

Information Memorandum on the Disposal of Assets and Connected Transactions
Sermsuk Public Company Limited (List 2)

The Board of Directors' Meeting of Sermsuk Public Company Limited (the "**Company**") passed a resolution to approve the Company to enter into the disposal of assets and connected transactions as follows:

1. Sale Transaction of Land and Buildings in Thonburi

Board of Directors' Meeting No. 8/2014 (Special), convened on 29 September 2014, passed a resolution to approve the Company to enter into a sale transaction of land and building in Thonburi with Kasemsapsiri 4 Co., Ltd. ("**Kasemsapsiri**"), the winning bidder, which is a connected person of the Company because the major shareholder of Kasemsapsiri is the major shareholder of the Company (the "**Sale Transaction of Land and Buildings in Thonburi**").

The transaction is considered a disposal of assets in accordance with the Notification of Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (the "**Notification on Acquisition or Disposal**") with the transaction value equivalent to 14.40 percent of the consolidated asset value of the Company and its subsidiaries as at 30 September 2014 (the transaction value calculated based on the total consideration value paid criteria in comparison of the total asset value of the listed company).

In addition, the transaction is also considered a connected transaction of the listed company in accordance with the Notification of Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (the "Notification on Connected Transactions"). The transaction value in comparison to the consolidated financial statement of the Company as at 30 September 2014 is equivalent to 23.72 percent of the net tangible asset value of the Company, which is higher than three percent of the net tangible asset value of the Company.

Therefore, the Company was obligated to appoint an independent financial advisor to give its opinion to the shareholders of the Company, disclose the information on the disposal of assets and connected transaction to the Stock Exchange of Thailand (the "**Stock Exchange of Thailand**"), and seek approval from the shareholders' meeting with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of the interested shareholders.

Accordingly, Board of Directors' Meeting resolved to appoint Discover Management Co., Ltd. an independent financial advisor, to give its opinion on entering into the sale transaction of Land and Buildings in the Thonburi.

2. Sale Transaction of the Trademark "est"

Board of Directors' Meeting No. 12/2014, held on 20 November 2014, passed a resolution to approve the amendment of the resolution of Board of Directors Meeting No. 10/2014 (Special), held on 27 October 2014, on the material substance of the Sale Transaction of the trademark "est" from the existing resolution to be as follows:

Approved that the Company is to enter into the Sale Transaction of the Trademark "est" between the Company (or its wholly owned subsidiary) and Super Brands Company Pte Ltd., which is a connected person of the Company.

In order to enter into the transaction, the Sale Transaction of the Trademark "est" is not a conditional sale with Super Brands Company Pte Ltd., with the material substance as follows:

The material substance of the Sale Transaction of the Trademark "est" is as follows: The Purchaser will make payment to the Seller for the Trademark "est" in the amount of Baht 1,300,000,000 on the execution date of the Sale and Purchase Agreement of the Trademark "est", and in the second and third years after the execution date such agreement, the Purchaser will pay the Company for its technical support and know-how, the amount of Baht 130,000,000 per year, totaling Baht 1,560,000,000.

In this regard, the Board of Directors Meeting No. 12/2014 approved that Mr. Somchai Bulsook, as Chairman of Executive Committee, is authorized to consider, act, negotiate, modify the condition of sale, value of the Trademark "est" and the technical and expertise support fee to be not less than the amount of the compensation approved according to the plan for the Sale Transaction of the Trademark "est" which is not less than Baht 1,560,000,000, the entry in to all related contracts, the amendment of the schedule for Extraordinary General Meeting of Shareholders specified for approving the Sale Transaction of the Trademark "est", including all necessary and related actions according to the laws and relevant rules in order to correctly and perfectly complete the Sale Transaction of the Trademark "est" and for the best interests of the company.

The Sale Transaction is considered a disposal of assets in accordance with the Notification on Acquisition or Disposal with the highest transaction value equivalent to 11.99 percent of the consolidated asset value of the Company and its subsidiaries as at 30 September 2014 (the highest transaction value calculated based the total consideration value basis in comparison to the total asset value of the listed company). In this regard, when combining the value of the Conditional Sale Transaction with that of the Sale Transaction of Land and Buildings in Thonburi, which was approved in Board of Directors' Meeting No. 8/2014 (Special), with the transaction value of 14.40 percent of the consolidated asset value of the Company and its subsidiaries, which occurred during the past six

months prior to the Company's entering into the Conditional Sale Transaction, the total transaction value of the disposal of assets of the Company is equivalent to 26.39 percent of the consolidated asset value of the Company and its subsidiaries.

In addition, the Sale Transaction of the Trademark "est" is considered a connected transaction in accordance with the Notification on Connected Transactions with a transaction value in comparison to the consolidated financial statement of the Company as at 30 September 2014 equivalent to 19.75 of the net tangible asset value of the Company, which is higher than three percent of the net tangible asset value of the Company. In this regard, when combining the value of the Conditional Sale Transaction with that of the Land and Buildings in Thonburi Sale Transaction, which was approved in Board of Directors' Meeting No. 8/2014 (Special), with the transaction value of 23.72 percent of the net tangible asset value of the Company, being a connected transaction occurred during the past six months prior to the Company's entering into the Sale Transaction, the total transaction value of the disposal of assets of the Company is equivalent to 43.47 percent of the net tangible asset value of the Company.

Therefore, the Company was obligated to appoint an independent financial advisor to give its opinion to the shareholders of the Company, disclose the information on the disposal of assets and connected transaction to the Stock Exchange of Thailand and seek approval from the shareholders' meeting with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of the interested shareholders.

Accordingly, Board of Directors' Meeting resolved to appoint Grant Thornton Service Co., Ltd. an independent financial advisor, to give its opinion to the shareholders of the Company on entering into the Conditional Sale Transaction which is considered a disposal of assets and connected transaction by the Company (or its subsidiaries).

In addition, Board of Directors' Meeting No. 10/2014 (Special) approved that Extraordinary General Meeting of Shareholders No. 1/2014 be convened on 23 December 2014 to approve the entering into the disposal of assets and connected transactions and fixed 10 November 2014 (Record Date) as the date to determine the names of shareholder who shall have the right to attend Extraordinary General Meeting of Shareholders No. 1/2014 and 11 November 2014 as the date to compile the list of shareholders in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book.

In this regard, the Company hereby discloses the information on the acquisition of assets and connected transactions to the shareholders as follows:

1. Information submitted to the Stock Exchange of Thailand in accordance with the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2547 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (the “Information under List 1”)

1.1 Land and Buildings in Thonburi Sale Transaction

1) Transaction date:

The Company will enter into the transaction after the approval has been granted by Extraordinary General Meeting of Shareholders No. 1/2014 which will be convened on 23 December 2014.

2) The parties involved and their relationship with the Company:

Seller : Sermsuk Public Company Limited (the “**Company**”)

Purchaser : Kasemsapsiri 4 Co., Ltd. (“Kasemsapsiri”)

Relationship between the Purchaser and the Seller : The major shareholder of Kasemsapsiri is the major shareholder of the Company: The major shareholder of Kasemsapsiri is Wattanapat Trading Co., Ltd. (“Wattanapat Trading”), holding 99.97 percent of the total issued shares of Kasemsapsiri. The major shareholders of Wattanapat Trading is TCC Holding Co., Ltd. (“TCC Holding”), holding 70 percent of the total issued shares of Wattanapat Trading.

