

Laguna Resorts & Hotels Public Company Limited
and its subsidiaries

Review report and interim consolidated financial statements
For the three-month and six-month periods ended
30 June 2014

Independent Auditor's Report on Review of Interim Financial Information

To the Shareholders of Laguna Resorts & Hotels Public Company Limited

I have reviewed the accompanying consolidated statement of financial position of Laguna Resorts & Hotels Public Company Limited and its subsidiaries as at 30 June 2014, the related consolidated statements of income and comprehensive income for the three-month and six-month periods ended 30 June 2014, and the related consolidated statements of the changes in shareholders' equity, and cash flows for the six-month period then ended, as well as the condensed notes to the consolidated financial statements. I have also reviewed the separate financial information of Laguna Resorts & Hotels Public Company Limited for the same period. Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard 34 *Interim Financial Reporting*. My responsibility is to express a conclusion on this interim financial information based on my review.

Scope of Review

I conducted my review in accordance with Thai Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Thai Standards on Auditing and consequently does not enable me to obtain assurance that I would become aware of all significant matters that might be identified in an audit. Accordingly, I do not express an audit opinion.



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Conclusion

Based on my review, nothing has come to my attention that causes me to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with Thai Accounting Standard 34 *Interim Financial Reporting*.

A handwritten signature in black ink, appearing to read 'Sophon Permsirivallop'.

Sophon Permsirivallop

Certified Public Accountant (Thailand) No. 3182

EY Office Limited

Bangkok: 8 August 2014

Laguna Resorts & Hotels Public Company Limited and its subsidiaries

Statement of financial position

As at 30 June 2014

(Unit: Thousand Baht)

		Consolidated financial statements		Separate financial statements	
		30 June	31 December	30 June	31 December
	<u>Note</u>	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
		(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
Assets					
Current assets					
Cash and cash equivalents	2	307,177	370,828	37,781	17,183
Current investment - short-term fixed deposit		10,515	10,425	-	-
Trade and other receivables	3	413,328	579,010	195,388	205,710
Inventories		112,533	123,132	-	-
Property development cost	5	3,488,423	3,414,814	200,381	245,054
Other current assets		205,966	204,772	27,430	26,925
Total current assets		<u>4,537,942</u>	<u>4,702,981</u>	<u>460,980</u>	<u>494,872</u>
Non-current assets					
Restricted deposits at financial institution		41	41	-	-
Long-term fixed deposit		2,000	2,000	2,000	2,000
Long-term trade accounts receivable	6	162,514	144,443	12,276	14,063
Investments in subsidiaries	7	-	-	3,479,025	3,479,025
Investments in associates	8	421,583	456,568	-	-
Other long-term investments	9	1,088,636	851,652	482,272	245,288
Long-term loans to subsidiaries	4	-	-	2,210,721	1,948,001
Long-term loans to employees	4	-	183	-	23
Investment properties		1,100,709	1,100,635	169,072	168,998
Property, plant and equipment	10	10,201,332	10,207,076	50,439	50,878
Deferred tax assets		88,799	81,589	-	-
Goodwill		407,904	407,904	-	-
Leasehold rights		21,652	22,913	-	-
Other non-current assets		68,519	69,514	1,317	3,042
Total non-current assets		<u>13,563,689</u>	<u>13,344,518</u>	<u>6,407,122</u>	<u>5,911,318</u>
Total assets		<u>18,101,631</u>	<u>18,047,499</u>	<u>6,868,102</u>	<u>6,406,190</u>

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

Laguna Resorts & Hotels Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 30 June 2014

