

Enclosure 5

Opinion of the Board of Directors of the Company concerning the impact of the Restructuring

1. Opinion of the board of directors of the Company concerning the Business Restructuring Plan

The board of directors of Minor International Public Company Limited (the “Company” or “MINT”) has an opinion concerning the business restructuring between the Company and Minor Corporation Public Company Limited (“MINOR”) by way of making a tender offer for all MINOR securities from MINOR’s securities holders in exchange with newly issued securities of the Company and conducting a specific capital reduction of the Company’s shares by canceling the shares held by MINOR, Marvelous Wealth Limited (“MWL”), a subsidiary of MINOR with 100 percent of MWL’s shares being held by MINOR (whereby MWL’s investment in the Company shares is made through Thai Trust Fund Management Co., Ltd.) and The Minor Food Group Public Company Limited (“MFG”) (the “Business Restructuring Plan”) that this Business Restructuring Plan is fair and reasonable with the objectives to eliminate cross-shareholding between the Company, MINOR, and MWL, a wholly-owned subsidiary of MINOR as well as cross-shareholding between the Company and MFG. After the Business Restructuring Plan, the Company will have clear and unambiguous shareholding structure in accordance with good corporate governance and its cross-shareholdings will be eliminated.

In addition, after the tender offer, if MINT holds more than 50 percent of issued and paid-up shares of MINOR, MINOR will become a subsidiary of MINT in which MINT will be able to increase its revenue from consolidating MINOR’s financial performance into MINT’s consolidated financial statements

Under the Business Restructuring Plan, the Company will make the tender offer for all MINOR securities from MINOR’s securities holders. The method of payment of the tender offer is as follows:

- For the common shares of MINOR, MINT will issue new common shares to exchange with MINOR common shares that MINOR’s shareholders tender their shares with swap ratio of 1 MINOR share (par value of Bt 1.00 per share) to 1.14 MINT shares (par value of Bt 1.00 per share). There is no cash alternative for this exchange. In the case where there is any fraction thereof, such fraction will be disregarded and the compensation thereof will not be made
- For the 4,583,990 units of warrant allocated to directors and employees of MINOR (“MINOR ESOP Warrant”), MINT will issue new warrants (“MINT-W”) with 5 years to expiration and exercise ratio of 1 MINT-W to 1 MINT share, at the exercise price of Bt 8.08 (weighted average price of MINT during the past 15 working days prior to the MINT’s board of directors’s meeting) to exchange with MINOR ESOP Warrant at a swap ratio as follows:

MINOR ESOP Warrant	Number of MINOR ESOP Warrant (Unit)	Swap Ratio (1 MINOR ESOP Warrant to number of MINT-W)
2 nd Issuance	382,240	1.96
3 rd Issuance	1,613,750	1.51
4 th Issuance	2,588,000	0.86
Total	4,583,990	

In the case where there is any fraction thereof, such fraction will be disregarded and the compensation thereof will not be made.

Additional conditions regarding the Business Restructuring Plan

- After the shareholders’ meetings of MINT and MINOR approve the Business Restructuring Plan and before the completion of the restructuring, if there is any event caused by MINT affecting the rights of MINOR or MINOR’s shareholders in regard to the considerations to be paid in form of MINT securities under the Business Restructuring Plan, which includes MINT’s announcement to distribute dividends to its shareholders, MINT will adjust share swap ratio in the tender offer to reflect the impact of such event accordingly; and
- After the completion of registration of the specific capital reduction under the Business Restructuring Plan with the Ministry of Commerce (“MOC”), in any event, the Company will not cancel or revoke the tender offer.

Under the Business Restructuring Plan, the Company will make the specific capital reduction by canceling the shares which directly and indirectly held by MINOR in an amount of 671.37 million shares at par value of Bt 1.00 each and the shares held by MFG in an amount of 215.31 million shares at par value of Bt 1.00 each – totaling 886.68 million shares. The specific capital reduction is expected to complete before the completion of the tender offer. Thus, MFG, a subsidiary of MINT and a shareholder of MINOR, will not accept the tender offer in order to avoid any possible cross-shareholding. In addition, under the Business Restructuring Plan, MINOR will seek for approval to delist its shares from the SET.

2. Financial position and financial operation

2.1 Current financial position and financial operation of the Company

(a) Summary of Auditor's Report

From the reports of certified auditor, which are submitted to shareholders and the board of directors of the Company, Mr. Kajornkiet Aroonpirodkul, Certified Public Accountant (Thailand) no. 3445 from PricewaterhouseCoopers ABAS Limited, has audited the Company's financial statements for the year ended 31 December 2006 and Ms. Anothai Leekitwattana, Certified Public Accountant (Thailand) no. 3442 from PricewaterhouseCoopers ABAS Limited, has audited the Company's financial statements for the year ended 31 December 2007 and 2008, the auditors opined that the consolidated and company financial statements, presenting both consolidated and company financial operation, financial position and cash flow fairly in accordance with generally accepted accounting principles.

(b) Financial Summary of the Company

Balance Sheet as at	31 Dec 2006		31 Dec 2007		31 Dec 2008	
	Bt mm	%	Bt mm	%	Bt mm	%
Assets						
Current assets						
Cash and cash equivalents	511.89	2.88	1,146.79	5.39	1,349.17	5.38
Trade accounts receivable, net	549.27	3.09	695.71	3.27	485.80	1.94
Amounts due from related parties	131.55	0.74	98.79	0.46	48.57	0.19
Inventories, net	418.09	2.35	514.59	2.42	606.43	2.42
Land and real estates project for sales	190.08	1.07	605.89	2.85	382.64	1.53
Other accounts receivable	714.70	4.02	1,472.32	6.92	1,480.54	5.91
Total current assets	2,515.58	14.14	4,534.08	21.31	4,353.17	17.37
Non-current assets						
Long-term loans to related parties	444.39	2.50	491.01	2.31	410.03	1.64
Investments in subsidiaries and associates	443.81	2.50	240.40	1.13	1,241.63	4.95
Other long-term investments, net	974.83	5.48	1,309.93	6.16	833.24	3.32
Land held for future development and projects under development	1,281.33	7.20	1,627.02	7.65	1,545.99	6.17
Property, plant and equipment, net	8,618.80 ¹	48.45	9,103.69 ¹	42.78	11,141.89	44.45
Intangible assets, net	3,100.43 ¹	17.43	3,032.94 ¹	14.25	4,401.70	17.56
Other non-current assets	407.56	2.29	940.64 ¹	4.42	1,136.84	4.54
Total non-current assets	15,271.15	85.86	16,745.63	78.69	20,711.32	82.63
Total assets	17,786.74	100.00	21,279.71	100.00	25,064.48	100.00
Liabilities and shareholders' equity						
Current liabilities						
Bank overdrafts and short-term loans from financial institutions	1,266.75	7.12	561.51	2.64	683.38	2.73
Trade accounts payable	741.75	4.17	708.94	3.33	849.31	3.39
Amounts due to and advances from related parties	3.80	0.02	8.13	0.04	2.42	0.01
Current portion of long-term borrowings	494.87 ¹	2.78	476.86 ¹	2.24	411.02	1.64
Current portion of debentures	106.25	0.60	275.00	1.29	550.00	2.19
Other current liabilities	1,534.15	8.63	2,143.40	10.07	2,389.31	9.53
Total current liabilities	4,147.57¹	23.31	4,173.84¹	19.61	4,885.45	19.49
Non-current liabilities						
Long-term borrowings	1,773.49 ¹	10.89	1,296.74 ¹	6.09	1,281.37	5.11
Debentures	3,450.00	19.40	5,725.00	26.90	6,175.00	24.64
Negative equity in investment in associate	-	-	49.35	0.23	-	-
Other non-current liabilities	291.42	1.64	326.73	1.54	319.37	1.27
Total non-current liabilities	5,514.91¹	31.93	7,397.82¹	34.76	7,775.74	31.02
Total liabilities	9,662.48	54.32	11,571.66	54.38	12,661.19	50.51

Balance Sheet as at	31 Dec 2006		31 Dec 2007		31 Dec 2008	
	Bt mm	%	Bt mm	%	Bt mm	%
Shareholders' equity						
Share capital						
Authorised share capital						
Preference shares	63.52	0.36	63.52	0.30	-	-
Ordinary shares	3,313.08	18.63	3,275.30	15.39	3,689.62	14.72
Issued and fully paid-up share capital						
Preference shares	63.52	0.36	63.52	0.30	-	-
Ordinary shares	2,894.58	16.27	2,958.22	13.90	3,614.26	14.42
Share premium						
Preference shares	181.98	1.02	181.98	0.86	-	-
Ordinary shares	1,359.79	7.64	1,600.41	7.52	3,040.09	12.13
Shares of the Company held by a subsidiary	(244.65)	(1.38)	(244.65)	(1.15)	(370.98)	(1.48)
Others	461.98	2.60	590.95	2.78	(34.20)	(0.14)
Retained earnings						
Appropriated - legal reserve	231.83	1.30	289.57	1.36	347.77	1.39
Unappropriated	2,628.92	14.78	3,760.01	17.67	5,181.97	20.67
Total parent's shareholders' equity	7,577.95	42.60	9,200.01	43.23	11,778.91	46.99
Minority interests	546.30	3.07	508.04	2.39	624.38	2.49
Total shareholders' equity	8,124.25	45.68	9,708.05	45.62	12,403.30	49.49

Income Statement for periods ended	2006		2007		2008	
	Bt mm	%	Bt mm	%	Bt mm	%
Revenues						
Revenues from hotel operations	4,599.62	37.11	5,394.44	38.45	5,338.55	32.33
Rental income from retail and property business	405.85	3.27	434.08	3.09	446.06	2.82
Revenues from entertainment operations	95.47	0.77	103.18	0.74	108.48	0.66
Revenues from spa services	377.70	3.05	384.42	2.74	358.23	2.17
Sales of food and beverage	5,941.13	47.93	6,405.01	45.65	8,135.98	49.26
Sales from real estates development operations	97.30	0.79	227.50	1.62	591.13	3.58
Revenues from management services	57.65	0.47	412.87	2.94	547.25	3.31
Franchise fee income	141.19	1.14	176.38	1.26	268.34	1.62
Dividends received	68.67	0.55	39.70	0.28	43.55	0.26
Share of profit of investments in associates	141.85 ¹	1.14	55.88	0.40	115.65	0.70
Other income	468.09	3.78	395.80	2.82	541.73	3.28
Total revenues	12,394.50¹	100.00	14,029.25	100.00	16,514.96	100.00
Expenses						
Direct cost of hotel operations	1,532.89	12.37	1,756.26	12.52	1,778.68	10.77
Direct cost of retail and property business	109.90	0.89	111.14	0.79	111.11	0.67
Direct cost of entertainment operations	13.26	0.11	15.56	0.11	14.14	0.09
Direct cost of providing spa services	163.97	1.32	181.26	1.29	166.18	1.01
Cost of sales of food and beverage	2,211.04	17.84	2,372.82	16.91	2,990.29	18.11
Cost of sales of real estates	53.92	0.44	121.23	0.86	232.30	1.41
Selling and administrative expenses	5,038.20 ¹	40.65	5,712.10 ¹	40.72	6,910.97	41.85
Depreciation and amortisation	1,310.07	10.57	1,295.46	9.23	1,378.41	8.35
Total expenses	10,433.24	84.18	11,565.83	82.44	13,582.08	82.24
Profit before interest and income tax	1,961.26	15.82	2,463.42	17.56	2,932.87	17.76
Interest expense	(262.40)	(2.12)	(315.43)	(2.25)	(378.43)	(2.29)
Income tax	(378.04)	(3.05)	(493.92)	(3.52)	(576.92)	(3.49)
Profit before minorities interest	1,320.82	10.66	1,654.07	11.79	1,977.52	11.97
(Profit) attributable to minorities, net	(40.72)	(0.33)	(43.30)	(0.31)	(76.92)	(0.47)
Net Profit for the year	1,280.10	10.33	1,610.77	11.48	1,900.61	11.51