The major shareholder of the Company is Thai Beverage Logistics Co., Ltd. (“**Thai Beverage Logistics**”), holding 64.66 of the paid-up capital of the Company. The major shareholder of Thai Beverage Logistics is Thai Beverage Public Company Limited (“**Thai Beverage**”), holding 100 of the total issued shares of Thai Beverage Logistics. TCC Holding is the major shareholder of Thai Beverage and the major shareholder of the Company.

3) General characteristics of the transaction:

The Company plans to sell the Land and Buildings in Thonburi, having a total area of 10 rai and 4 square wah (4,004 square wah or 16,016 square metres), identified under land title deed no. 1415, land no. 221, cadastral map no. 5036 II 6216-8,12, survey page no. 501, volume no. 15, page no. 15, located at 721, Chareonnakorn Road, Klongtongsai subdistrict, Khlongsan district, Bangkok

The Company has appointed C.I.T. Property Consultants Co., Ltd. (“CIT”) as its agent to sell the Land and Buildings in Thonburi by public auction and determined that the minimum bid price shall be Baht 1,550,000,000. The Company started the sales process of the Land and Buildings in Thonburi on 2 July 2014 by publishing the sales announcement in the general media. The period for buying bid envelopes and registering for participation in the bid was from 2 July 2014 to 18 September 2014. The Company and CIT agreed that the bid submission and bidding opening would be on 19 September 2014. At the end of the bidding submission period, there was only one bidder, Kasemsapsiri 4 Co., Ltd., which is a connected person of the Company because the major shareholder of Kasemsapsiri is the major shareholder of the Company. The bid price offered by Kasemsapsiri for the Land and Buildings in Thonburi was Baht 1,809,808,000, which was higher than Baht 1,550,000,000, the minimum bid price for the auction.

In this regard, Board of Directors’ Meeting No. 8/2014 (Special), convened on 29 September 2014, resolved to approve the Company entering into the Sale of Land and Buildings in the Thonburi Transaction to the winning bidder, Kasemsapsiri, which is a connected person of the Company.

The Land and Buildings in Thonburi Sale Transaction is considered a disposal of assets in accordance with the Notification of Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (the “Notification on Acquisition or Disposal”) with the transaction value equivalent to 14.40 percent of the consolidated asset value of the Company and its subsidiaries as at 30 September 2014 (the transaction value calculated based on the total consideration value paid criteria in comparison of the total asset value of the listed company).

In addition, the Land and Buildings in Thonburi Sale Transaction is considered a connected transaction of a listed company in accordance with the Notification of Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E 2546 (the “Notification on Connected Transactions”). The transaction value in comparison to the consolidated financial statement of the Company as at 30 September 2014 is equivalent to 23.72 percent of the net tangible asset value of the Company, which is higher than three percent of the net tangible asset value of the Company.

Therefore, the Company was obligated to appoint an independent financial advisor to give its opinion to the shareholders of the Company, disclose the information on the disposal of assets and connected transaction to the Stock Exchange of Thailand and seek approval from the shareholders’ meeting with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of the interested shareholders.

In this regard, the Company decided to sell the Land and Buildings in Thonburi because in order to appropriate manage the assets which have not been utilized to obtain optimum benefit.

4) Details of the disposed assets and the value of the disposed assets:

The Land and Buildings in Thonburi has a total area of 10 rai and 4 square wah (4,004 square wah or 16,016 square metres), identified under land title deed no. 1415, land no. 221, cadastral map no. 5036 II 6216-8,12, survey page no. 501, volume no. 15, page no. 15, located at 721, Chareonnakorn Road, Klongtongsai subdistrict, Khlongsan district, Bangkok.

The value of the Land and Buildings in Thonburi appraised by the Department of Land, and three independent appraisers are:

1. The value appraised by the Department of Land is Baht 460,460,000 or Baht 115,000 per square wah;
2. The value appraised in Report No. CIT_V_F2014-0015-E dated 1 April 2014 by C.I.T. Property Consultant Co., Ltd., an independent appraiser, is Baht 1,293,721,541 comprising Baht 1,281,280,000 or Baht 320,000 per square wah for the land and Baht 12,441,541 for the buildings (excluding the tower cranes and port) ;
3. The value appraised in Report No. ThorPhor.14/6/142 dated 22 May 2014 by Thai Appraisal Lynn Philips Co., Ltd., an independent appraiser, is Baht 1,153,511,000 comprising Baht 1,121,120,000 or Baht 280,000 per square wah for the land and Baht 32,391,000 for the buildings;
4. The value appraised in Report No. CPM.AS. 0288/2557(A57GEN0258) dated 19 May 2014 and Report No. CPM. AS.(0288) A57GEN0258/2557 dated 19 May 2014 by CPM Capital Co., Ltd., an independent appraiser, is Baht 1,507,380,000 comprising Baht 1,481,480,000 or Baht 370,000 per square wah for the land and Baht 25,900,000 for the buildings.

The land and buildings are free of encumbrance.

5) Total consideration value and basis used to determine the value of consideration:

The sale of the Land and Buildings in Thonburi, having a total area of 10 rai and 4 square wah (4,004 square wah or 16,016 square metres), identified under land title deed no. 1415, land no. 221, cadastral map no. 5036 II 6216-8,12, survey page no. 501, located at 721, Chareonnakorn Road, Klongtongsai subdistrict, Khlongsan district, Bangkok, to Kasemsapsiri, a connected person of the Company at the price of Baht 1,809,808,000 is the selling price offered by Kasemsapsiri, the winning bidder, and the price is higher than the appraised prices of the Department of Land, and three independent appraisers: C.I.T. Property Consultant Co., Ltd., Thai Appraisal Lynn Philips Co., Ltd., and CPM Capital Co., Ltd. as referred to in Item 4. In appraising the land and buildings, the three appraisers applied the cost approach and the market approach.

6) Calculation of the transaction value:

6.1 The calculation of the transaction value in accordance with the criteria in the Notification on Acquisition or Disposal

The financial information of the Company and the transaction value calculated based on the criteria in the Notification on Acquisition or Disposal is summarized as follows:

Financial Information of the Company

Financial Information	Consolidated Financial Statement for the accounting period ending 30 September 2014 (Baht Thousand)
Total assets	13,014,992
Intangible assets	15,473
Total liabilities	5,099,476
Total shareholders' equity	7,915,516
Net income (loss)	(483,865)
Minor shareholders' equity	-
NTA	7,900,043

*NTA is derived from the total assets less the intangible assets, total liabilities, and minor shareholders' equity.

The calculation of the transaction value based on the criteria in the Notification on Acquisition or Disposal

Total consideration value paid criteria in comparison of the total asset value of the listed company

	Consolidated Financial Statement for the accounting period ending 30 September 2014 (Baht Thousand)
Total assets of the Company	13,014,992
Consideration value	1,874,136
Percentage of total assets	14.40%

*The consideration value is derived from the sum of the purchase value, the registration fee in the part of the Company, and specific business tax.

The transaction value calculated based on the criteria in the Notification on Acquisition or Disposal is equivalent to 14.40 percent of the consolidated asset value of the Company and its subsidiaries as at 30 September 2014 (the transaction value calculated based on the total consideration value paid criteria in comparison of the total asset value of the listed company).