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		30 June	31 December	30 June	31 December
		<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
		(Unaudited but reviewed)	(Audited)	(Unaudited but reviewed)	(Audited)
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions	11	445,000	170,000	245,000	150,000
Trade and other payables	12	464,037	608,574	43,924	51,224
Current portion of long-term loans from financial institutions	14	511,000	457,000	70,000	70,000
Income tax payable		14,103	13,198	-	-
Advance received from customers		564,074	514,413	1,011	264
Other current liabilities	13	124,111	119,138	8,429	7,488
Total current liabilities		<u>2,122,325</u>	<u>1,882,323</u>	<u>368,364</u>	<u>278,976</u>
Non-current liabilities					
Long-term loans from subsidiaries	4	-	-	858,250	673,850
Long-term loans from financial institutions - net of current portion	14	2,210,576	2,513,326	70,000	105,000
Provision for long-term employee benefits		55,909	54,401	9,726	11,669
Deferred tax liabilities		2,107,125	2,097,828	207,525	153,361
Other non-current liabilities		122,894	97,628	6,058	7,888
Total non-current liabilities		<u>4,496,504</u>	<u>4,763,183</u>	<u>1,151,559</u>	<u>951,768</u>
Total liabilities		<u>6,618,829</u>	<u>6,645,506</u>	<u>1,519,923</u>	<u>1,230,744</u>
Shareholders' equity					
Share capital					
Registered					
211,675,358 ordinary shares of Baht 10 each		<u>2,116,754</u>	<u>2,116,754</u>	<u>2,116,754</u>	<u>2,116,754</u>
Issued and fully paid-up					
166,682,701 ordinary shares of Baht 10 each		1,666,827	1,666,827	1,666,827	1,666,827
Share premium		2,062,461	2,062,461	2,062,461	2,062,461
Capital reserve		568,131	568,131	-	-
Retained earnings					
Appropriated - statutory reserve		211,675	211,675	211,675	211,675
Unappropriated		2,503,443	2,521,329	909,342	926,196
Other components of shareholders' equity		4,192,840	4,091,793	497,874	308,287
Equity attributable to owner of the Company		<u>11,205,377</u>	<u>11,122,216</u>	<u>5,348,179</u>	<u>5,175,446</u>
Equity attributable to non-controlling interests of the subsidiaries		<u>277,425</u>	<u>279,777</u>	<u>-</u>	<u>-</u>
Total shareholders' equity		<u>11,482,802</u>	<u>11,401,993</u>	<u>5,348,179</u>	<u>5,175,446</u>
Total liabilities and shareholders' equity		<u>18,101,631</u>	<u>18,047,499</u>	<u>6,868,102</u>	<u>6,406,190</u>

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

Directors

(Unaudited but reviewed)

Laguna Resorts & Hotels Public Company Limited and its subsidiaries

Income statement

For the three-month period ended 30 June 2014

(Unit: Thousand Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2014	2013	2014	2013
Revenue					
Revenue from hotel operations		564,220	700,460	12	1,972
Revenue from property development operations		151,942	182,290	41,513	67,066
Revenue from office rental operations		23,736	23,367	9,798	10,424
Interest income		6,717	7,426	32,726	32,973
Other income		29,876	18,358	32,871	46,528
Total revenue		776,491	931,901	116,920	158,963
Expenses					
Cost of hotel operations		388,799	428,847	-	47
Cost of property development operations		69,248	87,872	21,279	37,723
Cost of office rental operations		15,187	10,563	1,763	1,833
Selling expenses		102,252	121,427	4,080	3,873
Administrative expenses		346,364	350,846	41,233	56,154
Reversal of loss on impairment of investment	9	(89,339)	-	-	-
Total expenses		832,511	999,555	68,355	99,630
Profit (loss) before share of loss from investment					
in associate, finance cost and income tax expenses		(56,020)	(67,654)	48,565	59,333
Share of loss from investment in associate	8	(4,463)	(7,280)	-	-
Profit (loss) before finance cost and income tax expenses		(60,483)	(74,934)	48,565	59,333
Finance cost		(39,596)	(45,485)	(14,189)	(14,822)
Profit (loss) before income tax expenses		(100,079)	(120,419)	34,376	44,511
Income tax expenses	15	31,802	15,199	(8,747)	(10,305)
Profit (loss) for the period		(68,277)	(105,220)	25,629	34,206
Profit (loss) attributable to:					
Equity holders of the Company		(66,076)	(102,627)	25,629	34,206
Non-controlling interests of the subsidiaries		(2,201)	(2,593)		
		(68,277)	(105,220)		
(Unit: Baht)					
Basic earnings per share					
Profit (loss) attributable to equity holders of the Company	16	(0.40)	(0.62)	0.15	0.21

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

(Unaudited but reviewed)

Laguna Resorts & Hotels Public Company Limited and its subsidiaries

Statement of comprehensive income

For the three-month period ended 30 June 2014

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Profit (loss) for the period	<u>(68,277)</u>	<u>(105,220)</u>	<u>25,629</u>	<u>34,206</u>
Other comprehensive income:				
Exchange differences on translation of financial statements in foreign currency	4,595	34,125	-	-
Unrealised gain on available-for-sales security, net of income tax	23,067	-	94,538	-
Other comprehensive income for the period	<u>27,662</u>	<u>34,125</u>	<u>94,538</u>	<u>-</u>
Total comprehensive income (loss) for the period	<u>(40,615)</u>	<u>(71,095)</u>	<u>120,167</u>	<u>34,206</u>
Total comprehensive income (loss) attributable to:				
Equity holders of the Company	(38,664)	(70,337)	120,167	34,206
Non-controlling interests of the subsidiaries	(1,951)	(758)		
	<u>(40,615)</u>	<u>(71,095)</u>		