Statements of Shareholders' Equity (Bt mm)	Issued and paid-up share capital	Share premium	Shares of the Company held by a subsidiary	Others	Legal reserve	Unappropriated-retained earnings	Minority interests	Total
Beginning balance –1 January 2008	3,021.74	1,782.39	(244.65)	590.95	289.57	3,760.01	508.04	9,708.05
Adjustment due to change in accounting policy	-	-	-	-	-	351.80	-	351.80
Additional ordinary shares	264.05	1,257.69	-	(1.80)	-	-	-	1,519.94
Shares of the Company held by subsidiary	-	-	(106.75)	-	-	-	-	(106.75)
Others	-	-	-	(623.35)	-	-	(1.15)	(624.50)
Net profit for the year	-	-	-	-	-	1,900.61	76.92	1,977.53
Legal reserve	-	-	-	-	58.20	(58.20)	-	-
Shares dividends	328.47	-	(19.57)	-	-	(308.90)	-	-
Cash dividends	-	-	-	-	-	(463.35)	(16.00)	(479.35)
Legal reserve	-	-	-	-	57.74	(57.74)	-	-
Cash dividends	-	-	-	-	-	(421.93)	(13.85)	(435.79)
Minority interests decrease as a result of addition interest acquired by group	-	-	-	-	-	-	(68.45)	(68.45)
Ending balance – 31 December 2007	3,021.74	1,782.39	(244.65)	590.95	289.57	3,760.01	508.04	9,708.05

Statements of Shareholders' Equity (Bt mm)	Issued and paid-up share capital	Share premium	Shares of the Company held by a subsidiary	Others	Legal reserve	Unappropriated-retained earnings	Minority interests	Total
Beginning balance –1 January 2006	2,733.66	515.91	(179.60)	285.07	167.83	1,758.00	657.69	5,938.55
Additional ordinary shares	224.45	1,025.86	(65.05)	0.00	-	-	-	1,185.26
Others	0.00	0.00	0.00	176.91	0.00	0.00	0.37	177.27
Net profit for the year	-	-	-	0.00	-	1,280.10	40.72	1,320.82
Legal reserve	-	-	-	0.00	64.01	(64.01)	-	-
Cash dividends	-	-	-	0.00	-	(345.18)	(22.75)	(367.92)
Minority interests decrease as a result of addition interest acquired by group	-	-	-	0.00	-	-	(129.72)	(129.72)
Ending balance – 31 December 2006	2,958.10	1,541.77	(244.65)	461.98	231.83	2,628.92	546.30	8,124.25

Statement of Cash Flow (Bt mm)	2006	2007	2008
Net cash inflows from operating	2,338.66 ¹	2,364.06	3,388.41
Net cash (payment) from investing activities	(3,091.50) ¹	(2,760.99) ¹	(4,899.56)
Net cash receipts from financing activities	835.37	1,050.16	1,703.84
Net increase (decrease) in cash and cash equivalents	82.53	653.23 ¹	192.68
Cash and cash equivalents at the beginning of the year	418.82	501.35	1,146.79
Gain (loss) on foreign exchange		(7.79)	9.24
Cash and cash equivalents at the end of the year	501.35	1,146.79	1,348.71

Financial Ratio	2006	2007	2008
<u>Liquidity Ratio</u>			
Liquidity ratio (times)	0.61	1.09	0.89
Quick ratio (times)	0.27	0.44	0.38
Trade account receivable turnover –gross (times)	21.95	21.42	26.44
Average receivable days –gross (day)	16.40	16.81	13.61
Inventory turnover (times)	31.48	31.44	26.92
Day sales outstanding (day)	11.43	11.46	13.37
Trade account payable turnover – gross (times)	5.92	6.28	6.79
Average payable days (day)	60.81	57.29	52.99
<u>Cash cycle (day)</u>	(32.97)	(29.02)	(26.01)
<u>Profitability Ratio</u>			
Gross margin (%)	65.13	66.33	66.53
Operating margin (%)	10.95	14.57	14.11
Net profit margin (%)	10.33	11.48	11.51
Return on equity (%)	18.21	18.07	17.19
<u>Efficiency Ratio</u>			
Return on assets (%)	7.71	8.25	8.20
<u>Financial Policy Ratio</u>			
Debt to equity (times)	1.19	1.19	1.02

Source: MINT

¹ Adjusted figures in order to compare with figures of 2008

Investor can find for additional information of the company and previous audited or reviewed financial statement from certified public auditor in annual report (56-1) of the Company, website of the SEC (www.sec.or.th), and the SET (www.set.or.th)

- (c) Management Discussion and Analysis of Historical Financial Position and Financial Operation of the Company
- Financial Operation

For the year ended 31 December 2006, 2007 and 2008, the Company illustrated satisfactory financial operation in which the Company posted total revenue of Bt 12,394.50 million, Bt 14,029.25 million, and Bt 16,514.96 million respectively – constantly increased by 13.19 percent and 17.72 percent respectively. The Company also posted constant increase of net profit that were Bt 1,280.10 million, Bt 1,610.77 million, and Bt 1,900.61 in 2006, 2007, and 2008 respectively – increased by 25.83 percent and 17.99 percent respectively.

The businesses generating major revenues for the Company in 2008 were food business accounting for 51 percent and hotel business accounting for 32 percent of total revenue. The revenue from food business increased 27 percent from 2007 as a result of the opening of 138 new outlets along with the revenue consolidation of Thai Express in May. In terms of hotel business, the average occupancy rate dropped 6 percent from 2007 to 66 percent due chiefly to the political unrest in the second half of 2008 as well as the airport closure in the fourth quarter. Despite the drop in average occupancy rate, the average room rate significantly grew 16 percent to Bt 6,342 a night. Growth in hotel business across the globe is mainly attributable to the consistent expansion under widely-recognized brands, clear positioning and target markets.

- Financial Position

As of year end 31 December 2006, 2007, and 2008, the Company's total assets were Bt 17,786.74 million, Bt 21,279.71 million, and Bt 25,064.48 million respectively – the increase of 19.64 percent and 17.79 percent due to 1) the increase in investments in subsidiaries in both food and hotel businesses, i.e. The Coffee Club and Elewana Africa 2) the increase in land held for future development and projects under development, i.e. St. Regis Hotel and Residence and Anantara Resort & Spa, Baa Atoll, Maldives 3) the increase in fixed assets from the introduction of newly opened hotel, Anantara Phuket, and the outlet expansion of food business and 4) the increase in intangible assets by the goodwill arising from the investment in Thai Express

As of year end 31 December 2006, 2007, and 2008, the Company's total liabilities were Bt 9,662.48 million, Bt 11,571.66 million, and Bt 12,661.19 million respectively – the increase of 19.76 percent and 9.42 percent. The

Company's total liabilities increased by Bt 1,089.53 million from year end 2007 due to the investment in Thai Express and Elewana Africa, together with the issuance of long-term bond to refinance the short-term loan and to finance the projects under development and investment in other fixed assets.

As of year end 31 December 2006, 2007, and 2008, the Company's total shareholders' equity were Bt 8,124.25 million, Bt 9,708.05 million, and Bt 12,403.30 million respectively – the increase of 19.49 percent and 27.76 percent due chiefly to the increased retained earnings and increased capital in reserve for the exercise of the warrants and employee stock options (ESOP)

▪ Liquidity

As at the end of 2008, MINT and its subsidiaries reported operating cash flows of Bt 3,388.41 million, increasing Bt 1,024.35 million from 2007, due mainly to the improving net profits from operations and proceeds from the unit sales of the Estate Samui Residence. The investing cash flows of Bt 4,899.56 million financed 1) the Bt 1,804.50 million investment in subsidiaries and associates, The Coffee Club, Thai Express, Elewana Africa and other investments, 2) projects under development of Bt 1,967.88 million and fixed assets of Bt 1,402.47 million and 3) loan repayment of Bt 179.38 million from the affiliate for Timeshare Phuket construction. MINT's financing cash flows varied by the increase in net long-term bond of Bt 725.00 million, the increase in short-term loan of Bt 61.62 million, while long-term loans reduced by Bt 19.46 million, the proceeds from the exercise of warrants and ESOP of Bt 1,413.19 million and the dividend payment of Bt 479.35 million. MINT, hence, reported net cash inflows of Bt 201.92 million at the end of 2008.

In this restructuring, the Company pays back the shareholders of the companies whose shares are specifically reduced, which are MINOR, MWL and MFG, amounting to Bt 886.68 million by using working capital and/or long term loans. After the restructuring, the number of issued and paid-up shares of the Company will decrease because the amount of shares being reduced (886.68 million shares) is more than the amount of new shares issued in the tender offer (511.15 million shares if all MINOR shareholders except MFG accept the tender offer). Therefore, the total amount of dividend paid to shareholders will decrease as a result of the decrease in number of shares. Thus, the specific capital reduction will not cause the Company to face liquidity problem and ability to distribute dividend in the future.

2.2 Current financial position and financial operation of MINOR

(a) Summary of Auditor's Report

From the reports of certified auditor, which are submitted to shareholders and the board of directors of MINOR, Mr. Kajornkiet Aroonpirodkul, Certified Public Accountant (Thailand) no. 3445 from PricewaterhouseCoopers ABAS Limited, has audited MINOR's financial statements for the year ended 31 December 2006 and Ms. Anothai Leekitwattana, Certified Public Accountant (Thailand) no. 3442 from PricewaterhouseCoopers ABAS Limited, has audited MINOR's financial statements for the year ended 31 December 2007 and 2008, the auditors opined that the consolidated and company financial statements of MINOR, presenting both consolidated and company financial operation, financial position and cash flow fairly in accordance with generally accepted accounting principles.

(b) Financial Summary of MINOR

Balance Sheet as of	31 Dec 2006		31 Dec 2007		31 Dec 2008	
	Bt mm	%	Bt mm	%	Bt mm	%
Assets						
Current assets						
Cash And Cash Equivalents	19.09	0.43	21.82	0.47	218.95	4.48
Trade Accounts Receivable-Net	452.95	10.13	456.23	9.83	446.91	9.15
Amounts due from related companies	0.37	0.01	3.00	0.06	0.01	0.00
Inventories, net	663.80	14.85	355.42	7.65	391.85	8.02
Other Current Assets	85.44	1.91	70.45	1.52	63.96	1.31
Total Current Assets	1,221.65	27.32	906.91	19.53	1,121.68	22.96
Non-Current Assets						
Investments in subsidiaries and associates	2,274.28	50.86	2,466.19	53.11	3,227.55	66.08
Other long-term investments, net	324.24	7.25	679.41	14.63	8.54	0.17
Land for future development	32.87	0.74	32.87	0.71	32.87	0.67
Property, plant and equipment, net	414.02 ¹	9.26	360.79 ¹	7.77	293.55	6.01
Intangible assets, net	120.44 ¹	2.69	97.49 ¹	2.10	104.92	2.15
Other non-current assets	87.73 ¹	1.87	99.72	2.15	95.55	1.96
Total non-current assets	3,249.58	72.68	3,736.46	80.47	3,762.99	77.04
Total assets	4,471.23	100.00	4,643.37	100.00	4,884.67	100.00
Liabilities and shareholders' equity						
Current liabilities						
Trust receipts	176.76	3.95	142.51	3.07	293.87	6.02
Short-term loans from financial institutions	407.25	9.11	71.50	1.54	153.50	3.14
Trade accounts payable	341.23	7.63	365.25 ¹	7.87	395.07	8.09