6.2 Calculation of the transaction value based on the criteria in the Notification on Acquisition or Disposal

The Land and Buildings in Thonburi Sale Transaction is considered a connected transaction in accordance with the Notification on Connected Transactions with a transaction value in comparison to the consolidated financial statement of the Company as at 30 September 2014 equivalent to 23.72 percent of the net tangible asset value of the Company, which is higher than three percent of the net tangible asset value of the Company.

7) Benefits expected to be obtained from the transaction:

The sale of land will generate returns from the assets of the Company, that is, the sale of the assets of the Company which have not been appropriately utilized will bring about the optimum benefit to the Company and its shareholders for the purpose of the most effective business operation and allocation of the Company capital and assets.

8) Plan to utilize the proceeds from the disposal of the assets:

The Company plans to use the proceeds to pay short-term loans from banks and use as revolving capital of the Company.

9) Directors having interest in the transaction:

Board of Directors' Meeting No. 8/2014 (Special Agenda), convened on 29 September 2014 resolved to approve the Company to enter into the Sale of Land and Buildings in the Thonburi Transaction with the winning bidder, Kasemsapsiri which is a connected person of the Company. The directors who are considered having interest in the transaction are:

- 1) Mr. Chotiphat Bijananda
- 2) Mr. Thapana Sirivadhanabhakdi
- 3) Mr. Cithichai Chaikriangkrai
- 4) Mr. Marut Buranasetkul

The four directors did not participate in the consideration of the agenda approving the Company to enter into the Sale of Land and Buildings in the Thonburi Transaction with Kasemsapsiri and did not vote for the agenda.

10) Opinion of the Board of Directors on the transaction:

The Board of Directors' Meeting was of the view that the transaction would bring about benefit to the Company and its shareholders. Having considered the potential utilization of the Land and Buildings in Thonburi, the Board of Directors found that the sale of the assets not appropriately utilized by the Company would bring about the

optimum benefit to the Company and its shareholders for the purpose of the most effective business operation and allocation of the Company capital and assets.

In addition, with respect to the Land and Buildings in Thonburi Sale Transaction, the agent had been appointed to sell the Land and Buildings in Thonburi by public auction. The sales announcements were published in the general media; the period for buying bid envelopes and registering for participation in the bid was appropriated fixed; the Board of Directors considered and approved that the Land and Buildings in Thonburi be sold to the winning bidder at the selling price which is higher than the minimum bid price fixed by the Company and being the price higher than those prices appraised by the independent appraisers; and all steps by the Company had been undertaken transparently and taken the optimum interest of the Company and its shareholders into consideration.

11) Opinion of the Audit Committee on the transaction:

No members of the Audit Committee have opinion different from that of the Board of Directors stated above.

1.2 Sale Transaction of the Trademark “est”

1) Transaction date:

The Company will enter into the transaction after the approval has been granted by Extraordinary General Meeting of Shareholders No. 1/2014 which will be convened on 23 December 2014.

2) The parties involved and their relationship with the Company:

Seller : Sermsuk Public Company Limited (the “Company”) or its subsidiary, Great Brands Limited, in which the Company holds 100 percent of the shares, the current owner of the trademark the trademark “est”.

Purchaser : Super Brands Company Pte. Ltd.

Relationship between the Purchaser and the Seller : The Purchaser is a subsidiary company of InterBev (Singapore) (“IBS”) holding 100 percent of the shares.

IBS is a subsidiary company of International Beverage Holdings Limited (“IBHL”) holding 100 percent of the shares, and

Thai Beverage Public Company Limited (“Thai Beverage”) holds 100 percent of the shares of IBHL.

3) General characteristics of the transaction:

Board of Directors Meeting No. 12/2014, convened on November 20, 2014, approved to amend the resolution of Board of Directors Meeting No. 10/2014 (Special), convened on October 27, 2014 with respect to the material substance of the Sale Transaction of the Trademark “est” to read as follows:

Resolved to approve the Company entering into the Sale Transaction of the Trademark “est” between the Company (or its subsidiary) and Super Brands Company Pte. Ltd. or its subsidiary, which is a connected person of the Company.

The Sale Transaction of the Trademark “est” is not a conditional sale with Super Brands Company Pte. Ltd. or its subsidiary, with the material substance as follows:

The material substance of the Sale Transaction of the Trademark “est” is as follows: The Purchaser will make payment to the Seller for the Trademark “est” in the amount of Baht 1,300,000,000 on the execution date of the Sale and Purchase Agreement of the Trademark “est”, and in the second and third years after the execution date such agreement, the Purchaser will pay the Company for its technical support and know-how, the amount of Baht 130,000,000 per year, totaling Baht 1,560,000.

In this regard, the Board of Directors Meeting No. 12/2014 approved that Mr. Somchai Bulsook, as Chairman of Executive Committee, is authorized to consider, act, negotiate, modify the condition of sale, value of the Trademark “est” and the

technical and expertise support fee to be not less than the amount of the compensation approved according to the plan for the Sale Transaction of the Trademark “est” which is not less than Baht 1,560,000,000, the entry in to all related contracts, the amendment of the schedule for Extraordinary General Meeting of Shareholders specified for approving the Sale Transaction of the Trademark “est”, including all necessary and related actions according to the laws and relevant rules in order to correctly and perfectly complete the Sale Transaction of the Trademark “est” and for the best interests of the company.

In addition to the Sale Transaction of the Trademark “est”, the Company will enter into a manufacturing and distribution agreement with the Purchaser or its designed person in exchange for a consideration based on actual distribution volume. The manufacturing and distribution agreement will be proposed for approval to the Board of Directors’ Meeting with the terms and conditions on an arm’s length basis and in the same manner that the Company carries out with other companies or contractual parties and is in compliance with Clause 3: Rules on Connected Transactions of the Notification of Capital Market Supervisory Board No. TorChor 21/2551.

The Sale Transaction of the Trademark “est” is considered a disposal of assets in accordance with the Notification of Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (the “**Notification on Acquisition or Disposal**”) with the highest transaction value equivalent to 11.99 percent of the consolidated asset value of the Company and its subsidiaries as at 30 June 2014 (the highest transaction value calculated based on the third criteria: the total consideration value paid in comparison of the total asset value of the listed company).

In this regard, in compliance with the Notification on Acquisition or Disposal, the value of the Sale Transaction of the Trademark “est” must be combined with the asset disposal transaction entered into during the six months prior to entering into the Sale Transaction of the Trademark “est”. When combining the value of the Sale Transaction of the Trademark “est” with that of the sales transaction of land and buildings approved by Board of Directors’ Meeting No. 8/2014 (Special), with the transaction value of 14.40 percent of the consolidated asset value of the Company and its subsidiaries, the total transaction value of the disposal of assets of the Company is equivalent to 26.39 percent of the consolidated asset value of the Company and its subsidiaries.

In addition, the Sale Transaction is also considered a connected transaction of the listed company in accordance with the Notification of Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E 2546 (the “**Notification on Connected Transactions**”). The transaction value in comparison to the consolidated financial statement of the

Company as at 30 September 2014 is equivalent to 19.75 percent of the net tangible asset value of the Company, which is higher than three percent of the net tangible asset value of the Company.