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

Laguna Resorts & Hotels Public Company Limited and its subsidiaries

For the six-month period ended 30 June 2014

	Consolidated financial statements		Separate financial statements	
Note	2014	2013	2014	2013
	1,585,698	1,843,970	40	6,209
	309,363	280,406	85,084	105,354
	45,954	45,300	20,133	21,177
	10,625	14,209	65,457	65,886
	33,839	22,703	40,212	47,787
	<u>1,985,479</u>	<u>2,206,588</u>	<u>210,926</u>	<u>246,413</u>
	877,419	956,199	-	199
	143,989	123,528	45,367	53,484
	26,438	24,670	3,598	3,765
	208,782	239,093	6,107	8,075
	688,577	758,632	80,828	115,639
9	(89,339)	-	-	-
	<u>1,855,866</u>	<u>2,102,122</u>	<u>135,900</u>	<u>181,162</u>
	129,613	104,466	75,026	65,251
8	(19,080)	(24,051)	-	-
	<u>110,533</u>	<u>80,415</u>	<u>75,026</u>	<u>65,251</u>
	(80,901)	(92,199)	(28,450)	(29,183)
	<u>29,632</u>	<u>(11,784)</u>	<u>46,576</u>	<u>36,068</u>
15	6,874	(23,701)	(6,767)	(14,053)
	<u>36,506</u>	<u>(35,485)</u>	<u>39,809</u>	<u>22,015</u>
	38,777	(36,418)	39,809	22,015
	(2,271)	933		
	<u>36,506</u>	<u>(35,485)</u>		

(Unit: Baht)

16

0.23 (0.22) 0.24 0.13

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

(Unaudited but reviewed)

Laguna Resorts & Hotels Public Company Limited and its subsidiaries

Statement of comprehensive income

For the six-month period ended 30 June 2014

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Profit (loss) for the period	<u>36,506</u>	<u>(35,485)</u>	<u>39,809</u>	<u>22,015</u>
Other comprehensive income:				
Exchange differences on translation of financial statements in foreign currency	(17,150)	19,410	-	-
Unrealised gain on available-for-sales security, net of income tax	118,116	-	189,587	-
Other comprehensive income for the period	<u>100,966</u>	<u>19,410</u>	<u>189,587</u>	<u>-</u>
Total comprehensive income (loss) for the period	<u>137,472</u>	<u>(16,075)</u>	<u>229,396</u>	<u>22,015</u>
Total comprehensive income (loss) attributable to:				
Equity holders of the Company	139,824	(16,618)	<u>229,396</u>	<u>22,015</u>
Non-controlling interests of the subsidiaries	(2,352)	543		
	<u>137,472</u>	<u>(16,075)</u>		

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

Laguna Resorts & Hotels Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the six-month period ended 30 June 2014

(Unit: Thousand Baht)

Consolidated financial statements											
	Equity attributable to the owners of the Company										
	Other components of shareholders' equity										
	Other comprehensive income										
	Exchange differences on translation of financial statements in foreign currency										
	Retained earnings										
	Appropriated - statutory reserve	Unappropriated									
Issued and fully paid-up share capital	Capital reserve	Share premium									
Balance as at 1 January 2013	568,131	2,062,461	211,675	2,441,089	96,156	5,096,121	-	5,192,277	12,142,460	273,104	12,415,564
Dividend paid (Note 17)	-	-	-	(20,835)	-	-	-	-	(20,835)	-	(20,835)
Total comprehensive income (loss) for the period	-	-	-	(36,418)	19,800	-	-	19,800	(16,618)	543	(16,075)
Balance as at 30 June 2013	568,131	2,062,461	211,675	2,383,836	115,956	5,096,121	-	5,212,077	12,105,007	273,647	12,378,654
Balance as at 1 January 2014	568,131	2,062,461	211,675	2,521,329	156,575	3,935,218	-	4,091,793	11,122,216	279,777	11,401,993
Dividend paid (Note 17)	-	-	-	(56,663)	-	-	-	-	(56,663)	-	(56,663)
Total comprehensive income for the period	-	-	-	38,777	(17,069)	-	118,116	101,047	139,824	(2,352)	137,472
Balance as at 30 June 2014	568,131	2,062,461	211,675	2,503,443	139,506	3,935,218	118,116	4,192,840	11,205,377	277,425	11,482,802

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

(Unaudited but reviewed)

Laguna Resorts & Hotels Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the six-month period ended 30 June 2014

(Unit: Thousand Baht)