Balance Sheet as of	31 Dec 2006		31 Dec 2007		31 Dec 2008	
	Bt mm	%	Bt mm	%	Bt mm	%
Other accounts payable	59.95	1.34	69.00	1.49	38.42	0.79
Current portion of long-term loans from financial institutions	98.28	2.20	109.92	2.37	181.25	3.71
Short-term loans from and amounts due to related companies	0.09	0.00	10.13 ¹	0.22	4.06	0.08
Other current liabilities	144.14	3.22	135.51	2.92	113.88	2.33
Total current liabilities	1,227.69	27.46	903.82	19.46	1,180.05	24.16
Non-current liabilities						
Long-term loans from financial institutions	1,262.78	28.24	1,152.86	24.83	1,311.61	26.85
Other non-current liabilities	28.21	0.63	39.27	0.85	22.79	0.47
Total non-current liabilities	1,290.98	28.87	1,192.13	25.67	1,334.40	27.32
Total liabilities	2,518.68	56.33	2,095.95	45.14	2,514.45	51.48
Shareholders' equity						
Registered share capital	505.26	11.30	505.26	10.88	509.72	10.44
Issued and paid-up share capital	450.28	10.07	454.38	9.79	487.89	9.99
Share premium	437.82	9.79	443.97	9.56	449.56	9.20
Others	316.02	7.07	691.96	14.90	111.56	2.28
Retained earnings						
Appropriated - legal reserve	50.67	1.13	50.67	1.09	51.00	1.04
Unappropriated	662.00	14.81	868.51	18.70	1,231.45	25.21
Total parent's shareholders' equity	1,916.79	42.87	2,509.49	54.04	2,331.46	47.73
Minority interests	35.76	0.80	37.93	0.82	38.76	0.79
Total shareholders' equity	1,952.55	43.67	2,547.42	54.86	2,370.22	48.52
Total liabilities and shareholders' equity	4,471.23	100.00	4,643.37	100.00	4,884.67	100.00

Income Statement for periods ended	2006		2007		2008	
	Bt mm	%	Bt mm	%	Bt mm	%
Revenue						
Sales	2,897.40	90.18	3,022.66	90.48	3,049.78	88.70
Service and commission income	63.10	1.96	45.13	1.35	21.04	0.61
Share of profit of investment - equity method	191.37	5.96	254.22	7.61	356.77	10.38
Other income	61.06	1.90	18.63	0.56	10.86	0.32
Total revenues	3,212.93	100.00	3,340.64	100.00	3,438.45	100.00
Expenses						
Cost of sales	1,864.06	58.02	1,972.63	59.05	1,960.13	57.01
Selling and administrative expenses	923.97	28.76	956.99	28.65	1,009.93	29.37
Total expenses	2,788.03	86.78	2,929.63	87.70	2,970.06	86.38
Profit before interest expense and income tax	424.90	13.22	411.01	12.30	468.39	13.62
Interest expense	(112.20)	(3.49)	(98.54)	(2.95)	(79.07)	(2.30)
Income tax	(47.88)	(1.49)	(36.04)	(1.08)	(21.44)	(0.62)
Profit before minority's interest	264.82	8.24	276.43	8.27	367.88	10.70
(Profit) attributable to minority's interest	(4.27)	(0.13)	(2.19)	(0.07)	(0.83)	(0.02)
Net profit for the period	260.55	8.11	274.25	8.21	367.04	10.67

Statements of Shareholders' Equity (Bt mm)	Issued and paid-up share capital	Share premium	Others	Legal reserve	Unappropriated-retained earnings	Minority interests	Total
Beginning balance –1 January 2008	454.38	443.97	691.96	50.67	868.51	37.93	2,547.42
Adjustment due to change in accounting policy of associated companies	-	-	-	-	67.39	-	67.39
Others	-	-	(580.40)	-	-	-	(580.40)
Net profit for the year	-	-	-	-	367.04	0.83	367.88
Legal reserve	-	-	-	0.33	(0.33)	-	-
Cash dividends	-	-	-	-	(71.16)	(0.00)	(71.16)
Issuance of ordinary shares	33.51	5.59	-	-	-	-	39.10
Ending balance – 31 December 2008	487.89	449.56	111.56	51.00	1,231.45	38.76	2,370.22

Statements of Shareholders' Equity (Bt mm)	Issued and paid-up share capital	Share premium	Others	Legal reserve	Unappropriated-retained earnings	Minority interests	Total
Beginning balance –1 January 2007	450.28	437.82	316.02	50.67	662.00	35.76	1,952.55
Others	-	-	375.93	-	-	-	375.93
Net profit for the year	-	-	-	-	274.25	2.19	276.43
Cash dividends	-	-	-	-	(67.74)	-	(67.74)
Additional capital in subsidiary invested by minority interests	-	-	-	-	-	(0.01)	(0.01)
Issuance of ordinary shares	4.10	6.15	-	-	-	-	10.25
Ending balance – 31 December 2007	454.38	443.97	691.96	50.67	868.51	37.93	2,547.42

Statements of Shareholders' Equity (Bt mm)	Issued and paid-up share capital	Share premium	Others	Legal reserve	Unappropriated-retained earnings	Minority interests	Total
Beginning balance –1 January 2006	371.15	436.81	0.03	50.67	494.72	31.47	1,384.85
Others	-	-	316.00	-	-	-	316.00
Net profit for the year	-	-	-	-	260.55	4.27	264.82
Shares dividends	74.61	-	-	-	(74.61)	-	-
Cash dividends	-	-	-	-	(18.65)	-	(18.65)
Additional capital in subsidiary invested by minority interests	-	-	-	-	-	0.01	0.01
Issuance of ordinary shares	4.51	1.01	-	-	-	-	5.52
Ending balance – 31 December 2006	450.28	437.82	316.02	50.67	662.00	35.76	1,952.55

Statement of Cash Flow (Bt mm)	2006	2007	2008
Net cash inflows from operating	(109.05)	161.38 ¹	53.93
Net cash (payment) from investing activities	(244.76)	363.92	(287.90)
Net cash receipts from financing activities	347.74	(522.59) ¹	431.10
Net increase (decrease) in cash and cash equivalents	(6.07)	2.72	197.13
Cash and cash equivalents at the beginning of the year	25.16	19.09	21.82
Cash and cash equivalents at the end of the year	19.09	21.82	218.95

¹ Adjusted figures in order to compare with figures of 2008

Financial Ratio	2006	2007	2008
<u>Liquidity Ratio</u>			
Liquidity ratio (times)	1.00	1.00	0.95
Quick ratio (times)	0.38	0.53	0.56
Trade account receivable turnover –gross (times)	6.35	6.54	6.62
Average receivable days –gross (day)	56.72	55.08	54.39
Inventory turnover (times)	3.76	4.44	6.20
Day sales outstanding (day)	95.82	81.14	58.02
Trade account payable turnover – gross (times)	5.43	5.54	5.12
Average payable days (day)	66.29	64.99	70.35
Cash Cycle (day)	86.25	71.23	42.06
<u>Profitability Ratio</u>			
Gross margin (%)	35.66	34.74	35.73
Net profit margin (%)	8.11	8.21	10.70
Return on equity (%)	15.94	12.39	15.20
<u>Efficiency Ratio</u>			
Return on assets (%)	6.46	6.02	7.72
<u>Financial Policy Ratio</u>			
Debt to equity (times)	1.29	0.82	1.06

Source: MINOR's financial statement

¹ Adjusted figures in order to compare with figures of 2008

Investor can find for additional information of MINOR and previous audited or reviewed financial statement from certified public auditor in annual report (56-1) of MINOR, website of the SEC (www.sec.or.th), and the SET (www.set.or.th)

(c) Management Discussion and Analysis of Historical Financial Position and Financial Operation of MINOR

▪ Financial Operation

MINOR posted total revenue of Bt 3,212.93 million, Bt 3,340.64 million, and Bt 3,438.45 million in year 2006, 2007, and 2008 respectively – constant increase of 3.97 percent and 2.92 percent respectively. In 2008, the increasing of MINOR's revenue mostly comes from aircraft businesses and retail trading. Revenues from education and manufacturing businesses, on the other hand, declined 15 percent and 8 percent, respectively, as the lower of consumer confidence due to sluggish global economy and political uncertainty. Sales comprised of 1) manufacturing business of 46 percent 2) retail trading business of 44 percent 3) investment and other business of 10 percent. Total net profit amounted to Bt 367.04 million, showing Bt 92.80 million increase or 33.84 percent from 2007. Key earnings drivers were increased profit sharing from its investment in MINT and the improved business performances of the aircraft and retail trading businesses.

▪ Financial Position

As of year end 31 December 2006, 2007, and 2008, MINOR's total assets were Bt 4,471.23 million, Bt 4,643.37 million, and Bt 4,884.67 million respectively – the increase of 3.85 percent and 5.20 percent. The increase of total assets in 2008 reasoned from 1) incremental cash of Bt 197.13 million in liquidity reserve 2) increase in investment in MINT of Bt 90.49 million from the exercise of MINT-W3 3) increase in retail business of Bt 36.44 million and 4) decrease in net fixed assets of Bt 77.52 million led by the increased depreciation.

As of year end 31 December 2006, 2007, and 2008, MINOR's total liabilities were Bt 2,518.68 million, and Bt 2,095.95 million, and Bt 2,514.45 million respectively – the decrease of 16.78 percent from 2006 and the increase of 19.97 percent from 2007. MINOR's total liabilities decreased in 2008 due to 1) the increase in long-term debt of Bt 340.00 million to accommodate the exercise of MINT-W3 2) the repayment of long-term debt of Bt 109.91 million 3) the increase of trust receipts from import products Bt 151.36 million and 4) the increase of short term of Bt 82.00 million.

As of year end 31 December 2006, 2007, and 2008, MINOR's total shareholders' equity were Bt 1,952.55 million, Bt 2,547.42 million, and Bt 2,370.22 million respectively – the increase of 30.47 percent from 2006 and decrease 6.96 percent from 2007. As at year end 2008, MINOR's total shareholders' equity decreased by Bt 177.20 million from that of year end 2007 due mainly to the decrease of fair value of investment in MINT-W3 by Bt 656.55 million after the warrant exercise. On the other hand, there were additions from net profit of Bt 367.87 million, increased capital of Bt 33.50 million from the exercise of MINOR and the increase in unrealised gain on investment dilution of Bt 92.95 million.

▪ Liquidity

In 2008, MINOR reported operating cash flows of Bt 53.93 million as a result of improved operating profits and the effective working capital management i.e. decreasing accounts receivables while increasing accounts payables. Its investing cash outflows of Bt 287.90 million financed the exercise of MINT-W3 by Bt 338.28 million the improvement and openings of new shops as well as the purchase of computer program in total of Bt 62.53 million, while receiving dividend from associated company of Bt 91.55 million. The financing cash inflows amounted to Bt 431.10 million from the increase in long-term debt of Bt 340.00 million to finance the exercise of MINT-W3 and long-term loan repayment of Bt 109.91 million. Trust receipt and short-term loan increased by Bt 151.36 million and Bt 82.00 million, respectively to finance working capital. The Company received proceeds from the exercise of MINOR of Bt 39.09 million while paying out Bt 71.16 million in dividend. In sum, MINOR's cash flows increased by Bt 197.13 million at the end of 2008.