In this regard, pursuant to the Notification on Connected Transactions, the value of the Sale Transaction of the Trademark “est” must be combined with the connected transaction occurred during the past six months prior to the Company’s entering into the Sale Transaction. When combining the value of Sale Transaction of the Trademark “est” with the sale of the land and buildings, which was approved in Board of Directors’ Meeting No. 8/2014 (Special Agenda), with the transaction value of 23.72 percent of the net tangible asset value of the Company, the total connected transaction value is equivalent to 43.47 of the net tangible asset value of the Company.

Therefore, the Company was obligated to appoint an independent financial advisor to give its opinion to the shareholders of the Company; disclose the information on the disposal of assets and connected transaction to the Stock Exchange of Thailand (the “**Stock Exchange of Thailand**”); send the Invitation to the Shareholders’ Meeting and related documents at least 14 days in advance of the intended meeting date; and seek approval from the shareholders’ meeting with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of the interested shareholders.

4) Details of the disposed assets and the value of the disposed assets:

The Company launched the trademark “est” in November 2012 and the trademark has been used in association with the Company’s business operation for approximately 24 months. As at August 2014, “est” has captured the market share of 12 percent of the carbonated soft drink market.

The disposed asset value is Baht 1,560,000,000.

5) Total consideration value, basis used to determine the value of consideration, and terms of payment:

The total consideration value is Baht 1,560,000,000. With respect to the basis used to determine the value of consideration, the Company has considered three methods for appropriate brand valuation and concluded that the income based method is the most appropriate method for brand valuation. The term of payment is three years, with conditions attached to the payments. The calculation method is estimated from the potential sales in the future by applying an appropriate royalty rate and discounting to the net present value.

In this regard, the Board of Directors has appointed an internationally recognized firm, Grant Thornton Services Co., Ltd., a member of Grant Thornton International Co., Ltd., as an independent financial advisor to give its opinion to the shareholders on the Sale Transaction of the Trademark “est” whereby Grant Thornton Services Co., Ltd. will consider and give its opinion on the value of the trademark and the methods for calculating whether the transaction is appropriate.

6) Calculation of the transaction value

6.1 The calculation of the transaction value in accordance with the Notification on Acquisition or Disposal

The financial information of the Company and the transaction value calculated based on the criteria in the Notification on Acquisition or Disposal is summarized as follows:

Financial Information of the Company

Financial Information	Consolidated Financial Statement for the accounting period ending 30 September 2014 (Baht Thousand)
Total assets	13,014,992
Intangible assets	15,473
Total liabilities	5,099,476
Total shareholders' equity	7,915,516
Net income (loss)	(483,865)
Minor shareholders' equity	-
NTA	7,900,043

*NTA is derived from the total assets less the intangible assets, total liabilities, and minor shareholders' equity.

The Calculation of the transaction value based on the criteria in the Notification on Acquisition or Disposal

Total consideration value paid criteria in comparison of the total asset value of the listed company

	Consolidated Financial Statement for the accounting period ending 30 September 2014 (Baht Thousand)
Total assets of the Company (Baht)	13,014,992
Value of assets disposed (Baht)	1,560,000
Percentage of total assets	11.99%

The highest transaction value calculated based on the criteria in the Notification on Acquisition or Disposal is equivalent to 11.99 percent of the consolidated asset value of the Company and its subsidiaries as at 30 September 2014 (the transaction value calculated based on the total consideration paid criteria in comparison to the total asset value of the listed company).

6.2 Calculation of the transaction value based on the criteria in the Notification on Connected Transactions

The Sale Transaction of the Trademark “est” is considered a connected transaction of the listed company in accordance with the Notification on Connected Transactions with the transaction value in comparison to the consolidated financial statement of the Company as at 30 June 2014 equivalent to 19.75 percent of the net tangible asset value of the Company which is higher than three percent of the net tangible asset of the Company.

7) Objective and rationale in entering into the transaction and benefits expected to be obtained from the transaction:

The Company recognizes that building a brand in the business involves a huge investment of time and money. The Company is currently subject to highly competitive market conditions. If the Company chooses not to sell the trademark “est”, the Company’s opportunity to generate profits in the market will decrease. The trademark will be transferred to the Purchaser who has the capability to make an investment in the trademark.

The transaction will provide the Company with the capital to invest in increasing its maximum capability (best-in-class) in terms of sales and distribution while securing an agreement to manufacture and distribute the goods under the trademark “est” without having to allocate a huge amount of money for building the brand “est”.

In addition, after the transaction, the Company believes that its financial position will be improved because the Company is not required to invest in brand building. The Purchaser, who has the capability, has given its promise to build the trademark. Furthermore, the Company has secured an agreement for manufacturing and distribution. Therefore, the trademark “est” is the trademark to which the Company has continuously given its priority and the trademark still continues to generate benefits to the Company in the form of manufacturing and distribution fees under the agreement and in accordance with the increased sales volume.

8) Plan to utilize the proceeds from the disposal of the assets:

The Company plans to use the proceeds from the disposal of assets as working capital and to invest in infrastructures of the business in order to strengthen the Company’s capabilities in distribution and manufacturing.

9) Directors having interest in the transaction:

Board of Directors’ Meeting No. 10/2014 (Special), convened on 27 October 2014 resolved to approve the Company entering into the Conditional Sale Transaction with International Beverage Holdings Limited, which is a connected person of the Company, and Board of Directors’ Meeting No. 12/2014, convened on 20 November 2014 resolved to amend the resolution of Board of Directors’ Meeting No. 10/2014 (Special), convened on 27 October 2014, to approve the Company (or its subsidiary) entering into the Sale Transaction of the Trademark “est” with Super Brands Company Pte Ltd., or its subsidiary, which is a connected person of the Company.

The directors who are considered as having interest in the transaction are:

- 1) Mr. Chotiphat Bijananda
- 2) Mr. Thapana Sirivadhanabhakdi
- 3) Mr. Cithichai Chaikriangkrai
- 4) Mr. Marut Buranasetkul

The four directors did not participate in the Board of Directors' meeting for the consideration of the agenda approving the Company to enter into the Conditional Sale Transaction with International Beverage Holdings Limited and did not vote for the agenda.

10) Opinion of the Board of Directors on the transaction:

As brand building in the business involves a huge investment of time and money, should the Company invest in brand building in highly competitive market conditions, the Company's opportunity to generate profits in the market will decrease. Furthermore, if the Company chooses not to sell the trademark "est", the Company will sustain a loss. In view of this, the Company engaged a business advisor who possesses expertise and experience in the business to conduct research into several options and reached the conclusion that the Sale Transaction of the Trademark "est", as amended in Board of Directors' Meeting No. 12/2014, convened 20 November 2014, is the most appropriate strategy for Sermsuk under the existing limitations.

In this regard, the initial undertaking is consistent with the Company's business plan which was approved at the 2011 General Meeting of Shareholders.

According to the opinion of the Board of Directors, it is advisable to use the sale of the trademark "est" approach, as amended in Board of Directors' Meeting No. 12/2014, convened 20 November 2014, because this option will bring about optimum benefits to the Company and its shareholders.

11) Opinion of the Audit Committee on the transaction:

No members of the Audit Committee have opinion different from that of the Board of Directors stated above.

12) Sending the Invitation to the Meeting to the Shareholders:

The Company will send the Invitation to the Shareholders' Meeting and related documents at least 14 days in advance.