	Separate financial statements						
	Other components of shareholders' equity						Total shareholders' equity
	Issued and fully paid-up share capital	Share premium	Retained earnings	Revaluation surplus on assets	Unrealised gain on available-for-sales security	Total other components of shareholders' equity	
			Appropriated - Statutory reserve				
Balance as at 1 January 2013	1,666,827	2,062,461	211,675	145,585	-	145,585	4,951,952
Dividend paid (Note 17)	-	-	-	-	-	-	(20,835)
Total comprehensive income for the period	-	-	-	-	-	-	22,015
Balance as at 30 June 2013	1,666,827	2,062,461	211,675	145,585	-	145,585	4,953,132
Balance as at 1 January 2014	1,666,827	2,062,461	211,675	136,986	171,301	308,287	5,175,446
Dividend paid (Note 17)	-	-	-	-	-	-	(56,663)
Total comprehensive income for the period	-	-	-	-	189,587	189,587	229,396
Balance as at 30 June 2014	1,666,827	2,062,461	211,675	136,986	360,888	497,874	5,348,179

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

Laguna Resorts & Hotels Public Company Limited and its subsidiaries

Cash flow statement

For the six-month period ended 30 June 2014

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Cash flows from operating activities				
Profit (loss) before income tax expenses	29,632	(11,784)	46,576	36,068
Adjustments to reconcile profit (loss) before income tax expenses				
to net cash provided by (paid from) operating activities:				
Depreciation	144,742	145,758	2,397	3,334
Amortisation of leasehold rights	1,332	1,250	-	-
Allowance for doubtful accounts	2,477	4,478	-	-
Reduction of inventory to net realisable value (reversal)	(1,409)	634	-	-
Share of loss from investments in associate	19,080	24,051	-	-
Loss (gain) on sale of property, plant and equipment	(110)	150	(6)	-
Write off property, plant and equipment	463	29	1	-
Dividend income from other long-term investment	(25,551)	(12,775)	(25,551)	(12,775)
Provision for long-term employee benefits (reversal)	3,884	4,779	(1,854)	273
Reversal of loss on impairment of investment	(89,339)	-	-	-
Provision for loss on compensation claim	37,379	-	-	-
Interest income	(10,625)	(14,209)	(65,457)	(65,886)
Interest expenses	80,901	92,199	28,450	29,183
Profit (loss) from operating activities before changes in				
operating assets and liabilities	192,856	234,560	(15,444)	(9,803)
Operating assets (increase) decrease				
Trade and other receivables	163,112	44,453	14,555	(56,934)
Inventories	12,008	7,320	-	2
Property development cost	(103,717)	32,053	44,673	53,379
Other current assets	10,520	(1,082)	2,850	(772)
Long-term trade accounts receivable	(18,071)	7,552	1,787	6,316
Other non-current assets	921	282	1,651	17
Operating liabilities increase (decrease)				
Trade and other payables	(143,527)	(145,126)	(6,804)	(15,608)
Advance received from customers	49,661	33,438	747	(11,010)
Other current liabilities	4,942	1,786	941	945
Provision for long-term employee benefits	(2,376)	(5,117)	(89)	(118)
Other non-current liabilities	(12,112)	(2,729)	(1,830)	(5,160)
Cash flows from (used in) operating activities	154,217	207,390	43,037	(38,746)
Cash received for interest income	10,717	14,310	65,592	50,261
Cash paid for interest expenses	(81,912)	(92,427)	(28,946)	(27,945)
Cash paid for income tax	(31,378)	(27,192)	(3,355)	(1,522)
Net cash flows from (used in) operating activities	51,644	102,081	76,328	(17,952)

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

Laguna Resorts & Hotels Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the six-month period ended 30 June 2014

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Cash flows from investing activities				
Increase in restricted deposits at financial institution	(90)	(41)	-	-
Cash paid for purchase of other long-term investment	-	(33,645)	-	-
Cash received from long-term loans to subsidiaries	-	-	467,400	362,000
Cash paid for long-term loans to subsidiaries	-	-	(730,120)	(442,800)
Decrease in long-term loans to employees	183	1,225	23	66
Cash received from sales of property, plant and equipment	287	426	29	-
Cash paid for acquisition of property, plant and equipment	(109,491)	(90,298)	(6,350)	(1,648)
Dividend received from other long-term investment	25,551	12,775	25,551	12,775
Net cash flows used in investing activities	(83,560)	(109,558)	(243,467)	(69,607)
Cash flows from financing activities				
Payment of dividends	(56,663)	(20,835)	(56,663)	(20,835)
Increase in short-term loans from financial institution	275,000	-	95,000	-
Draw down of long-term loans from subsidiaries	-	-	423,200	498,000
Repayment of long-term loans from subsidiaries	-	-	(238,800)	(385,200)
Draw down of long-term loans from financial institutions	-	75,000	-	-
Repayment of long-term loans from financial institutions	(248,750)	(257,176)	(35,000)	(35,000)
Net cash flows from (used in) financing activities	(30,413)	(203,011)	187,737	56,965
Net exchange differences on translation of financial statements in foreign currency	(1,322)	1,243	-	-
Net increase (decrease) in cash and cash equivalents	(63,651)	(209,245)	20,598	(30,594)
Cash and cash equivalents at beginning of period	370,828	571,864	17,183	53,398
Cash and cash equivalents at end of period	307,177	362,619	37,781	22,804