3. Pro forma Financial Statements

3.1 Assumptions

In order to prepare the pro forma consolidated financial statements of the Company after the Business Restructuring Plan (assuming all MINOR's shareholders, except MFG, tender their shares in the tender offer), the Company adjusts the consolidated balance sheet as of 31 December 2008 by assuming that the Business Restructuring is completed according to the "Business Restructuring Plan" on 31 December 2008 (Stated that the Specific Capital Reduction is successful and the Tender Offer period ends). In preparing the pro forma consolidated income statement of the Company, the Company will consolidate MINOR's operation since 1 January 2008 to 31 December 2008 and there will be no item "Share of profit of investment – equity method" as if the Company directly and indirectly holds 100% in MINOR and MINOR does not hold any share in MINT. Similarly, "Share of profit of investment – equity method" will not appear in pro forma consolidated income statement of MINOR for the year ended 31 December 2008 which MINOR used to recognize regarding to its investment recorded as investment in associate, due to assuming that MINOR has not hold any shares of the Company since 1 January 2008 to present operating performance of MINOR to investor after MINOR doesn't hold shares of the Company. In addition, all related party transactions between the Company and MINOR are eliminated from the pro forma consolidated income statement of the Company under the following assumptions:

Assumption for the period before the restructuring

1. Before the tender offer, MINOR has the issued and paid-up of 487,888,222 shares (including 41,974,896 shares held by MFG). In addition, MINOR has 2,184,870 units of warrants allocated to directors and employees of MINOR which can be exercised to common shares before the end of the tender offer period amounting to 2,467,383 common shares (representing cash proceed from the exercise of Bt 9.00 million). Under the assumption that the directors and employees exercise all their warrants prior to the end of tender offer period, MINOR shares that will be sold in the tender offer amount to 448,380,709 shares making the Company to issue new shares of 511,154,008 shares to exchange as the consideration for the tender offer
2. Before the tender offer, the Company has the issued and paid-up shares of Bt 3,614,264,065 shares (including 215,313,429 shares held by MFG). In addition, MINT has 14,223,606 units warrants allocated to directors and employees of MINOR which can be converted to common shares before the end of the tender offer period amounting to 15,944,058 common shares (representing cash proceed from the exercise of Bt 62.55 mm). Under the assumption that the directors and employees exercise all their warrants prior to the end of tender offer period, making the total issued and paid-up shares of MINT fully diluted amount to 3,630,208,123 shares
3. The Company has adjusted impact from interim dividend announced on 14 January 2009 in an amount of Bt 0.23 per share – totaling Bt 831.28 mm. The dividend to be paid to MFG in an amount of Bt 49.52 million will not be included in these pro forma financial statements since such dividend will be eliminated in the consolidated financial statements because MFG is a subsidiary of the Company. Therefore, the dividend payment recorded in the pro forma financial statements of the Company will be Bt 781.76 million and the dividend income of MINOR will be Bt 154.41 million in which MINOR will use this dividend income to repay loans from financial institutions.

Assumption for the period after the restructuring

1. The Company will issue new common shares to exchange with MINOR common shares that MINOR shareholders tender their shares with swap ratio of 1 MINOR share to 1.14 MINT share. There is no cash alternative for this exchange.
2. All MINOR's shareholders agree to sell their shares in the tender offer, except MFG will not tender common shares of MINOR that it currently holds in exchange of newly issued shares of the Company.
3. The Company will reduce its registered and paid-up capital by reducing 611,745,387 common shares held by MINOR and 59,621,887 common shares held by MWL (wholly owned subsidiary of MINOR) totaling 671,367,274 shares at par value of Bt 1.00 per share and pay the proceeds back to MINOR and MWL, totaling Bt 671.37 million
4. The Company will reduce its registered and paid-up capital by reducing 215,313,429 common shares held by MFG (a 99.72 percent subsidiary of MINT) at par value of Bt 1.00 per share and pay the proceeds back to MFG Bt 215.31 million
5. The Specific Capital Reduction according to item 3 and item 4 above will complete before the last date of the tender offer period that is 31 December 2008 (assuming the Business Restructuring Plan completes on 31 December 2008)
6. The Company's legal advisor has advised that the specific capital reduction should not be subject to tax review and assessment by the Revenue Department, as it does not fall within the scope of Section 65 bis (4) of the Revenue Code. The rationale is that the specific capital reduction by its nature is not considered a transaction for the sale of goods, the provision of services, or the lending of money, which would otherwise be subject to the risk of assessment based on market value under Section 65 bis (4) of the Revenue Code. Moreover, the said specific capital reduction should be regarded as a transaction undertaken on justifiable grounds since it is initiated principally for the purpose of shareholding restructuring between MINOR and MINT so as to eliminate their cross-shareholding, without any intention on the part of MINOR to dispose of its assets at a price below market value. Therefore, any adverse tax consequence has not been taken into account in preparing the pro forma financial statements. Nonetheless, if MINOR must be subject to tax review and assessment as mentioned above, MINOR may incur a tax liability in the amount of Bt 963.51 million (excluding fine and/or surcharge) (please see the calculation under 4.3.1 Re: Impact to MINOR in case the Business Restructuring Plan is successful), which would have a materially adverse affect on the financial status and operating performance of MINOR.
7. By assuming that both the Company and MINOR are under common control, the Business Restructuring Plan of the Company is considered a transaction between the companies which are under common control according to the Accounting Practice Regarding the Merger Under Common Control. Thus, when the Company will acquire 91.44 percent of MINOR shares after the Business Restructuring Plan, it could not account for the difference between the cost of the restructuring (shares capital at par value of the Company issued to MINOR's shareholders) and book value of MINOR as a goodwill, instead the Company has to record that difference under account "Difference between the purchase price of investment in subsidiary under common control and its net book value" as separate item in "Shareholders' Equity" according to the Draft Accounting Guidance for Business Combination under Common Control.

The "Difference between the purchase price of investment in subsidiary under common control and its net book value" as shown in this pro forma financial statements will increase/decrease in accordance to operating performance of MINOR which occurs after 31 December 2008 to the end of tender offer period.
8. The Company has not shown the Statement of Shareholders Equity since there is no item changing significantly except "Difference between the purchase price of investment in subsidiary under common control and its net book value" account.
9. Under the specific capital reduction by cancelling the shares held by MINOR and MWL, MINT will pay cash amounting to Bt 671.37 million to MINOR and MWL which is equivalent to the amount that MINOR and MWL will receive in return. After the Business Restructuring Plan and MINOR becomes a subsidiary of MINT, there is no impact to statement of cashflow of the Company. Thus, the Company does not show the pro forma statement of cashflow.
10. Under the specific capital reduction by cancelling the shares held by MFG, MINT will pay cash amounting to Bt 215.31 million to MFG, which is equivalent to the amount that MFG will receive in return. After the Business Restructuring Plan, MFG will become a subsidiary of MINT. Therefore, there is no impact to statement of cashflow in the consolidated financial statements of the Company

11. The pro forma financial statements does not consider the impact of tax concerning the specific capital reduction of the shares held by MFG (please see details “*Impact of tax to shareholders of the Company whose shares are reduced*”)

3.2 Pro forma financial statements of MINOR

The explanation of the changes in accounting due to the specific capital reduction that affect the consolidated financial statements of MINOR is as follows:

1. Cash increases by Bt 671.37 million due to the specific capital reduction of MINT shares in an amount of 671.37 million shares at par value Bt 1.00 per share.
2. Investment in associates decreases by Bt 3,073.13 million,
3. Shareholders’ equity decreases by Bt 2,401.76 million resulting in a negative value of shareholders’ equity of Bt 22.55 million, due to the following items:
 - 3.1 Reverse “Unrealised gain on change in holding interest in investments” amount of Bt 135.12 million.
 - 3.2 Reverse “Translation adjustment” in an amount of Bt 23.57 million.
 - 3.3 Reserve loss from investment in MINT in an amount of Bt 2,290.21 million

The specific capital reduction of MINT shares held by MINOR and MWL is based on par value of Bt 1.00 per share. Thus, MINOR and MWL have to reverse item investment in associate and all other accounts that related to such investment together with consider to reserve loss from investment due to the difference between cost of investment under equity method after reversing related accounts and cash that MINOR receives from the Company amounting to a negative value of Bt 2,290.21 million in order to reflect the impact from the Business Restructuring Plan. Reserve loss from investment is calculated as follows:

Investment in associates under equity method as of 31 December 2008 (after adjusting dividend received from MINT which announced on 14 January 2009)	3,073.13	Bt mm
Reverse “Unrealised gain on change in holding interest in investments”	(135.12)	Bt mm
Reverse “Translation adjustment”	<u>23.57</u>	Bt mm
Investment in associates under equity method as of 31 December 2008	2,961.58	Bt mm
Cash that MINOR will receive from the specific capital reduction	<u>671.37</u>	Bt mm
Reserve loss from investment	<u>(2,290.21)</u>	Bt mm

4. Reserve loss from investment in an amount of Bt 2,290.21 million is considered as an expense in the consolidated financial statements of MINOR which will result in net loss.
5. Unappropriated retained earnings will decrease by Bt 2,290.21 million, resulting in a retained loss of Bt 1,058.76 million in the consolidated financial statement and Bt 1,317.63 million in the company financial statement. As a result, MINOR may not be able to distribute dividend if there is still retained loss in company financial statements.
6. After the specific capital reduction, MINOR will no longer directly and indirectly hold MINT shares and will not realize the revenue from share of profit from investment in MINT anymore.

Pro forma Consolidated Balance Sheet of MINOR before and after the Business Restructuring Plan

As of	31 Dec	31 Dec	31 Dec 2008		Remark
	2006	2007	(Before the Restructuring) ¹	(After the Restructuring)	
	Bt '000	Bt '000	Bt '000	Bt '000	
Asset					
Current assets					
Cash and cash equivalents	19,095	21,815	227,947	899,315	Please see the explanation item 1: proceeds from the capital reduction
Trade accounts and notes receivable – net	452,951	456,226	446,912	446,912	
Short-term loans to related party, net	367	3,002	9	9	
Inventories, net	663,799	355,415	391,851	391,851	
Other current assets	85,440	70,447	63,961	63,961	
Total current assets	1,221,651	906,905	1,130,680	1,802,047	
Non-current assets					
Investments in associate	2,274,277	2,466,188	3,073,132	-	Please see the explanation item 2: reversal of investment in associate
Other long-term investments, net	324,244	679,408	8,542	8,542	
Land for future development	32,867	32,867	32,867	32,867	
Property, plant and equipment, net	414,016	360,793	293,554	293,554	
Intangible asset, net	120,438	97,489	104,927	104,927	
Other non-current assets	83,733	99,719	95,550	95,550	
Total non-current assets	3,249,576	3,736,463	3,608,572	535,440	
Total Assets	4,471,227	4,643,368	4,739,252	2,337,488	
Liabilities and Shareholders' Equity					
Current liabilities					
Bank overdrafts and trust receipts	176,757	142,507	293,867	293,867	
Short-term loans from financial institutions	407,250	71,500	153,500	153,500	
Trade accounts payable	341,231	365,255	395,067	395,067	
Other accounts payable	59,951	69,005	38,421	38,421	
Current portion of long-term loans from financial institutions	98,275	109,915	181,250	181,250	
Short-term loans from and amounts due to related companies	92	10,127	4,062	4,062	
Income tax payable	16,901	15,537	6,670	6,670	
Accrued expenses	115,233	103,702	93,785	93,785	
Current portion of deferred rental income	1,150	1,150	1,150	1,150	
Other current liabilities	10,855	15,120	12,275	12,275	
Total current liabilities	1,227,694	903,817	1,180,047	1,180,047	