2. Responsibility of the Board of Directors on the Information Memorandum:

The Board of Directors has responsibility for the information in the Information memorandum. In this regard, the authorized directors of the Company, namely Mr. Somchai Bulsook and Professor Dr. Khunying Suchada Kiranandana have carefully reviewed the information in the Information Memorandum and hereby certify that the Information Memorandum contains no false information; no material facts which are necessary or must be included in the Information Memorandum have been omitted; and the Information Memorandum does not contain any misleading information which may cause misunderstanding.

3. Opinion of the Independent Expert on the asset disposal transaction:

None.

4. Liabilities:

4.1 Total issued and unissued debt instruments:

None.

4.2 Total term loans of the Company and its subsidiaries as at 30 September 2014 and the obligation in placing assets as security:

<u>Type of Loan</u>	<u>Liabilities as at 30 September 2014 (Baht million)</u>	<u>Security</u>
Short-term loans from financial institutions	1,400	-
<u>Total amount of loan</u>	1,400	-

4.3 Total other liabilities of the Company and its subsidiaries as at 30 September 2014 and the obligation in placing assets as security:

As at 30 September 2014, the Company placed a fixed deposit account with the deposit amount of Baht 0.50 million as security with the court with respect to the lawsuit filed by a group of employees demanding payment of damages due to unfair termination.

4.4 Contingent liabilities

Summary of contingent liabilities and other contingencies of the Company and its subsidiaries as at 30 September 2014

The Company has a contingent liability arising from a claim filed by a group of employees due to unfair termination for compensation of approximately Baht 8.24 million. The case is currently pending trial in the court and the Company has placed a fixed deposit account of Baht 0.50 million as security with the court.

In 2014, 45 former employees of the Company whose employment agreements were terminated by the Company filed a lawsuit against the Company for unfair termination demanding that the Company pay damages due to unfair termination with the disputed amount of Baht 46.50 million. Prior to filing the lawsuit, the employees requested Pathum Thani Provincial Labour Protection and Welfare Office to consider claiming financial support from the Company and Pathum Thani Provincial Labour Protection and Welfare Office informed the employees that the

Company had duly complied with the labour protection law and had taken the appropriate steps. The case is currently pending trial in the court.

5. Information of the Company

5.1 Summary of business operation information and business trend of the Company and its subsidiaries

Sermsuk Public Company Limited

Sermsuk Public Company Limited was established to operate the beverage business by a group of seven founders who tendered an application to register the Company with the start-up capital of Baht 8 million. The Company commenced its business operation on 18 April 1952 and started its manufacturing of the “Pepsi” beverage at the Silom Plant and the beverage was first launched in the Thai market on 18 March 1953.

On 31 March 2011 the Board of Directors resolved to terminate the Exclusive Bottling Appointment (“EBA”) under the trademark “Pepsi” in Thailand. The 2011 Annual General Meeting of Shareholders held on 29 April 2011 approved the Company’s undertaking with respect to the Agreements between the Company and Pepsi (including the termination of the agreements). Later in July 2011, the Company received a letter from Pepsi-Cola (Thai) Trading Co., Ltd. and Seven-Up Nederland, B.V. (collectively referred to as “PepsiCo Group”), and SS National Logistics Co., Ltd. (“SSN”) (PepsiCo Group and SSN are collectively referred to as “Major Shareholders Group”) informing the Company that Major Shareholders Group had executed an agreement to sell and purchase share in the Company. With respect to the EBA, if PepsiCo Group was to sell its shares to SSN and/or an SSN investor, the EBA provides that the Company and Pepsi must extend the effective date of the termination of the EBA for another seven months from 1 April 2012.

Consequently, Thai Beverage Logistics Co., Ltd, an SSN investor, acquired the shares from PepsiCo Group and made a voluntary tender offer to the shareholders of the Company. In this regard, the Company executed the letter for the extension of the effectiveness of the EBA for seven months from 1 April 2012. As a result, the EBA would be terminated at the close of business on 1 November 2012. Accordingly, the agreement relating to the EBA, the Agreement for Cooperative Advertising and Marketing Principles (“Coop”) was terminated on the same day.

After the termination of the EBA on 1 November 2012, the Company commenced manufacturing and distributing the carbonated soft drink under the trademark “est”.

The material information of the future business plan of the Company relating to the Company’s business operation can be summarized as follows:

Operating Plan under Four Business Pillars:

First Business Pillar: To expand the non-carbonated beverage market by introducing new products under the trademarks of the Company or acquiring a business which has offered successful products or trademarks in the market, or entering into contracts for hire of works or licensing agreements, or acquiring the right of manufacturing and distribution, or entering in agreements in any other forms, for non-carbonated beverages under the trademark of other persons. The Company may operate other business to the extent that it shall not be in conflict with or contrary to the future business, plan such as the utilization of the Company’s assets or the operation of any other business under the Capacity of the Company as the Board of Directors will deem appropriate.

Second Business Pillar: To increase the investment in the production line of the drinking water “Crystal” in order to respond to the increasing demand for drinking water.

Third Business Pillar: To act as a distributor of other products apart from beverages.

Fourth Business Pillar: To act as a manufacturer of carbonated beverages under other trademarks.

The Company has set the target for its business operation as follows:

Volume and Market Share Growth Target

The Company has set a target to increase sales volume and market share every year by taking into consideration several factors, such as general economic condition, changes in consumer tastes and consumer behavior, market competition, competitor’s strengths and weaknesses, and competitor’s past activities, etc. Accordingly, the Company’s effort in setting targets is based on the analysis of trends in the past and future projects, as well as the assessment of the Company’s strengths and weaknesses, which will form a basis in creating activities and introducing new products, all of which will support and ensure that the Company’s business operation meets the set target.

Profit Maximization Target

In addition to volume growth, which is a factor in generating profit, the Company has given emphasis on increasing efficiency and controlling costs by establishing a Key Performance Indicator (KPI) for each business unit in the organization as its operating target and the Key Performance Indicator will be used as a measure for in evaluating the performance of employees in each business unit.

People Development Target

The Company has set a target to continually develop its employees in all jobs, levels, and lines on a regular basis. Every year, a budget for training for employees in business units is drawn up and training sessions on administration/management and various techniques to increase efficiency are conducted and transferred to the employees for their daily operation. In addition, emphasis is given to people development and on-the-job training by means of coaching and advising by line supervisors.

Returns to Shareholders Target

It is a policy of the Company to return profits to the shareholders by paying a dividend regularly at a rate appropriate to the operating results for each year which can be achieved by bringing about growth and promoting stability to the Company, increasing revenue and profit to the business by effective marketing campaigns that stimulate the demand for the Company’s drinks and drive the production and sales volume, thus, generating returns on investment for investors and the shareholders.

Social Responsibility Target

It is a policy of the Company to operate its business in unison with its obligation to be socially responsible in the following manner: focusing on bringing happiness to the Thai people by offering internationally-accepted standard products fairly at every possible opportunity; paying respect to the basic right to life of the interested parties by placing particular emphasis on implementing environmental projects and the production process with a view to minimizing the environmental impact; extending the efforts to the general public by means of pursuing corporate social

activities in diverse perspectives with a goal to be a part of a network within Thai society and a driving force for sustainable social and environmental development.