Supplemental cash flows information

Non-cash items

Increase (decrease) in exchange differences on translation

of financial statements in foreign currency of associate

(15,905) 18,505 - -

Dividend receivable from investment in associate

- 85,284 - -

Transferred property development cost to property,

plant and equipment

30,108 72,128 - -

Transfer from property, plant and equipment to property

development cost

- 18,730 - -

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

Laguna Resorts & Hotels Public Company Limited and its subsidiaries

Notes to interim financial statements

For the three-month and six-month periods ended 30 June 2014

1. Corporate information

Laguna Resorts & Hotels Public Company Limited ("the Company", "LRH") is a public company incorporated and domiciled in Thailand. Its major shareholder is Banyan Tree Holdings Limited, which was incorporated in Singapore.

The Company and its subsidiaries are principally engaged in the hotel business and property development. There are three hotels in Laguna Phuket, namely Angsana Laguna Phuket, Banyan Tree Phuket and Outrigger Laguna Phuket Resort and Villas, located in Phuket province and one hotel, the Banyan Tree Bangkok, located in Bangkok. The subsidiaries are also engaged in operating a golf club (Laguna Phuket Golf Club), sales of merchandise (Banyan Tree Gallery), office and shop rental and sale of holiday club memberships.

The Company and some of its subsidiaries' registered address was 21/11, 21/12B, 21/13 and 21/68 Thai Wah Tower 1, 6th and 24th Floor, South Sathorn Road, Tungmahamek, Sathorn, Bangkok.

On 2 January 2014, the Company registered with the Ministry of Commerce the change of its address to 21/17B, 21/17C, 21/65, 21/66 and 21/68 Thai Wah Tower 1, 7th, 22nd and 24th Floor, South Sathorn Road, Tungmahamek, Sathorn, Bangkok.

1.1 Basis for the preparation of interim financial statements

These interim financial statements are prepared in accordance with Thai Accounting Standard No. 34 (revised 2012) "Interim Financial Reporting", with the Company choosing to present condensed interim financial statements. However, the Company has presented the statements of financial position, income statements, comprehensive income, changes in shareholders' equity, and cash flows in the same format as that used for the annual financial statements.

The interim financial statements are intended to provide information additional to that included in the latest annual financial statements. Accordingly, they focus on new activities, events and circumstances so as not to duplicate information previously reported. These interim financial statements should therefore be read in conjunction with the latest annual financial statements.

The interim financial statements in Thai language are the official statutory financial statements of the Company. The interim financial statements in English language have been translated from the Thai language financial statements.

1.2 Basis of consolidation

These consolidated financial statements include the financial statements of Laguna Resorts & Hotels Public Company Limited and its subsidiaries and have been prepared on the same basis as that applied for the consolidated financial statements for the year ended 31 December 2013. There have been no changes in the composition of the subsidiaries during the current period.

1.3 New accounting standards

(a) Accounting standards that became effective in the current accounting year

The Company disclosed the accounting standards, financial reporting standard, accounting standard interpretations and financial reporting standard interpretations that are effective for fiscal years beginning on or after 1 January 2014, in the notes to financial statements for the year ended 31 December 2013.

These accounting standards, financial reporting standard, accounting standard interpretations and financial reporting standard interpretations are not relevant to the business of the Company or do not have any significant impact on the financial statements.

(b) Accounting standards that will become effective in the future

The Company has disclosed the financial reporting standard that will be effective in the future in the notes to financial statements for the year ended 31 December 2013.

This financial reporting standard is not relevant to the business of the Company.

1.4 Significant accounting policies

The interim financial statements are prepared using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2013.

