries	Total	Parent Company	Subsidiaries	Total
Letter of guarantee	618.90	747.23	1,366.13	628.27	936.34	1,564.61

### 38. Commitments and contingent liabilities

38.1 As at December 31, 2011 and 2010, the Company and subsidiaries have commitments in respect of projects development and constructions of approximately Baht 451.18 million and Baht 237.44 million respectively.

38.2 The Company has entered into letter of guarantee for supply agreement to purchase gas of the Company's customer which has business in Rojana Industrial Park Rayong Province with PTT Public Company Limited in the amount of Baht 90.15 Million for 10 years. The Company has cash in hand which present in non-current assets for guarantee and will receive cash for the each year follow the quantity of customer use in rate Baht 12.91 per million BTU. All those the total quantity not less than million 6.98 BTU.

38.3 A Subsidiary has commitments from long - term agreement as follow:

38.3.1 Agreement to sale electricity to the Electricity Generation Authority of Thailand (EGAT), which is effective for a period of 25 years commencing from May 1999. Such company has to provide security of Baht 163 million in form of bank guarantee according to the Power Purchase Agreement with EGAT.

38.3.2 Agreement to purchase gas from PTT Public Company limited for the period of 21 years. Such agreement can be renewed or extended by 4 years.

38.4 As at December 31, 2011 and 2010, the Company and a subsidiary company has entered into the purchase and sale land agreement in the amount of Baht 2,088.47 million and Baht 541.77 million respectively. The Company and a subsidiary company has paid deposit of land in the amount of Baht 473.86 million and Baht 90.02 million respectively.



### 39. Presentation and disclosure for financial instruments

#### 39.1 Interest rate risk

The interest rate risks is the risks that affected from market interest rates fluctuation. It also affect the company's and subsidiary's operation in this period and in the future. The company and subsidiary does not engage in interest rate swap because the effect is expected to be immaterial.

#### 39.2 Investment and account receivable risk

The Company and subsidiaries has no significant concentrations of investment and account receivable risk related to its cash and short-term investments. The subsidiaries places its cash and short-term investments in low risk investment accounts and with banks and high quality financial institution. The Company has a policy in place to ensure that when land is sold, ownership is transferred only when customers make full payment.

#### 39.3 Foreign exchange rate risk

A subsidiary is exposed to foreign exchange rate risk subject to borrowings are entered into in foreign currencies. The management has policy to enter into any types of foreign exchange contracts to hedge transaction risk for short-term currency exposure by enter into short-term agreement for payment during the year. As at December 31, 2011 and 2010, the Company and subsidiary no balance of foreign exchange contracts. Which the subsidiary have assets and financial liabilities are foreign exchange rate in consolidated in the amount of USD 8.13 million and USD 7.15 million respectively.

#### 39.4 Fair value for financial instruments

The Company and subsidiaries carrying amounts of the following financial assets and financial liabilities approximate to their fair values:

- Cash and cash equivalents, temporary investment, accounts and notes receivable and short-term loan to related company is short-term financial instruments: book value is equal to the estimated fair value.
- Account payable, assets payable, amount due from related party and other current liabilities: book value is equal to the estimated fair value.
- Overdraft and short-term loans from financial institute and long-term loans which has floating rate: book value is equal to the estimated fair value.

As at December 31, 2011 and 2010, fair values of financial assets are not materially different from book value. Financial liabilities are present at book value with equal to the estimated fair value.

Moreover, the fair value is calculated by using the above method and assumption. The actual fair value may be different.

#### **40. Events after the reporting date**

40.1 On January 20, 2012, the Company entered into purchase-sell agreement for acquisition a subsidiary with other company. They agreed to sell Rojana Distillery Company Limited that was held totaling by the Company in the amount of Baht 400 million. As at December 31, 2011, the Company received a deposit in the amount of Baht 50 million, and present in other current liabilities. The remaining Baht 350 million, the Company has received and transfer right of share to purchaser on February 3, 2012.

40.2 On January 27, 2012, the Company had a contract for the construction of the dam, to prevent flooding in Rojana Industrial Park Ayutthaya province. The value of the agreement is Baht 2,172.10 million (including tax). The construction shall be completed on or before August 31, 2012.