As of	31 Dec	31 Dec	31 Dec 2008		Remark
	2006	2007	(Before the Restructuring) ¹	(After the Restructuring)	
	Bt '000	Bt '000	Bt '000	Bt '000	
Non-current liabilities					
Long-term loans from financial institutions	1,262,775	1,152,860	1,157,196	1,157,196	
Deferred rental income	11,500	10,350	9,200	9,200	
Other non-current liabilities	16,710	28,924	13,592	13,592	
Total non-current liabilities	1,290,985	1,192,134	1,179,888	1,179,888	
Total liabilities	2,518,679	2,095,951	2,360,035	2,360,035	
Shareholders' equity					
Share capital					
Registered share capital	505,260	505,260	509,722	509,722	
Issued and fully paid-up share capital	450,279	454,382	490,356	490,356	
Share premium	437,822	443,972	456,094	456,094	
Fair value reserve of investments in available for sale securities	301,389	656,553	2	2	
Translation adjustment	(2,422)	(6,770)	(23,566)		- Please see the explanation item 3: reversal of item related to investment
Unrealised gain on change in holding interest in investments	17,057	42,172	135,121		- Please see the explanation item 3: reversal of item related to investment
Retained earnings					
Appropriated - legal reserve	50,666	50,666	51,000	51,000	
Unappropriated	662,001	868,511	1,231,450	(1,058,760)	Please see the explanation item 5
Total parent's shareholders' equity	1,916,793	2,509,487	2,340,456	(61,308)	
Minority interests	35,755	37,930	38,761	38,761	
Total shareholders' equity	1,952,548	2,547,417	2,379,217	(22,547)	
Total liabilities and shareholders' equity	4,471,227	4,643,368	4,739,252	2,337,488	

¹ Adjustment for number of issued and paid-up shares and interim dividend payment according to assumption for the period before the restructuring item 1 and item 3 in which there are related items as follows: 1) cash and cash equivalents 2) Investments in associates 3) Long-term loans from financial institutions 4) Issued and fully paid-up share capital 5) Share premium

Pro forma Consolidated Income Statement of MINOR before and after the Business Restructuring Plan

	31 Dec	31 Dec	31 Dec 2008		Remark
	2006	2007	(Before the Restructuring)	(After the Restructuring)	
	Bt '000	Bt '000	Bt '000	Bt '000	
Revenue					
Sales	2,897,403	3,022,660	3,049,783	3,049,783	
Service and commission income	63,097	45,128	21,042	21,042	
Other revenue	61,056	18,628	10,857	10,857	
Share of profit of investment - equity method	191,374	254,223	356,765	-	
Total revenue	3,212,929	3,340,639	3,438,447	3,081,682	
Expense					
Cost of sales	1,864,055	1,972,635	1,960,128	1,960,128	
Selling and administrative expenses	923,971	956,991	1,009,931	1,009,931	
Loss from specific capital reduction	-	-	-	2,290,210	Please see the explanation item 4
Total expenses	2,788,026	2,929,626	2,970,058	5,260,268	
Profit before interest expenses and income tax	424,903	411,013	468,389	(2,178,586)	
Interest expenses	(112,204)	(98,539)	(79,071)	(79,071)	
Income tax	(47,877)	(36,040)	(21,442)	(21,442)	
Profit before minority	264,821	276,433	367,875	(2,279,099)	
Profit attributable to minority interests	(4,269)	(2,187)	(833)	(833)	
Net profit for the year	260,552	274,246	367,042	(2,279,932)	

3.3 Pro forma financial statements of MINT

The explanation of the changes in accounting that affect the consolidated financial statements of the Company

1. The specific capital reduction of the shares held by MINOR and MWL
 - 1.1 Cash decreases by Bt 671.37 million due to the payment to MINOR and MWL, shareholders whose shares are reduced. However, cash in MINOR's financial statements will increase at the same amount. As a result, cash in consolidated financial statements of the Company will be unchanged.
 - 1.2 The registered shares and the issued and paid-up shares decrease by Bt 671.37 million due to the cancellation of the share held by MINOR and MWL (the capital reduction is based on par value of Bt 1.00 per share)
2. The specific capital reduction of the shares held by MFG
 - 2.1 Cash decreases by Bt 215.31 million due to the payment to shareholder, whose shares are cancelled, which is MFG. However, cash in MFG's financial statements will increase at the same amount. As a result, cash in consolidated financial statements of the Company will be unchanged.
 - 2.2 The registered shares and the issued and paid-up shares decrease by Bt 215.31 million due to the cancellation of the share held by MFG (the capital reduction is based on par value of Bt 1.00 per share)
 - 2.3 Shares of the Company held by subsidiaries (shown in the consolidated financial statements before the restructuring) decrease by Bt 370.98 million due to the specific capital reduction of the shares held by MFG. The difference between "Decrease in issued and paid up share capital due to the specific capital reduction of MINT shares held by MFG (at par value)" and "Cost of Shares of the Company held by subsidiaries" in a negative amount of Bt (155.67) million (215.31 – 370.98) will be recorded in "Difference between the purchase price of investment in subsidiary under common control and its net book value", which is an item in shareholder's equity

3. The tender offer for all MINOR securities by the Company
- 3.1 The Company will record investment in MINOR, presented in negative value of Bt 56.06 million, in other liabilities (negative value of Bt 56.06 million is calculated from 91.44 percent of book value of MINOR after adjusting item “Reserve loss from investment”, which has negative value of Bt 61.31 million)
- 3.2 Common shares increase by 511.15 million shares due to the capital increase to exchange with MINOR’s shareholders who tender their shares as consideration.
- 3.3 The difference between “Other liabilities (investment in MINOR that has negative value) in an amount of Bt 56.06 million” and “Issued share capital of the Company at par value in an amount of Bt 511.15 million” in a negative amount of Bt (567.22) million will be shown in “Difference between the purchase price of investment in subsidiary under common control and its net book value” in the shareholders’ equity because the Business Restructuring Plan is implemented by the Company and MINOR, which is considered as a operation under common control as specified by the Draft Accounting Guidance for Business Combination under Common Control.

4. The accounting adjustment of investment in MINOR held by MFG, which used to record in the consolidated financial statements of the Company as other long-term investments

After the Business Restructuring Plan, MINOR will become a subsidiary of MINT. Therefore, in the consolidated financial statement of the Company before the restructuring, interest of MFG in MINOR of 8.56 percent, which used to record as other long-term investments amounting to Bt 316.91 million as well as other related accounts including fair value reserves of investment in an amount of Bt 156.93 million, which is necessary to be reversed to demonstrate in the pro forma consolidated financial statement of the Company in order to consolidate financial position and financial operation of MINOR after the restructuring similar to direct interest of the Company in MINOR. Therefore, in summarize both direct and indirect interest of the Company in MINOR, the Company will have 100 percent interest in MINOR in the consolidated financial statements.

In preparing the pro forma consolidated financial statement of the Company, other long-term investments in MINOR held by MFG presented in fair value will be adjusted to demonstrate in “Book value of investment in MINOR” after the restructuring. Therefore, the difference in an amount of Bt 165.23 million will be included in “Difference between the purchase price of investment in subsidiary under common control and its net book value” as a separate item in “Shareholders’ equity” in the pro forma consolidated financial statement.

The computations of such adjustments are as follows:

Investment value in MINOR presented in fair value	Bt 316.91 million
Reverse fair value reserves of investments	Bt (156.93) million
Investment value in MINOR presented at cost	Bt 159.98 million
Investment value in MINOR presented in negative book value after the restructuring	Bt (5.25) million
Difference between the purchase price of investment in subsidiary under common control and its net book value	Bt (165.23) million

(Difference between the purchase price of investment in MINOR and its net book value after the restructuring)

5. After the Business Restructuring Plan, there will be an item “Difference between the purchase price of investment in subsidiary under common control and its net book value” in an amount of Bt 888.11 million presented in negative value in shareholders’ equity (155.67 + 567.22 + 165.23) as above explanation.

Pro forma Consolidated Balance Sheet of the Company as of 31 December 2008 (In case that all MINOR's shareholders except MFG tender their shares)

	Consolidated Financial Statements Before the Restructuring ¹ Bt '000	Consolidated Financial Statements After the Restructuring Bt '000	Remark
Assets			
Current assets			
Cash and cash equivalents	629,966	857,914	
Trade accounts receivable, net	485,805	932,717	
Amounts due from related parties	48,569	48,217	
Inventories, net	606,431	998,282	
Land and real estates project for sales	382,645	382,645	
Other current assets	1,480,544	1,544,505	
Total current assets	3,633,961	4,764,280	
Non-current assets			
Long-term loans to related parties	410,031	410,031	
Investments in associates	1,241,629	1,241,629	
Other long-term investments, net	833,236	524,867	Please see the explanation in item 4
Land held for future development and projects under development	1,545,986	1,578,853	
Property, plant and equipment, net	11,141,888	11,435,443	
Intangible assets, net	4,401,702	4,506,629	
Other non-current assets	1,136,845	1,232,395	
Total non-current assets	20,711,316	20,929,846	
Total assets	24,345,277	25,694,126	
Liabilities and shareholders' equity			
Current liabilities			
Bank overdrafts and short-term loans from financial institutions	683,381	1,130,748	
Trade accounts payable	849,315	1,244,382	
Amounts due to and advances from related parties	2,419	40,479	
Short-term loans from related parties	-	4,062	
Current portion of long-term borrowings	411,022	592,272	
Current portion of debentures	550,000	550,000	
Current portion of deferred income	27,295	27,295	
Income tax payable	320,731	327,401	
Accrued expenses	763,569	857,354	
Other current liabilities	1,277,719	1,291,144	
Total current liabilities	4,885,450	6,065,137	
Non-current liabilities			
Long-term borrowings	1,281,370	2,438,566	
Debentures	6,175,000	6,175,000	
Other non-current liabilities	319,367	342,159	
Total non-current liabilities	7,775,737	8,955,725	
Total liabilities	12,661,188	15,020,862	

	Consolidated Financial Statements Before the Restructuring ¹ Bt '000	Consolidated Financial Statements After the Restructuring Bt '000	Remark
Shareholders' equity			
Share capital			
Authorised share capital			
Preference shares	-	-	
Ordinary shares	3,689,623	3,314,096	
Issued and fully paid-up share capital			
Preference shares	-	-	
Ordinary shares	3,630,208	3,254,681	Please see the explanation about the specific capital reduction in item 1.2 and 2.2 and about the tender offer in item 3.2
Share premium			
Preference shares	-	-	
Ordinary shares	3,086,694	3,086,694	
Shares of the Company held by a subsidiary	(370,979)	-	Please see the explanation in item 2.3
Expired warrants in a subsidiary	104,789	104,789	
Fair value reserves of investments in available-for-sale securities	(12,306)	(169,230)	Please see the explanation in item 4
Translation adjustment	(126,687)	(126,687)	
Difference between the purchase price of investment in subsidiary under common control and its net book value		(888,113)	Please see the explanation in item 5
Retained earnings			
Appropriated - legal reserve	347,774	347,774	
Unappropriated	4,400,211	4,400,211	
Total parent's shareholders' equity	11,059,705	10,010,119	
Minority interests	624,384	663,145	
Total shareholders' equity	11,684,089	10,673,265	
Total liabilities and shareholders' equity	24,345,277	25,694,126	

¹ Adjustment for number of issued and paid-up shares and interim dividend payment according to assumption for the period before the restructuring item 2 and item 3 in which there are related items as follows: 1) cash and cash equivalents 2) Issued and fully paid-up share capital 3) Share premium 4) Unappropriated retained earning

Pro forma Consolidated Income Statement of the Company for the year ended 31 December 2008 (in case that all MINOR's shareholders except MFG tender their shares)