(Unaudited but reviewed)

2. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 June 2014	31 December 2013	30 June 2014	31 December 2013
Cash	4,383	6,274	180	182
Bank deposits	302,794	364,554	37,601	17,001
Total	307,177	370,828	37,781	17,183

3. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 June 2014	31 December 2013	30 June 2014	31 December 2013
<u>Trade accounts receivable</u>				
Trade accounts receivable - hotel operations	159,939	321,046	2,176	1,890
Less: Allowance for doubtful accounts	(14,641)	(12,308)	-	-
Trade accounts receivable - hotel operations, net	145,298	308,738	2,176	1,890
Trade accounts receivable - sales of property - installment due	11,951	22,891	1,622	11,573
Current portion of long-term trade accounts receivable (Note 6)	73,467	81,670	2,207	3,246
Trade accounts receivable - sales of property, net	85,418	104,561	3,829	14,819
Trade accounts receivable - sales of holiday club memberships - installment due	17,434	10,041	-	-
Current portion of long-term trade accounts receivable (Note 6)	26,400	29,284	-	-
Total	43,834	39,325	-	-
Less: Allowance for doubtful accounts	(2,600)	(2,600)	-	-
Trade accounts receivable - sales of holiday club memberships, net	41,234	36,725	-	-
Trade accounts receivable - net	271,950	450,024	6,005	16,709
<u>Other receivables</u>				
Amounts due from related parties (Note 4)	73,836	53,904	160,835	155,471
Other receivables	37,387	30,375	412	1,854
Insurance claim receivable	332	327	-	-
Accrued other income	2,030	13,007	343	331
Interest receivable	102	194	102	166
Accrued rental	27,691	31,179	27,691	31,179
Total other receivables	141,378	128,986	189,383	189,001
Trade and other receivables, net	413,328	579,010	195,388	205,710

(Unaudited but reviewed)

The balances of trade accounts receivable - hotel operations, aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 June 2014	31 December 2013	30 June 2014	31 December 2013
<u>Age of receivables</u>				
Not yet due	38,673	143,017	284	244
Past due				
Up to 30 days	35,088	82,865	699	616
31 - 60 days	16,117	22,343	683	493
61 - 90 days	8,691	8,760	447	338
91 - 120 days	7,761	11,037	63	199
Over 120 days	53,609	53,024	-	-
Total	159,939	321,046	2,176	1,890
Less: Allowance for doubtful accounts	(14,641)	(12,308)	-	-
Trade accounts receivable - hotel operations, net	<u>145,298</u>	<u>308,738</u>	<u>2,176</u>	<u>1,890</u>

The balances of installments due of trade accounts receivable - sales of property operations, aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 June 2014	31 December 2013	30 June 2014	31 December 2013
<u>Age of receivables</u>				
Not yet due	11,951	22,891	1,622	11,573
Trade accounts receivable - sales of property - installment due, net	<u>11,951</u>	<u>22,891</u>	<u>1,622</u>	<u>11,573</u>

(Unaudited but reviewed)

The balances of installments due of trade accounts receivable - holiday club members, aged on the basis of due dates, are summarised below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	30 June 2014	31 December 2013	30 June 2014	31 December 2013
<u>Age of receivables</u>				
Not yet due	355	-	-	-
Past due				
Up to 30 days	876	3,501	-	-
31 - 60 days	390	610	-	-
61 - 90 days	424	497	-	-
91 - 120 days	354	465	-	-
Over 120 days	15,035	4,968	-	-
Total	17,434	10,041	-	-
Less: Allowance for doubtful accounts	(2,600)	(2,600)	-	-
Trade accounts receivable - sales of holiday club membership - installment due, net	14,834	7,441	-	-

4. Related party transactions

During the period, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and agreed upon basis between the Company, its subsidiaries and related parties.

(Unit: Million Baht)

	For the three-month periods ended 30 June				
	Consolidated		Separate		
	financial statements		financial statements		
	2014	2013	2014	2013	Transfer pricing policy
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Inter resort payments	-	-	-	1	(1) agreed basis
Estate service expenses	-	-	1	-	(2) at market price
Guarantee fee expenses	-	-	1	1	(3) agreed basis
Interest income	-	-	33	31	(5) agreement
Interest expenses	-	-	10	12	(5) agreement
Management fee income	-	-	7	33	(4), (7) agreement
Reimbursement receipts	-	-	2	2	(11) agreed basis
Reimbursement payments	-	-	4	6	(11) agreed basis

(Unaudited but reviewed)

(Unit: Million Baht)

	For the three-month periods ended 30 June				
	Consolidated		Separate		
	financial statements		financial statements		
	2014	2013	2014	2013	Transfer pricing policy
Rental and service income	-	-	3	3	(12)(i), (iii) agreement
Rental and service expenses	-	-	1	3	(12)(iv), (v) agreement
Resort service expenses	-	-	2	2	(14) agreed basis