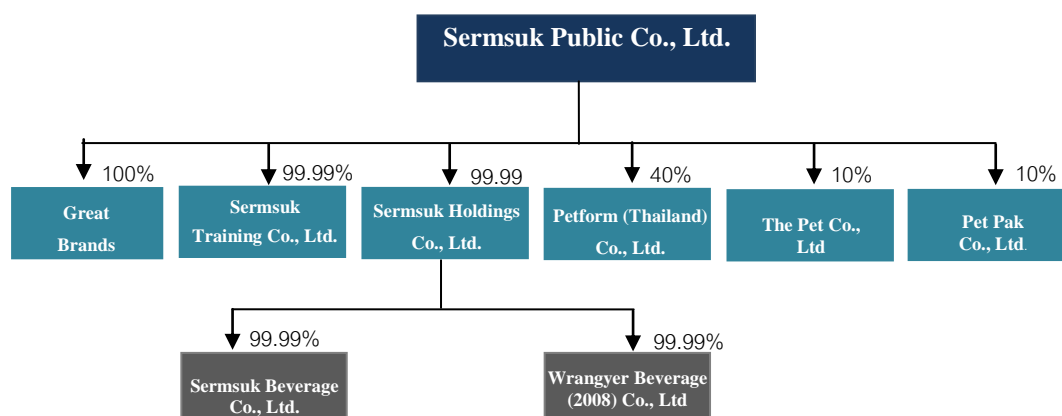
The Company's shareholding structure as at 30 September 2014 is as follows:

There are two major shareholders in the Company: Thai Beverage Logistics Co., Ltd. and SS National Logistics Co., Ltd.

The Company has an affiliate company, namely Sermsuk Beverage Co., Ltd., an indirect subsidiary, which manufactures, co-packs, and sells Lipton Ice Tea to the Company as a distributor or sells to Pepsi-Cola (Thai) Trading Co., Ltd. for further sale to the Company as a distributor. Currently, 99.99 percent of the shares of Sermsuk Beverage Co., Ltd. are held by Sermsuk Holdings Co., Ltd., a direct subsidiary, established on November 23, 2006 with the objective to hold shares and undertake the management of the investment in affiliates of Sermsuk.

In addition, the Company holds 40 percent in Petform (Thailand) Co., Ltd., a manufacturer and distributor of PET preform for manufacturing PET bottles, and plastic closures.

In this regard, Sermsuk Holdings Co., Ltd. (direct subsidiary), acquired Wrangyer Beverage (2008) Co., Ltd. to manufacture and sell "Wrangyer" energy drink, "Power Plus" sport drink and other drinks for Sermsuk's distribution.



Subsidiaries

Direct subsidiaries

- **Sermsuk Holdings Co., Ltd.**

Sermsuk Holdings Co., Ltd. is a subsidiary of the Company engaging in the business of investing in other companies. In October 2012, Sermsuk Holdings Co., Ltd. acquired Wrangyer Beverage (2008) Co., Ltd. to manufacture and sell "Wrangyer" energy drink, "Power Plus" sport drink and other drinks for the Company's distribution. At present, the Company holds 99.99 percent of the shares in Sermsuk Holdings Co., Ltd.

Sermsuk Holdings Co., Ltd. has paid-up registered capital of Baht 500,000,000, divided into 50,000,000 ordinary shares with the par value of Baht 10 per share.

- **Sermsuk Training Co., Ltd.**

Sermsuk Training Co., Ltd. is a subsidiary of the Company engaging in the business of providing training services to the employees. At present, the Company holds 99.99 percent of the shares in Sermsuk Training Co., Ltd.

Sermsuk Training Co., Ltd. has paid-up registered capital of Baht 10,000,000, divided into 1,000,000 ordinary shares with the par value of Baht 10 per share.

- **Great Brands Limited**

Great Brands Limited is a company established in Hong Kong, in which the Company holds 100 percent of the shares. Great Brands Limited is the owner of the trademark “est” and allows the Company to use such trademark in manufacturing, marketing and sales, advertising and distribution for cola carbonated soft drinks and other carbonated drinks manufactured and distributed by the Company.

At present, Great Brands Limited has paid-up registered capital of Baht HKD 1,000,000, divided into 1,000,000 ordinary shares with the par value of HKD 1 per share.

Indirect subsidiaries

- **Sermsuk Beverage Co., Ltd.**

Sermsuk Beverage Co., Ltd. is the manufacturer and contracted manufacturer of Lipton ice tea drink and sells the goods to the Company to act as the direct distributor or sells the goods to Pepsi-Cola (Thai) Trading Co., Ltd. who will further sell the goods to the Company to act as the direct distributor. At present, Sermsuk Holdings Co., Ltd. holds 99.99 percent of the shares in Sermsuk Beverage Co., Ltd.

Sermsuk Beverage Co., Ltd. has paid-up registered capital of Baht 689,586,150, divided into 68,958,615 ordinary shares with the par value of Baht 10 per share.

- **Wrangyer Beverage (2008) Co., Ltd.**

Wrangyer Beverage (2008) Co., Ltd. is engaged in the business of manufacturing and distribution of “Wrangyer” drink, “Power Plus” drink and other drinks for the Company’s distribution. At present, Sermsuk Holdings Co., Ltd. holds 99.99 percent of the shares in Wrangyer Beverage (2008) Co., Ltd.

Wrangyer Beverage (2008) Co., Ltd. has paid-up registered capital of Baht 200,000,000, divided into 20,000,000 ordinary shares with the par value of Baht 10 per share.

5.2 Schedule summarizing the Financial Statements for the past 3 years and the current year, including explanation and analysis of the Financial Position and operational results for the past and current year

5.2.1 Schedule summarizing the Financial Statements of the Company and its subsidiaries

Sermsuk Public Company Limited

Statement of Financial Position

(unit : million Baht)

Assets	Consolidated Financial Statements			
	Annual			9 Months
	December 31, 2013	December 31, 2012	December 31, 2011	September 30, 2014
Current assets				
Cash and cash equivalent	186.3	1,544.5	976.4	155.9
Current investments	-	-	12.0	-

Assets	Consolidated Financial Statements			
	Annual			9 Months September 30, 2014
	December 31, 2013	December 31, 2012	December 31, 2011	
Trade accounts receivable	489.7	735.6	990.1	554.3
Other amounts receivable from related parties	23.0	64.9	10.0	38.5
Other receivables	147.7	406.2	499.9	199.3
Short-term loan to related parties	-	-	-	-
Inventories	2,226.3	2,018.8	2,274.9	2,312.4
Prepaid crown tax and lid tax	92.2	188.5	392.0	81.5
Other current assets	164.8	149.0	37.5	163.1
Total current assets	3,330.0	5,107.5	5,192.8	3,505.0
Non-current assets				
Restricted deposits at financial institutions	0.8	2.5	2.4	0.5
Investment in an associate	276.3	195.1	18.4	342.6
Investment in subsidiaries	-	-	-	-
Other long-term investments	174.5	214.1	126.2	172.6
Advance payment in respect of a related party	-	0.1	0.1	-
Long-term loans to a related party	3.0	5.0	5.0	3.0
Investment properties	232.1	33.1	29.6	232.1
Property, plant and equipment	8,636.7	7,983.4	8,003.9	8,717.0
Intangible assets	21.3	19.1	39.9	15.5
Deferred tax assets	4.0	2.7	1.3	7.2
Other non-current assets	22.3	31.0	23.8	19.5
Total non-current assets	9,371.0	8,486.1	8,250.6	9,510.0
Total assets	12,701.0	13,593.6	13,443.4	13,015.0

Statement of Financial Position (cont.)