	Consolidated Financial Statements Before the Restructuring Bt '000	Consolidated Financial Statements After the Restructuring Bt '000	Remark
Revenues			
Revenues from hotel operations	5,338,553	5,338,553	
Rental income from retail and property business	466,061	451,664	
Revenues from entertainment operations	108,484	108,484	
Revenues from spa services	358,231	358,231	
Sales of food and beverage	8,135,977	8,135,977	
Sales from real estates development operations	591,134	591,134	
Revenues from management services	547,250	503,812	
Franchise fee income	268,343	268,343	
Dividends received	43,552	37,255	
Share of profit of investments in associates	115,649	115,649	
Other income	541,725	537,921	
Income of MINOR		3,081,472	
Total revenues	16,514,958	19,528,494	
Expenses			
Direct cost of hotel operations	1,778,685	1,778,685	
Direct cost of retail and property business	111,114	111,114	
Direct cost of entertainment operations	14,138	14,138	
Direct cost of providing spa services	166,178	166,178	
Cost of sales of food and beverage	2,990,294	2,990,294	
Cost of sales of real estates	232,299	232,299	
Selling and administrative expenses	6,910,970	6,910,760	
Depreciation and amortization	1,378,407	1,378,407	
Cost of sales of MINOR		1,960,128	
Selling and administrative expenses		948,291	
Total expenses	13,582,085	16,490,293	
Profit before interest and tax	2,932,874	3,038,201	
Interest expense	(378,434)	(457,505)	
Income tax	(576,915)	(598,358)	
Net profit for the period	1,977,524	1,982,338	
Net profit for the period attributable to:			
Equity holders of the parent	1,900,606	1,904,586	
Minority interests	76,918	77,752	
	1,977,524	1,982,338	

The pro forma is prepared by MINT and MINOR

4. Impact of the Business Restructuring Plan

4.1 Impact to MINT from the Business Restructuring Plan

4.1.1 Impact to MINT in case the Business Restructuring Plan is successful

▪ *Impact on issued and paid-up capital of MINT*

Under the Business Restructuring Plan, MINT will issue new common shares of 511.15 million shares at par value of Bt 1.00 each to exchange with MINOR shares from MINOR's shareholders who tender their shares at the tender offer. MINT will also issue MINT-W, with 5 years to expiration and swap ratio of 1 MINT-W to 1 MINT common share, at the exercise price of Bt 8.08 (equivalent to weighted average price of MINT during the past 15 days prior to MINT's Board of Directors' Meeting No. 2/2009 on 22 January 2009) in an amount of 5.41 million units to exchange with MINOR ESOP Warrant from the shareholders who accept the tender offer. In addition, at the same time, MINT will cause specific capital reduction by canceling the issued and paid-up shares held by MINOR total 611.75 million shares, MWL total 59.62 million shares and MFG total 215.31 million shares or equivalent to 886.68 million shares in total, all of which have par value of Bt 1.00 per share. In addition, the specific capital reduction is expected to complete before the last day of tender offer process.

Under the assumption that all MINOR's shareholders, except MFG, accept the tender offer, after the Business Restructuring Plan, MINT will have issued and paid-up capital of Bt 3,254.68 million consisting of 3,254.68 common shares at par value of Bt 1.00 each or a decrease by Bt 375.53 million after the Restructuring

▪ *Impact on net profit and earning per share of MINT*

The Business Restructuring Plan will not have any impact on net profit in the company financial statements of the Company because all revenues and expenses of the Company will be the same. However, if MINOR is able to distribute dividend, the Company will recognize such dividend as revenue in the company financial statements of the Company.

After the restructuring, if MINT holds more than 50 percent of issued and paid-up shares of MINOR, MINOR will become a subsidiary of MINT. Therefore, MINT will have to prepare consolidated financial statements by consolidating revenues, expenses, assets and liabilities of MINOR into the consolidated income statement as well as the consolidated balance sheet in accordance to the relevant accounting standards.

Furthermore, there will be the specific capital reduction in an amount of 886.68 million shares at par value of Bt 1.00 each that is more than the issuance of new common shares not exceeding 511.15 million shares at par value of Bt 1.00 each in order to exchange with MINOR securities under the tender offer. As a result, the number of issued and paid-up shares will decrease by 375.53 million shares. Thus, the earnings per share (EPS) of MINT after the Business Restructuring Plan will be higher given the same amount of net profit. The comparison of EPS of MINT before and after the restructuring in which there is no price dilution after the restructuring is as follows:

	<u>Before the Restructuring</u>	<u>After the Restructuring</u>		
		<u>(Excluding MINOR's performance)</u>	<u>(Including MINOR's performance)</u>	
Net profit of the Company and subsidiaries	1,900.61 ¹	1,900.61 ¹	1,904.59 ²	Bt mm
Number of issued and paid-up shares	3,630.21 ³	3,254.68	3,254.68 ²	mm shares
Number of issued and paid-up shares (excluding MFG)	3,414.89	3,254.68	3,254.68	mm shares
Earning per share (EPS) ⁴	0.56	0.58	0.59	Bt per share
Increase (decrease) of EPS (%)		3.57	5.36	

Remarks:

¹ Figures from consolidated financial statements of MINT for the year ended 31 December 2008

² Figures from consolidated financial statements of MINOR for the year ended 31 December 2008. Net profit excluding minority interests of MINT is Bt 10.27 million adjusted with dividend MINOR pays to MFG in amount Bt 6.29 million.

³ As of 31 December 2008, MINT has 3,614.26 million issued and paid-up shares and has 14.22 million units of allocated but unexercised warrants, which are exercisable until 2009 (equivalent to 15.95 million common shares upon exercise). In total, MINT has 3,630.21 million issued and paid-up shares (Fully Diluted) (MFG holds 215.31 million shares in the Company)

⁴ Calculated from issued and paid-up shares excluding shares held by MFG

▪ *Impact on shareholders' equity of MINT*

Shareholders' equity of MINT reduces by Bt 1,010.82 million due to the following reasons:

1. Issued and paid-up capital decreases by 375.53 million shares due to;
 - 1.1 An increase of common shares issued for exchange with MINOR shares from MINOR' shareholders as consideration under the tender offer in an amount of 511.15 million shares
 - 1.2 Registered shares and issued and paid-up shares of the Company decrease by Bt 671.37 million due to the specific capital reduction by cancellingshares held by MINOR and MWL (the specific capital reduction is based on par value of Bt 1.00 per share)
 - 1.3 Registered shares and issued and paid-up shares of the Company decrease by Bt 215.31 million due to the specific capital reduction by cancelling shares held by MFG (the specific capital reduction is based on par value of Bt 1.00 per share)
2. The difference between "Investment in subsidiaries and associates (investment in MINOR)" and "Issued share capital of the Company at par value" amounting to Bt (567.22) million presented in negative value will be recorded in "Difference between the purchase price of investment in subsidiary under common control and its net book value" as a separate item in shareholder's equity.
3. Shares of the Company held by subsidiaries (shown in the consolidated financial statements before the restructuring) decrease by Bt 370.98 million due to the specific capital reduction of the shares held by MFG. The difference between "Decrease in issued and paid up share capital due to the specific capital reduction of MINT shares held by MFG (at par value)" and "Cost of Shares of the Company held by a subsidiary" in a negative amount of Bt (155.67) million will be recorded in "Difference between the purchase price of investment in subsidiary under common control and its net book value", which is an item in the shareholder's equity.
4. Investment in MINOR held by MFG, which used to record in the consolidated financial statements before the restructuring as other long-term investments based on market price (the latest offering price as of the date in

balance sheet), will be adjusted to show as “Book value of investment in MINOR” as specified by the the Draft Accounting Guidance for Business Combination under Common Control making it is necessary to reverse fair value reserves of investments in available-for-sale securities in an amount of Bt 156.93 million and record the difference between “The cost of investment in MINOR held by MFG” and “Book value of investment in MINOR” in a negative amount of Bt (165.23) million in “Difference between the purchase price of investment in subsidiary under common control and its net book value” as separate item in the “Shareholders’ equity”

5. Minority interests of MINOR of Bt 38.76 mm

The decrease of shareholders’ equity results in an improvement in financial ratio such as earnings per share and return on equity (ROE). However, debt to equity ratio will be higher due to the decrease of shareholders’ equity.

▪ *Impact on total assets of MINT*

Total assets of MINT will increase by Bt 1,348.85 million from the following reasons:

1. Increase in MINOR’s assets by Bt 1,665.76 million from making of consolidated financial statements (after adjusting impact of the specific capital reduction of MINOR in the Company’s shares and elimination of related party transactions)
2. Other long-term investment will decrease by Bt 316.91 million due to the investment in MINOR held by MFG which has to reverse in consolidated financial statements because MINOR will be a subsidiary of the Company after the Restructuring.

▪ *Impact on total liabilities of MINT*

Total liabilities of MINT will increase by Bt 2,359.67 million due to an increase of total liabilities of MINOR from the making of consolidated financial statements in the amount of Bt 2,359.67 million. In addition, the decrease in total shareholders’ equity from impact on accounting resulting total shareholders’ equity of the Company decrease amounting to Bt 1,010.82 million. As a result, debt to equity ratio (D/E) will increase. Considering the consolidated financial statements of MINT as of 31 December 2008 (after adjustment of dividend and ESOP Warrant exercise), total liabilities will increase by Bt 2,359.67 million and interest bearing debt will increase Bt 1,789.51 million. After the Restructuring, MINOR’s D/E ratio will increase from 1.08 times to 1.41 times and interest bearing debt to equity will increase from 0.78 times to 1.02 times.

However, net interest bearing debt will increase of Bt 1,561.57 million (Net of cash increase from MINOR of Bt 227.95 million). Therefore, net debt to equity ratio (net D/E) will increase from 0.73 times to 0.94 times. The increase in interest bearing debt to equity ratio does not have any impacts to breach loans agreements or conditions of bonds issuance.

▪ *Impact on working capital of MINT*

For the specific capital reduction to MINOR, MWL, and MFG, the Company will use its internal cashflow/working capital as a source of fund for this capital reduction. As of 31 December 2008, the Company and its subsidiaries have cash and cash equivalent of Bt 1,349.17 million

After the Business Restructuring Plan, the Company has the policy that MINOR, MWL, and MFG as the Company’s subsidiaries will use proceeds from the capital reduction as cashflow/working capital for each company’s operation.

▪ *Impact on shares price*

The Business Restructuring Plan will have no price dilution to share price of the Company, as its earnings per share will be higher as stated above. Under the assumption that P/E ratio of the Company before and after the restructuring are the same at 11.89 times, MINT’s share price after the restructuring will be higher as follows:

	<u>Before the Restructuring</u>	<u>After the Restructuring (excluding MINOR's operation)</u>	
Net profit of the Company and subsidiaries ¹	1,900.61	1,900.61	Bt mm
Number of issued and paid-up shares	3,630.21 ²	3,254.68	mm share
Number of issued and paid-up shares (excluding MFG)	3,414.89	3,254.68	mm share
Earnings per share (EPS) ³	0.56	0.58	Bt per share
P/E Ratio ⁴	11.89	11.89	times
Share price of MINT	6.66	6.90	Bt per share
Increase (decrease) of share price (%)		3.60	

Remarks:

¹ Figures from consolidated financial statements of the Company for the year ended 31 December 2008

² As of 31 December 2008, MINT has 3,614.26 million issued and paid-up shares and has 14.22 million units of allocated but unexercised warrants, which are exercisable until 2009, (equivalent to 15.95 million common shares upon exercise). In total, MINT has 3,630.21 million issued and paid-up shares

³ Calculated from number of issued and paid-up shares (excluding the shares held by MFG)

⁴ Source: SET as of 3 March 2009

▪ *Impact on market capitalization*

Market capitalization of MINT before and after the restructuring is as follows:

	Before the Restructuring			After the Restructuring			Change (%)
	Number of Shares (mm shares)	Market price ¹	Market Cap (Bt mm)	Number of Shares (mm shares)	Market price ¹	Market Cap (Bt mm)	
MINT	3,630.21 ²	6.25	22,688.81	3,254.68	6.25	20,341.75	(10.34)

Remarks

¹ Market price is the closing price before the date of issuing shares in return for MINT's shareholders assuming equivalent to the closing price on 3 March 2009

² As of 31 December 2008, MINT has 3,614.26 million issued and paid-up shares and has 14.22 million units of allocated but unexercised warrant or equivalent to 15.95 million common shares upon exercise. In total, MINT has 3,630.21 million issued and paid-up shares.