Transactions with associates

Inter resort receipts	1	1	-	-	(1) agreed basis
Sale of goods	1	-	-	-	(9) agreed basis
Rent and services expenses	1	-	-	-	(12)(i) agreement

Transactions with related companies

Inter resort payments	16	21	-	-	(1) agreed basis
Management fee income	1	1	-	-	(16), (17) agreement
Management fee expenses	52	61	-	-	(6), (15) agreement
Purchase (return) of spa & gallery vouchers	-	1	-	(1)	(8) agreed basis
Sale of goods	14	11	-	-	(9) agreed basis
Reimbursement receipts	25	11	2	1	(11) agreed basis
Reimbursement payments	12	14	1	-	(11) agreed basis
Rental and service income	8	10	-	-	(12)(i), (ii), (iv), (vi), (vii) agreement
Rental return on hotel units	1	1	-	-	(13) agreement
Resort service income	2	2	-	-	(14) agreed basis
Training charges	6	5	-	1	(10) agreed basis
Dividend received	-	85	-	-	as declared

(Unit: Million Baht)

For the six-month periods ended 30 June					
Consolidated		Separate		Transfer pricing policy	
financial statements		financial statements			
2014	2013	2014	2013		
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Inter resort payments	-	-	-	6	(1) agreed basis
Estate service expenses	-	-	1	1	(2) at market price
Guarantee fee income	-	-	1	1	(3) agreed basis
Guarantee fee expenses	-	-	2	1	(3) agreed basis
Interest income	-	-	65	62	(5) agreement
Interest expenses	-	-	21	23	(5) agreement
Management fee income	-	-	14	33	(4), (7) agreement
Reimbursement receipts	-	-	6	5	(11) agreed basis
Reimbursement payments	-	-	11	12	(11) agreed basis
Rental and service income	-	-	6	7	(12)(i), (iii) agreement

(Unaudited but reviewed)

(Unit: Million Baht)

	For the six-month periods ended 30 June				
	Consolidated		Separate		
	financial statements		financial statements		
	2014	2013	2014	2013	Transfer pricing policy
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Rental and service expenses	-	-	3	7	(12)(iv), (v) agreement
Resort service expenses	-	-	3	3	(14) agreed basis
Sale of assets	-	-	4	-	At net book value
<u>Transactions with associates</u>					
Inter resort receipts	1	2	-	-	(1) agreed basis
Reimbursement payments	-	1	-	-	(11) agreed basis
Rental and service expenses	1	-	-	-	(12)(i) agreement
Sale of goods	2	-	-	-	(9) agreed basis
<u>Transactions with related companies</u>					
Credit card commission receipts	1	1	-	-	(1) agreed basis
Inter resort payments	41	52	-	-	(1) agreed basis
Management fee income	2	2	-	-	(16), (17) agreement
Management fee expenses	142	157	-	-	(6), (15) agreement
Sale of gallery vouchers	1	-	-	-	(8) agreed basis
Purchase of spa & gallery vouchers	6	9	2	3	(8) agreed basis
Sale of goods	20	17	-	-	(9) agreed basis
Reimbursement receipts	47	22	2	1	(11) agreed basis
Reimbursement payments	21	23	1	1	(11) agreed basis
Rental and service income	17	20	-	-	(12)(i), (ii), (iv), (vi), (vii) agreement
Rental return on hotel units	2	2	-	-	(13) agreement
Resort service income	4	4	-	-	(14) agreed basis
Training charges	7	6	-	1	(10) agreed basis
Dividend received	-	85	-	-	as declared
<u>Transactions with management and directors</u>					
Interest income	-	1	-	-	(18) agreement

The nature, pricing policy and agreements relating to the above transactions are summarised below:

- (1) These charges relate to goods and services that are consumed by customers in one part of Laguna Phuket but are billed centrally to the customer at the hotel in which the customer is staying. Such charges relate to meals at restaurants, golf fees, treatments at the spa and goods purchased at shops in the resort.

On receiving the funds centrally from the customer, the hotel reimburses the company in which the goods and services are consumed. Actual receipts are paid and credit card commission is charged ranging from 2% to 5% of the revenue based on the commission rate charged by the credit card companies. Such inter resort charges are also incurred at the Banyan Tree Bangkok and Banyan Tree Lijiang primarily for treatments at the spa and goods purchased at the shops.