(unit: million Baht)

Liabilities and equity	Consolidated Financial Statements			
	Annual			9 Months
	December 31, 2013	December 31, 2012	December 31, 2011	September 30, 2014
Current liabilities				
Trade accounts payable	766.2	1,237.5	1,369.2	985.4
Other amounts payable to related parties	24.7	50.3	26.2	8.0
Other payables	331.4	438.6	369.2	317.1
Short-term loans from financial institutions	700.0	-	-	1,400.0
Short-term loan from related party	-	-	129.6	-
Accrued expenses	447.8	755.2	383.6	503.1
Income tax payable	73.6	75.0	74.9	73.5
Customers' deposits on bottles and cases	522.2	691.8	851.6	489.3
Other current liabilities	43.5	59.5	78.2	56.6
Total current liabilities	2,909.4	3,307.9	3,282.5	3,833.0
Non-current liabilities				
Deferred tax liabilities	463.5	453.3	449.7	286.3
Employee benefits obligations	925.5	1,103.0	1,155.3	980.2
Long-term provision	-	-	10.0	-
Total non-current liabilities	1,389.0	1,556.3	1,615.0	1,266.5
Total liabilities	4,298.4	4,864.2	4,897.5	5,099.5
Equity				
Share capital				
Authorised share capital	265.9	265.9	265.9	265.9
Issued and paid-up capital	265.9	265.9	265.9	265.9
Premium on ordinary shares	1,342.4	1,342.4	1,342.4	1,342.4
Retained earnings:				
Appropriated:				

Liabilities and equity	Consolidated Financial Statements			
	Annual			9 Months September 30, 2014
	December 31, 2013	December 31, 2012	December 31, 2011	
Legal reserve	26.8	26.8	26.8	26.8
General reserve	2,785.0	3,089.0	3,089.0	2,285.0
Unappropriated	556.0	1,081.4	678.2	572.1
Other components of equity	3,426.5	2,923.9	3,123.4	3,423.3
Equity attributable to owners of the Company	8,402.6	8,729.4	8,525.7	7,915.5
Non-controlling interests	-	-	20.2	-
Total equity	8,402.6	8,729.4	8,545.9	7,915.5
Total liabilities and equity	12,701.0	13,593.6	13,443.4	13,015.0

Statement of Comprehensive Income

(unit : million Baht)

Consolidated Financial Statements	Consolidated Financial Statements			
	Annual			9 Months September 30, 2014
	December 31, 2013	December 31, 2012	December 31, 2011	
Income				
Revenue from sale of goods and rendering of services	11,172.0	22,820.7	21,430.5	7,789.4
Other income	285.5	385.8	230.1	91.8
Total Income	11,457.5	23,206.5	21,660.6	7,881.2
Expenses				
Cost of sales of goods and rendering of services	8,114.7	18,219.8	17,349.1	5,728.9
Sales expenses	2,950.0	3,222.9	2,867.2	2,143.7
Administrative expenses	1,024.9	1,206.7	1,077.4	763.6
Financial costs	9.6	5.5	1.7	26.8
Total expenses	12,099.2	22,654.9	21,295.4	8,663.0
Share of profit of an associate, net of income tax	162.3	176.7	(196.3)	124.4
Profit (loss) before income tax expense	(479.4)	728.3	168.9	(657.4)
Income tax revenue (expense)	150.9	(128.1)	(106.5)	173.5

Consolidated Financial Statements	Consolidated Financial Statements			
	Annual			9 Months September 30, 2014
	December 31, 2013	December 31, 2012	December 31, 2011	
Profit (loss) for the year	(328.5)	600.2	62.4	(483.9)
Other comprehensive income	11.0	(0.2)	-	(1.7)
Foreign currency concersion differences for foreign operation				
Net change in fair value of available- for-sale investments	(26.4)	40.8	2.6	(1.9)
Revaluation of land	641.7	0.5	-	
Defined benefit plan actuarial gain (loss) for retirement benefit plan	204.0	(2.6)	34.2	
Income tax on other comprehensive income	(163.9)	(7.7)	-	0.4
Other comprehensive income	666.4	30.8	36.8	(3.2)
Total comprehensive income	337.9	631.0	99.2	(487.1)

5.2.2 Management Discussion and Analysis (MD&A):

Summary of the operating results for the nine-month periods ending 30 September 2014 and 2013

The Company's operating results for the nine-month period ending 30 September 2014 as reported in the consolidated financial statements reflected a net loss of Baht 483.9 million, an increase in loss of Baht 331.3 million or 217.3 percent compared to the same period of the previous year. The significant changes are detailed as follows:

1) The revenue decreased by Baht 1,167.6 million or 12.9 percent due to high competitiveness in the market for the products sold by the Company and an economic downturn.

2) The cost of sales decreased by Baht 689.9 million or 10.7 percent. The major contributing factor, resulting in the decrease in the cost of sales to be less than the decrease in the revenue, is the change to the product mix.

3) The sales and administrative expenses decreased by Baht 130.7 million or 4.3 percent. The major contributing factor, resulting in the decrease in the sales and administrative expenses to be less than the decrease in the revenue, is that certain expenses are fixed and not variable according to the decreased sales volume.

4) The share of profit from the investment in the associated companies decreased by Baht 28.2 million resulting from the recognition of income of compensation from flood insurance of the current year which was less than that of the previous year.

The operating results for the nine-month period ending 30 September 2014 results in the Company incurring a basic loss per share of Baht 1.82, a loss of Baht 1.25 compared to the same period of the previous year.

Summary of the operating results for the years ending 31 December 2013 and 2012

The Company's operating results for the years ending 31 December 2013 as reported in the consolidated financial statements reflected a net loss of Baht 328.5 million, an increase in profit of Baht 933.2 million or 154.3 percent compared to the same period of the previous year. The significant changes are detailed as follows:

1) The revenue decreased by Baht 11,749.0 million or 50.6 percent because the Company stopped selling the old brands of carbonated soft drinks and energy drinks at the end of 2012 and started selling the new brands of carbonated soft drinks and energy drinks.

2) The cost of sales decreased by Baht 10,105.0 million or 55.5 percent. The major contributing factor, resulting in the decrease in the cost of sales to be more than the decrease in the revenue, is a result of the implementation of a more effective approach to production costs and the effect of the recognition of an allowance for the devaluation of circulated bottles which could not be used in the previous year.

3) The sales and administrative expenses decreased by Baht 454.8 million or 10.3 percent. The major contributing factor, resulting in the decrease in the sales and administrative expense to be less than the decrease in the revenue, was the promotional sales and marketing expenses for the launching campaigns for new branded carbonated soft drinks in the market and the impact of the minimum wage adjustment.

4) The share of profit from investment in the associated companies decreased by Baht 14.5 million as a result of the recognition of income of compensation for flood insurance in the current year which is less than the previous year. The operating results for the year ending 31 December 2013 show the Company incurring a basic loss per share of Baht 1.24, a loss of Baht 3.51 compared to the same period of the previous year.