#### **41. Adjustment**

On January 20, 2012, the Company entered into purchase-sell agreement for acquisition a subsidiary in the amount of Baht 400 million (include remit debt by the parent company in the amount of Baht 542.99 million (see note 40.1), which events after reporting period, the sequel on July 20, 2011, the Company entered into purchase-sell agreement for acquisition Rojana Distiller Co., Ltd that was held totaling by the Company to other company, without determining the selling price. The Company has been received a deposit in the amount of Baht 50 million. The financial statements for the year ended December 31, 2011, was recorded loss on impairment of investments in subsidiary and doubtful debt of loans to subsidiary (Rojana Distillery Co., Ltd) in the amount of Baht 410 million and Baht 142.99 million respectively totaling Baht 552.99 million in the consolidated statements of income. These transactions are present included in loss attributable to parent company of in the amount of Baht 837.85 million and other liabilities in the amount of Baht 552.99 million in the consolidated statements of financial position (see note 20). Base on the above events, the

above the Company has revised the consolidated financial statement to ensure consistency with aforementioned for the year ended December 31, 2011, was approved for issuing on February 29, 2012, which has an impact on the loss attributable to the parent company decrease in the amount of Baht 283.98 million. The Company has adjustment increase the loss on sale of investments in subsidiary less than the book value in the amount of Baht 269.01 million and decrease loss on impairment of investments in subsidiary and doubtful debt loans to subsidiary has been recorded in the amount of Baht 410 million and Baht 142.99 million respectively, in the consolidated statement of income and record provisions on sale of investments in subsidiaries in the amount of Baht 269.01 million in the consolidated statements of financial position. The adjustment has effect to the consolidated financial statements as follow:

('Baht)			
Consolidated statements of financial position			
As at December 31, 2011			
	As previous reported	Effect	As restated
Other liabilities decrease	552,989,300	(552,989,300)	-
Provisions on sale of investments in subsidiaries increase	-	269,004,686	269,004,686
Unappropriated increase	988,149,532	283,984,614	1,272,134,146

  

('Baht)			
Consolidated financial statements of income			
As at December 31, 2011			
	As previous reported	Effect	As restated
Loss on sale of investment in subsidiary less than book value increase	-	269,004,686	269,004,686
Loss from impairment of investment decrease	409,999,300	(409,999,300)	-
Doubtful debt decrease	142,990,000	(142,990,000)	-
Loss attributable to parent company decrease	(837,855,210)	283,984,614	(553,870,596)
Basic earnings (loss) per share decrease	(0.75)	0.26	(0.49)
Diluted earnings (loss) per share decrease	(0.61)	0.21	(0.40)

Rojana Distillery Company Limited and 148 Distribution Company Limited are as subsidiaries has financial position and operation including in the consolidated financial statements for the year ended December 31, 2011, as follows:

(‘Baht)

**STATEMENTS OF FINANCIAL POSITION**

Current assets	
Cash and cash equivalents	11,730,573
Accounts and note receivable	22,385,233
Inventories	170,984,500
Other current assets	39,238,036
Total current assets	<u>244,338,342</u>
Non - current assets	
Property, plant and equipment - net	413,294,821
Intangible assets - net	26,363,094
Other non-current assets	2,034,316
Total non - current assets	<u>441,692,231</u>
Total assets	<u><u>686,030,573</u></u>
Liabilities	
Current liabilities	11,276,973
Non-current liabilities	574,114
Total liabilities	<u><u>11,851,087</u></u>

**STATEMENTS OF INCOME**

Total income	85,366,140
Total expenses	<u>135,317,367</u>
Net profit (loss)	<u><u>(49,951,227)</u></u>

#### **42. Transaction reclassification**

The brief particulars in the consolidated and the separated financial statements for the year ended December 31, 2010, are reclassified in order to in line for the consolidated and the separated financial statements for the year ended December 31, 2011, are as follow:

- Reclassified mold expenses which shown including in intangible assets in the amount of Baht 3.08 million which shown including in property, plant and equipment - net.
- Directors' remuneration of the Company which is shown in administrative expenses in the consolidated and separated financial statements in the amount of Baht 33.04 million and Baht 11.71 million respectively, are shown including in directors and managements' remuneration.

#### **43. Approving of issuing the financial statements**

The financial statements are approved to issue by authorized directors of the Company held on February 29, 2012, except notes 20 and 41 are approved on November 14, 2012.