At present, MINT has 3,630.21 million issued and paid-up shares (after adjusting for the exercise of MINT-W). After the Business Restructuring Plan, MINT's issued and paid-up shares will decrease by 375.53 million shares given that the closing price of MINT on the day before the date of completion of the Business Restructuring Plan is Bt 6.25. Thus, the market capitalization of the Company will decrease to Bt 22,688.81 million from Bt 20,341.75 million or equivalent to 10.34 percent decrease due to the decrease of common shares.

However, the share price used in this calculation is only the estimated price. The closing price on the date in which new shares are issued to exchange with MINOR shares as considerations to MINOR's shareholders who tender their shares may be higher or lower than the example above. The share price depends on the market situation as well as other internal and external variables, which cannot be anticipated.

4.1.2 Impact to MINT in case the Business Restructuring Plan is not successful

The success of the Business Restructuring Plan is not only subject to the approval from shareholders' meeting of MINT and MINOR but also subject to the approval from the SET and the SEC to issue and offer new securities together with making a tender offer as stated above. Moreover, it is also subject to the creditors of MINT must not object the specific capital reduction, which the creditors have a right to object the specific capital reduction within two months from the date of receipt the notice informing the resolution on capital reduction of MINT. If there is any objection on specific capital reduction from any creditors and the Company cannot repay such debt or cannot agree on the security against the debt with the creditor, the Company will not be able to reduce its capital according to Shareholding Restructuring Plan, resulting that the Company still have a cross-shareholding structure.

However, the Company believes that there is no any event under the Company's opinion that could obstruct the Business Restructuring Plan. If there is any objection from the Company's creditors, the Company will relieve such event by repayment the debt or providing securities to such creditors. This circumstance may delay the Business Restructuring Plan. Nevertheless, most of the Company's creditors are financial institutions in which the Company already negotiated with these creditors on this matter and considered that the Business Restructuring Plan does not breach loan agreements, contracts, etc. between the Company and financial institutions. Thus, the Company believes that there will not be objection on the specific capital reduction.

In the case where the creditors do not object a specific capital reduction within two months because they do not know about the resolution on capital reduction and the cause of such event is not belong to them. If the creditors would like the shareholder who receives the payment from capital reduction to be responsible to creditors for the payment from

capital reduction, the creditors who object the capital reduction must file the petition within one year since the Company registers the capital reduction with the Ministry of Commerce (the shareholders who receive the payment from capital reduction are MINOR, MWL, and MFG, receiving the payment of approximately Bt 886.68 million in total).

If the restructuring is not successful, there is still cross-shareholding structure between the Company, MFG, and MINOR. MINOR will still be a listed company on the SET and continue to receive dividend from investment in the Company as current.

4.2 Impact to shareholders of the Company from the Business Restructuring Plan

4.2.1 Impact to shareholders of the Company in case the Business Restructuring Plan is successful

- *Impact on voting right of shareholders of MINT*

After the Business Restructuring Plan, there is no dilution in shareholding and voting right of existing shareholders of MINT (shareholders before this restructuring) because it involves the specific capital reduction of 886.68 million shares and the issuance of new share capital in exchange with MINOR securities in amount not exceeding 511.15 million shares. Under the assumption that all shareholders of MINOR except MFG accept the tender offer, after this restructuring, MINT's issued and paid-up shares will decrease by 375.53 million shares.

As a result, the existing shareholders of MINT (except shareholders whose shares is reduced) will have more stakes and voting rights in the company as follows:

	Before the Restructuring				After the Restructuring ²	
	Shareholding and voting right as at 31 Dec 2008		Shareholding and voting right as at 31 Dec 2008 adjusting MINT Warrant ¹			
	No. of shares	%	No. of shares	%	No. of shares	%
1. MINOR and MWL	671.37	18.58	671.37	18.49	-	-
2. MFG	215.31	5.96	215.31	5.93	-	-
3. Existing shareholders of the Company as Mr. Heinecke Group excluding 1 and 2	813.87	22.52	813.87	22.42	813.87	25.01
4. Existing shareholders of the Company as not be Mr. Heinecke Group excluding 1 and 2	1,913.71	52.95	1,929.65	53.16	1,929.65	59.29
5. Existing shareholders of MINOR who accept tender offer that is in group of Mr. Heinecke	-	-	-	-	61.14	1.88
6. Existing shareholders of MINOR who accept tender offer	-	-	-	-	450.02	13.82
Total paid-up capital of the Company	3,614.26	100.00	3,630.21	100.00	3,254.68	100.00

Remark:

¹ As of 31 December 2008, MINT has 3,614.26 million issued and paid-up shares and has 14.22 million units of allocated but unexercised warrants, which are exercisable until 2009, (equivalent to 15.95 million common shares upon exercise). In total, MINT has 3,630.21 million issued and paid-up shares

² Assuming that all shareholders of MINOR except MFG accept tender offer by exchange MINOR securities with newly issued shares of MINT

³ Shareholders as Mr.Heinecke Group are Mr. William Ellwood Heinecke, Mrs. Kathleen Ann Heinecke and Minor Holdings (Thai) Limited

If the Company acquires MINOR' shares less than the above assumption, the issued and paid-up shares of the Company will be less than stated above and each existing shareholders (except shareholders whose shares are reduced) will have more stakes in the Company.

However, even before and after the restructuring, the Company believes that since there is no any group of shareholders holding more than 50% in the Company, which can control the majority vote in shareholders' meeting. Thus, minority shareholders are still able to gather the votes to balance the authority from major shareholders.

- *Impact of tax to shareholders of the Company whose shares are reduced*

The specific capital reduction will cause taxable income to shareholders of the Company whose shares are reduced, in which such taxable income will be subject to corporate income tax in the accounting year that proceeds from the capital reduction are received. The taxable income is calculated from the proceeds from the specific capital reduction or the retained earning of each company including all reserves, whichever is less (according to the latest audited financial statements), and the lower amount will be distributed to shareholders whose shares are reduced proportionately.

Under this specific capital reduction, each shareholder will receive the proceeds based on par value of the Company. Thus, such shareholders will incur loss from the difference between investment under equity method and proceeds

from the specific capital reduction, in which this loss can be offset with the taxable income mentioned above. The calculation of taxable income of MINOR, MWL, and MFG under assumptions that comparison between proceeds from the specific capital reduction and retained earnings and all reserves of the Company is made is as follows:

Unit : Bt mm	MINOR	MWL	MFG	Total
Proceeds from the specific capital reduction	611.75	59.62	215.31	886.68
Retained earnings as at 31 December 2008 (Company financial statement)				1,502.16
Taxable income from the specific capital reduction (Lower amount)				886.68
Distribution ratio	68.99%	6.72%	24.29%	100.00%
Proceeds from the specific capital reduction	611.75	59.62	215.31	888.68
Less: Loss from the specific capital reduction	(1,572.64) ¹	N/A ²	(155.67) ³	
Taxable profit (loss)	(960.89)	-	59.64	
Corporate income tax rate	30%	15%	30%	
Tax expense	N.A. ⁴	8.94 ⁵	17.89	

Remarks

¹ Loss from the specific capital reduction of MFG in amount of Bt 1,572.64 million is due to the difference of the proceeds received from the specific capital reduction of Bt 611.75 million and cost of MINT shares held by MINOR of Bt 2,184.38 million.

² Income tax calculation of MWL is considered from withholding tax that is calculated from the proceed from the specific capital reduction due to MWL is a foreign juristic person who does not have any operation in Thailand

³ Loss from the specific capital reduction of MFG in amount of Bt 155.67 million is due to the difference of the proceeds received from the specific capital reduction of Bt 215.31 million and cost of MINT shares held by MFG of Bt 370.98 million.

⁴ Due to the specific capital reduction, MINOR has net loss of Bt 960.89 million resulting no income tax expense

⁵ Calculated from 15 percent withholding tax

4.2.2 Impact to shareholders of the Company in case the Business Restructuring Plan is not successful

- None -

4.3 Impact to MINOR from the Business Restructuring Plan

4.3.1 Impact to MINOR in case the Business Restructuring Plan is successful

▪ *Impact of tax due to the delisting from the SET*

Under the Business Restructuring Plan which includes the delisting of MINOR shares from the SET, MINOR will not receive tax privilege as being listed company after the SET approves the delisting of MINOR commencing from the accounting period in which the SET approves the delisting (expected to start within 2009), making MINOR is subject to normal corporate income tax (at 30%).

In addition, in case that MINOR holds less than 25 percent of total shares of the dividend paying company and such dividend paying company does not hold any share in MINOR, MINOR will have to include one half of dividend received into its taxable income

▪ *Impact of tax to MINOR as a result of the specific capital reduction*

Under the specific capital reduction, MINT will cancel issued and paid-up capital of MINT held by MINOR in total of 611.75 million shares at par value of Bt 1.00 per share. As a result, MINOR will have taxable income that is calculated from the proceeds from the specific capital reduction or the retained earning of each company including all reserves excluding reserves that are not from the profit of the company, whichever is lower (according to the latest audited financial statements), and the lower amount will be distributed to shareholders whose shares are reduced proportionately.

However, the cost of MINT shares (based on equity method) of MINOR and MWL is Bt 4.41 making the consolidated financial statement of MINT will record loss from capital reduction in an amount of Bt 2,290.21 million (calculated from $671.37 * (4.41 - 1.00)$). Therefore, investment in MINT shares will decrease by Bt 2,961.58 million (calculated from $671.37 + 2,290.21$). The loss from capital reduction will cause a decrease of retained earnings by Bt 2,290.21 million.

After deducting income from the capital reduction of MINOR from loss from capital reduction, MINOR will have no tax obligation.

▪ *Risk from tax assessment*

MINOR may face a risk of being subject to tax assessment from the specific capital reduction since MINT will return only the relevant amounts of the capital reduction to shareholders whose shares are reduced, based on the par value of MINT share. Therefore, MINOR may be exposed to a risk of tax assessment at the market value in accordance with Section 65 bis (4) of the Revenue Code. Tax assessment will be calculated based on the difference between the market value of the Company stock on the date of registration of the specific capital reduction and the par value of the Company stock.

However, the Company's legal advisor has provided a legal viewpoint regarding the risk of being subject to tax assessment at market value (the difference between the market value of the Company stock on the date of the registration of the specific capital reduction with the Ministry of Commerce and the par value of the Company stock) pursuant to Section 65 bis (4) of the Revenue Code as follows.

Section 65 bis (4)¹ of the Revenue Code is the provision prohibiting a company or partnership from conducting: (i) the sale of goods; (ii) the provision of services; or (iii) the lending of money without consideration, or for consideration below market value, unless there is a justifiable ground. Therefore, with respect to the specific capital reduction of MINT through the elimination of shares held by MINOR and the return of the relevant amounts of capital reduction by MINT to MINOR based on the par value of the Company stock, the Revenue Department may interpret and rely on Section 65 bis (4) of the Revenue Code to impose tax assessment against MINOR by considering that MINOR has transferred shares back to MINT at a price below the market price. In this connection, the Revenue Department has previously issued a letter in response to a public limited company on December 2006 stating that *"...in the case that Company A has conducted a specific capital reduction on the share capital in Company A, held by Company B, in order to eliminate a cross shareholding under the SEC regulations by means of the purchase of shares in Company A back from Company B at the par value of Baht 10 per share, Company B must include the revenue received from such transfer of shares into its income for the purpose of calculating the corporate income tax according to Section 65 of the Revenue Code. However, if the share transfer is made at a price lower than the market price, the assessment officer has the power to assess the consideration payable based on the market price on the transfer date by virtue of Section 65 bis (4) of the Revenue Code"*.