5.3 Financial estimates for the current year (if any), identifying commercial, economic, and industrial assumptions which have been reviewed by the licensed auditor and the opinion of the independent financial advisor that the operating results estimated are prepared with due diligence:

None

5.4 List of directors, executives, and the first 10 major shareholders:

5.4.1 Board of Directors:

	<u>Name-Surname</u>	<u>Position</u>
1.	Mr. Photipong Lamsam	Chairman and Independent Director
2.	Mr. Somchai Bulsook	Director, Chairman of Executive Committee, and Chief of Executive Officers
3.	Mr. Suchin Wanglee	Vice Chairman and Independent Director
4.	Mr. Chotiphat Bijananda	Vice Chairman and Executive Director
5.	Mr. Thapana Sirivadhanabhakdi	Vice Chairman
6.	Mr. Dhitivute Bulsook	Director and President
7.	Mr. Sithichai Chaikriangkrai	Director

	<u>Name-Surname</u>	<u>Position</u>
8.	Mr. Sakchai Thanaboonchai	Director
9.	Mr. Rangsarn Thammanee Wong	Director
10.	Mr. Marut Buranasetkul	Director
11.	Mr. Pramoad Phornprapha	Director
12.	Mr. Rawat Chamchalerm	Independent Director
13.	Khunying Suchada Kiranandana	Independent Director and Chairman of Audit Committee
14.	Mrs. Siripen Sitasuwan	Independent Director and Member of Audit Committee

5.4.2 Executives:

	<u>Name-Surname</u>	<u>Position</u>
1.	Mr. Somchai Bulsook	Chief Executive Officer
2.	Mr. Dhitivute Bulsook	President
3.	Miss Tientip Narach	Finance Director
4.	Mr. Arthakrit Visudtibhan	Human Resources Director
5.	Mr. Parinya Permpnich	Sales Director
6.	Mr. Peerapong Krinchai	Operations Director
7.	Mr. Pibul Voravath	Group General Manager/General Plant Manager, Pathum Thani/Acting General Plant Manager, Nakhon Sawan
8.	Mr. Kwanchai Mahapornprachak	General Plant Manager, Nakhon Ratchasima
9.	Mr. Viraj Ithikumjorn	General Plant Manager, Surat Thani

Remark: The term executives refers to the first four executives under the definition of the Notification of the Securities and Exchange Commission No. GorJor. 17/2551 Re: Determination of Definitions under Notifications relating to Issuance and Offering of Securities.

5.4.4 Shareholders:

The first 10 major shareholders as at November 11, 2014, being the record date for the names of the shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (including any amendment thereto) by closing the Share Register Book.

Major Shareholders		No. of Ordinary Shares	Percentage
1	Thai Beverage Logistics Co., Ltd.	171,923,138	64.66
2	SS National Logistics Co., Ltd.	63,419,107	13.614
3	SS National Logistics Co., Ltd.	20,000,000	7.522
4	DBS Vickers Securities (Singapore) Pte Ltd	12,500,000	4.70
5	UBS AG Singapore Branch	10,800,000	4.06
6	UOB Kay Hian (Hong Kong) Limited	7,200,000	2.708
7	Mrs. Duangkaew Trakulpipat	576,500	0.22
8	Captain Narong Phatralaoha	508,600	0.19
9	Miss Nanthana Yaemmanas	300,000	0.11
10	SS Integration Co., Ltd.	214,900	0.08
Total		260,625,015	97.86

5.5 Other information which may have material impact upon the shareholders' decision (if any):

None

6. Opinion of the Board of Directors on the sufficiency of the revolving capital. If the revolving capital is insufficient, identify the source of capital:

None

7. Pending material lawsuits or claims

As at 30 September 2014, the Company and its subsidiaries have no legal disputes which may have a material adverse impact upon the business operations by the Company and its subsidiaries the Company and its subsidiaries do not have any legal disputes which may have an adverse impact upon the assets of the Company and its subsidiaries by more than 5 percent of the shareholders' equity.

8. Benefits or connected transaction between the Company and its directors, executives or the shareholders of the Company holding 10 percent of the shares or more:

In 2014, the Company does not have any benefit nor has the Company entered into any connected transaction with its directors, executives, or shareholders, directly or indirectly, with a transaction value exceeding 10 percent of the shares of the Company and its subsidiaries, and there is no benefit or connected transaction entered into between the subsidiaries and their directors, executives, or shareholders, directly or indirectly, with a transaction value exceeding 10 percent of the shares of the subsidiaries.

In this regard, the Company and its subsidiaries have implemented an approach to prevent any conflict of interest. In the event that that the Company and its subsidiaries conduct any business with any connected person or entity, the Company and its subsidiaries will

do so on an arm's length basis under the general trading conditions similar to those applied to other persons or entities.

9. Summary of material agreements during the last two years:

None.

10. Opinion of independent financial advisors:

1. Sale of Land and Buildings in the Thonburi Transaction

Please refer to **Enclosure 3 of the Invitation to Extraordinary General Meeting of Shareholders No. 1/2014**

2. Trademark "est" Sale Transaction

Please refer to **Enclosure 4 of the Invitation to Extraordinary General Meeting of Shareholders No. 1/2014**

11. Proxy Form indicating at least one audit committee member as a proxy for the shareholders:

Please refer to **Enclosure 5 of the Invitation to Extraordinary General Meeting of Shareholders No. 1/2014**

12. Opinion of the Board of Directors on the entering into connected transactions indicating the reasons and maximum benefits of the Company in comparison with entering into transactions with independent third persons:

1. Sale of Land and Buildings in the Thonburi Transaction

Please refer to the opinion of the Board of Directors in the Information Memorandum submitted to the Stock Exchange of Thailand with respect to **Information under List 1** (1.1 Sale of Land and Buildings in Thonburi Transaction, Item 10).

2. Trademark "est" Sale Transaction

Please refer to the opinion of the Board of Directors in the Information Memorandum submitted to the Stock Exchange of Thailand with respect to **Information under List 1** (1.2 Sale of Trademakr "est" Sale Transaction, Item 10).

13. Opinion of the Audit Committee and/or directors of the Company which is different from the Board of Directors:

1. Sale of Land and Buildings in the Thonburi Transaction

There is no different opinion. (Please refer to **Information under List 1** (1.1 Sale of Land and Buildings in the Thonburi Transaction, Item 11).

2. Trademark "est" Sale Transaction

There is no different opinion. (Please refer to **Information under List 1** (1.2 Sale of Trademakr "est" Sale Transaction, Item 11).

14. Statements indicating that the connected persons and/or the interested shareholders are not entitled to vote as well as indicating the names and the number of shares of the shareholders who are not entitled to vote:

1. Sale of Land and Buildings in the Thonburi Transaction

With respect to the Agenda Item to consider and approve the entering into the Sale of Land and Buildings in the Thonburi Transaction, Thai Beverage Logistics Co., Ltd., the major shareholder of the Company holding 171,923,138 shares or representing 64.66 percent of the paid-up capital of the Company, is an interested shareholder and is not entitled to vote on this agenda item.

Please refer to **Agenda Item 2 of the Invitation to Extraordinary Meeting of Shareholders No. 1/2014.**

2. **Trademark ‘est’ Sale Transaction**

With respect to the Agenda Item to consider and approve the entering into the Trademark “est” Sale Transaction, Thai Beverage Logistics Co., Ltd., the major shareholder of the Company, holding 171,923,138 shares or 64.66 percent of the paid-up capital of the Company, is an interested shareholder is and not entitled to vote on this agenda item.

Please refer to **Agenda Item 3 of the Invitation to Extraordinary General Meeting of Shareholders No. 1/2014.**