Nonetheless, the Company's legal counsel had a different opinion from the aforementioned ruling of the Revenue Department. The Company's legal counsel viewed that this specific capital reduction should not subject MINOR to tax review and assessment since the capital reduction is not a transfer of shares. The capital reduction will result in the elimination of the reduced shares, which is different from a share transfer under which a share will be transferred from one person to another. Therefore, it should not be regarded as a transaction to be subject to tax assessment by the Revenue Department pursuant to Section 65 bis (4) of the Revenue Code. The rationale is that such specific capital reduction of MINT also should not be deemed a transaction for the sale of goods, the provision of services, or the lending of money, which would otherwise fall within the scope of Section 65 bis (4) of the Revenue Code. In addition, should the Revenue Department interpret that a specific capital reduction at the par value fall within the scope of Section 65 bis (4) of the Revenue Code, it should be treated as if there are justifiable grounds for doing so since the specific capital reduction at the par value is proceeded in accordance with the requirements prescribed in the Public Limited Company Act, and is initiated principally for the purpose of shareholding restructuring between MINOR and MINT so as to eliminate their cross-shareholding, without any intention on the part of MINOR to dispose of its assets at a price below the market value.

However, there is still a risk of being subject to tax assessment since the Revenue Department and/or the Tax Court may come up with a different opinion from the Company's tax advisor. As such, MINOR may be subject to tax assessment, which would be calculated from the difference between the market value of MINT stock on the date of the specific capital reduction and the par value of MINT stock. Consequently, this may cause a materially adverse effect on the financial status of MINOR.

Estimated calculation of assessed tax is as follows:

Number of MINT shares being reduced (Shares held by MINOR)	611.75	mm shares
Closing price of MINT shares as of 3 March 2009	6.25	Bt per share
Par value	<u>1.00</u>	Bt per share
Difference between Closing price and Par value	5.25	Bt per share
<u>Less:</u> Tax rate (%)	<u>30%</u>	
Tax that may be assessed (Bt mm) (excluding fine and/or surcharge)	<u>963.51</u>	Bt mm

However, the share price used in this calculation is only the estimated price. The closing price on the date of specific capital reduction may be higher or lower than an example above. The share price depends on the market situation as well as other internal and external variables which cannot be anticipated.

4.3.2 Impact to MINOR in case the Business Restructuring Plan is not successful

¹ Section 65 bis (4) of the Revenue Code provides that *"In case where, without justifiable grounds, a property is transferred, a service is rendered, or money is lent without any compensation, service charge, or interest, or with compensation, service charge, or interest in an amount lower than the market value, the assessment officer has the power to assess the compensation, service charge, or interest at market value, on the date of the transfer, rendering of the service or the lending"*

If the Business Restructuring Plan is not successful, there is still cross-shareholding structure between the Company, MFG, and MINOR, as current but will not have any impacts to MINOR. Yet, MINOR will be a listed company on the SET and will have dividend from investment in MINT.

4.4 Impact to shareholders of MINOR from the Business Restructuring Plan

4.4.1 Impact to shareholders of MINOR in case the Business Restructuring Plan is successful

▪ *Impact to shareholders of MINOR who reject the tender offer*

After MINOR's shareholders' meeting approved the resolution to delist MINOR shares from the SET and the SET approved such delisting, MINOR will become non-listed entity while shareholders of MINOR who reject the tender offer and still be shareholders of MINOR facing the impacts as follows:

1. Impacts of MINOR is not a listed company are as follows:

- Lack of trading liquidity because there is no secondary market
- The form of return from investment will change because profit from capital gain will be limited since there is no liquidity and secondary market-Individual shareholders will not receive capital gains tax exemption. Moreover, if the TSD is not a registrar of MINOR, the transfer of share, from either individual or juristic person, will not be exempted from stamp duty (0.1% of either an amount of paid-up shares or price indicated in the securities, whichever is higher)
- Shareholders of MINOR may receive less information on MINOR because MINOR will not have a duty to disclose information regarding the notification of the SET and SEC. However, the disclosure of MINOR will be the part of disclosure of MINT because MINOR will become a subsidiary of MINT.

However, MINOR is still a public company limited so shareholders will still receive information or disclosure as specified in the Public Limited Company Act such as disclosure of shareholders' meeting and annual report that MINOR still has a duty to distribute to all shareholders annually. Moreover, shareholders still have the right to retrieve important documents such as certificate, list of shareholders and financial statement from the MOC.

2. Shareholders will face possible losing of benefits to be received from the return from investment in MINT in the future because MINOR grants consent on the specific capital reduction by reducing all MINT shares directly and indirectly held by MINOR, thus MINOR will not have share of profit from investment in MINT making MINOR's future profit decrease. For the year 2007 and 2008, the historical data of share of profit from investment in MINT is as follows:

		Unit: Bt mm	
Operating Performance of MINOR		2007	2008
Share of profit from investment in MINT		254.22	356.77
Total revenue		3,340.64	3,438.45
Net Profit (aAttributable to the parent company)		274.25	367.04

After the restructuring, MINOR will be not able to realize share of profit from investment in MINT anymore, making a significant decrease in MINOR net profit.

3. Shareholders will face the significant decrease in assets value of MINOR since MINOR will have loss from investment in shares of the Company as a result of the specific capital reduction of the Company's shares held by MINOR and MWL in an amount of 671.37 million shares of par value Bt 1.00 each which is less than book value of investment under equity method (Bt 4.41 per share). Thus, the investment in MINT shares of MINOR will decrease approximately by Bt 2,961.58 million.and resulting to the book value of MINOR after the specific capital redcution will be a negative value of Bt 22.55 million or approximately a negative value of Bt 0.05 per share (based on the pro forma consolidation financial statement of MINOR as of 31 December 2008). As a result, MINOR will not pay dividend until accumulated loss of approximately Bt 1,373.63 million (calculated by estimating from retained earning from financial statement of MINOR – Company only as of 31 December 2008 deducted by loss from capital reduction) will totally be dissolved. Since according to the Public Limited Company Act, no dividend shall be paid in the case where the company still sustains an accumulated loss.

▪ *Impact to shareholders of MINOR who accept the tender offer*

Shareholders of MINOR who accept the tender offer will become shareholders of MINT which is a listed company on the SET and will receive the rights and benefits from holding MINT shares such as there is secondary market, there is possible capital gain from trading MINT shares, capital gain tax from trading MINT shares on the SET is exempted for shareholders who are individuals, regularly receive information of MINT including news and information memorandum required to disclose in accordance with the SET and/or the SEC regulations. Moreover, the shareholders have the right to receive dividend from MINT and have voting right as shareholders of MINT.

However, shareholders of MINOR who accept the tender offer will not have the right to vote directly in MINOR. MINT will have the right to vote directly in MINOR as a shareholder of MINOR which transferred MINOR shares from existing MINOR shareholders.

In addition, shareholders of MINOR who accept the tender offer will become MINT shareholders in which MINT's market capitalization will vary depending on the share price used for calculation as follows:

	<u>Before the restructuring</u>	<u>After the restructuring</u>	
	MINOR	MINT	
Number of shares ¹	448.38	511.15	mm shares
Market price ²	7.65	6.25	Bt per share
Market capitalization	3,430.11	3,194.69	Bt mm
% increase (decrease) of market capitalization		(6.95)	

Remarks

¹ Number of all MINOR shares except the shares held by MFG

² Market price is the closing price before the date of issuing new shares to MINT shareholders, assuming equivalent to the closing price on 3 March 2009. The share price used in this calculation is only the forecasted price. However, the price used to calculate the value of new shares issued in exchange with shareholders of MINOR may be higher or lower than an example above. The share price depends on the market situation as well as other internal and external variables, which cannot be anticipated.

However, market capitalization calculated above may not be appropriate since the market prices of MINT and MINOR as at 3 March 2009 were already reflected by the news on the Business Restructuring Plan. Thus, it is more appropriate to consider the market capitalization calculated at 21 January 2009 that was the day prior to the Company's board of directors' meeting day as follows:

	<u>Before the restructuring</u>	<u>After the restructuring</u>	
	MINOR	MINT	
Number of shares ¹	448.38	511.15	mm shares
Market price ²	6.55	7.55	Bt per share
Market capitalization	2,936.95	3,859.18	Bt mm
% increase (decrease) of market capitalization		31.40	

Remarks

¹ Number of all MINOR shares except the shares held by MFG

² Market price is the closing price before board of directors meeting

In tendering shares, shareholders of MINOR who are Thai juristic person will be subject to capital gain tax should there be any gains from sale of shares at the tender offer. For foreign juristic person who does not have any operation in Thailand and resides in the country not bound by double tax treaty or resided in the country having applicable double tax treaty but such double tax treaty does not exempt the withholding tax on the profit from sale of shares in Thailand, such juristic person will be subject to 15 percent withholding tax of gain from sale of shares at the tender offer.

Directors or employees of MINOR who tender their MINOR ESOP Warrants in exchange to MINT-W will not have such tax obligation since the receive of MINT-W is only the right to purchase MINT shares in the future not receiving share itself which is treated as taxable income.

- *Comparison of Right and Benefit of MINOR shareholders at present and after to becomes as MINT shareholders*
 - Currently, all shareholders of MINOR (excluding MFG) hold shares in MINOR together of 91.40 percent and MINOR holds shares in MINT of 18.58 percent, therefore the indirect interest of MINOR's shareholder (excluding MFG) in MINT is equal to **16.98 percent** (91.40 percent times 18.58 percent)
 - After the Business Restructuring Plan finishes, in the case that all shareholders of MINOR (excluding MFG) sell MINOR's shares in exchange with MINT's share at the swap ratio of 1 MINOR share to 1.14 MINT share, all shareholders of MINOR (excluding MFG) will hold directly **15.70 percent** in MINT
 - Although the right of all shareholders of MINOR (excluding MFG) is lessen from 16.98 percent to 15.70 percent or 1.28 percent decrease, but the all shareholders of MINOR are able to vote directly as shareholders in MINT. That differs from the current structure that all shareholders of MINOR cannot vote directly in MINT. Thus, the decrease of indirect interest of 16.98 per cent to direct voting of 15.70 percent after the Business Restructuring Plan is not only deteriorate but also have direct right in MINT of all shareholders of MINOR from the current structure
 - In terms of dividend received, the dividend the shareholders of MINOR as shareholders of MINT after the Business Restructuring Plan can receive is not less than the dividend that the shareholders of MINOR can receive in current structure. For example, MINT and MINOR paid dividend at the amount of Bt 0.15 per share from 2008's operation as follows:

	MINOR	MINT
Dividend from 2008's operation	Bt 0.15 per share	Bt 0.15 per share and dividend share of 10 existing shares to 1 dividend share
Number of shares held	448.38 million shares ¹	511.15 million shares
Dividend received (excluding dividend share)	Bt 67.26 million	Bt 76.67 million

Remark:

¹ Excluding 41.97 million shares held be MFG. As of 31 December 2008, MINOR has 487.89 million issued and paid-up shares and has 2.18 million units of allocated but unexercised warrants, which are exercisable until 2009, (equivalent to 2.47 million common shares upon exercise). In total, the Company will tender MINOR's shares not over 490.36 million shares (including 41.97 million shares held be MFG)

From the table above, the shareholders of MINOR as shareholder of MINT can receive the dividend more than the case of shareholders of MINOR. This can be implied that after the Business Restructuring Plan, the shareholders of MINOR as shareholders of MINT have an opportunity to receive higher dividend than the case of shareholders of MINOR.

- In terms of the news and information, the shareholders of MINOR as the shareholders of MINT after the Business Restructuring Plan, will receive more information in MINT from various sources above the public discloser since many securities companies conduct the researches in MINT while none of securities companies conduct research in MINOR.

From the reasons above, the rights and benefits of shareholders of MINOR as shareholders of MINT after the Business Restructuring Plan in terms of the voting right, the dividend received and the news and information, is not only worsen but also greater than all rights and benefits that shareholders of MINOR can have in current structure

4.4.2 Impact to shareholders of MINOR in case the Business Restructuring Plan is not successful

- None -