- (2) Estate maintenance and service charges by Laguna Grande Limited in respect of providing services such as pool cleaning service, gardening service, etc. to residential projects in Laguna Phuket which are charged at market price.
- (3) Guarantee fee among group companies for permitting their assets to be pledged as collateral for other related companies' bank loans by charging on 1% of proportion of value of pledged assets to total loan facilities.
- (4) The Company charges a management fee to its subsidiaries for providing centralised duties and services for each operation in the group. The monthly fixed rate is charged dependent on the department serviced, except the internal audit service is charge by the working hours and project management service is charged as Note (7) below.
- (5) Loans to subsidiaries and between group companies are unsecured and are denominated in Thai Baht. The loans carry interest at a rate equal to the lenders' borrowing costs per annum (based upon commercial bank's interest rates) plus a margin of 1.1%. The loans are repayable on demand, however it is expected that those loans would not be called for repayment in the short-term. Therefore such loans are recorded as non-current assets/liabilities in the statements of financial position.
- (6) The terms of the operating agreements are disclosed in Note 18 to the financial statements and consist of a royalty agreement, hotel management agreement and technical assistance agreement. The payment terms of the contracts are as follows:

Royalty fee paid for the use of "Banyan Tree" and "Angsana" trademarks and all other proprietary rights associated with it.

- (i) Banyan Tree Phuket (Laguna Banyan Tree Limited) pays a royalty fee of 2% of total revenue.

- (ii) Banyan Tree Bangkok (Thai Wah Plaza Limited) and Angsana Laguna Phuket (Bangtao Grande Limited) pay a royalty fee of 3% of total revenue.
- (iii) Banyan Tree Gallery (Thailand) Limited and Banyan Tree Gallery (Singapore) Pte. Ltd. pay a royalty fee of 1% of total revenue.

Hotel management and technical assistance fees.

- (iv) The Technical Assistance Agreement of the Banyan Tree Phuket pays a technical fee of 7.5% of gross operating profit.
- (v) The Technical Assistance Agreement to conduct the golf business pays a basic technical fee of 3% of total revenue and an incentive fee of 10% of gross operating profit which was terminated since August 2013.
- (vi) The Hotel Management Agreement of the Banyan Tree Bangkok and the Angsana Laguna Phuket pays a hotel management fee of 10% of gross operating profit.
- (vii) In addition, pursuant to the hotel management and technical assistance agreements, expenses relating to the sharing of group marketing costs such as promotional campaigns and adverts, sales staff salaries, central reservations and international sales offices incurred by the Banyan Tree and/or Angsana corporate head office shall be charged as follows:
 - Group marketing services shared on a group basis are based on 1.75% of actual hotel revenues plus a share of operating cost of Regional Marketing offices.
 - Reservation service fees are 1% of room revenue plus USD 12 per booking sourced through third party channels.

All management fees are consistent with industry practice and the sharing of group marketing costs incurred by Banyan Tree Phuket, Banyan Tree Bangkok and Angsana Laguna Phuket are the reimbursement of costs benefiting each of the hotels. As a result, these transactions are on normal commercial terms and conditions.

- (7) The Company provides project management services, the contracted fee is set at a rate of 5% of the actual or budgeted costs of the project.
- (8) Purchase of Banyan Tree Spa and Banyan Tree Gallery vouchers for distribution to management to provide an additional benefit scheme. The vouchers are issued yearly to qualifying executives and are valid only within the year of issue. The voucher is priced at the face value of the voucher.

- (9) These transactions relate to:
- (i) Sale of goods from Banyan Tree Gallery (Thailand) Limited to related companies is priced at a 15% to 30% discount to the retail price depending on the volume purchased.
 - (ii) Sale of guest and spa supplies of high volume purchases from companies which operate galleries to related companies is priced at cost plus 20% to 30% margin.
- (10) Training charges by Banyan Tree Hotels & Resorts (Thailand) Limited in respect of providing centralised training facilities and courses for staff. The training costs are allocated to each operation based on actual cost.
- (11) Costs are often incurred within the group which is reimbursed by the company to which the expense relates. Actual costs are reimbursed.
- (12) Rental paid for premises and land. The rental periods are not over three years, except some transactions as stated in (12)(i).
- (i) Rental and service fee is on the basis of 5% to 10% of sales revenue which is dependent on criteria such as the location, budgeted sales, term of the lease, size of area leased and type of operation.

<u>Payee</u>	<u>Payer</u>	<u>Rental Period</u>	<u>Expiry Date</u>
BGL	BTRS(T)	30 years	November 2041
LBTL	BTRS(T)	10 years	December 2015

BGL : Bangtao Grande Limited

BTRS(T) : Banyan Tree Resorts & Spas (Thailand) Company Limited

LBTL : Laguna Banyan Tree Limited

- (ii) Rental and service income for space in Banyan Tree Phuket for Banyan Tree Spa office and store is at Baht 1,138 (2013: Baht 1,105) per square metre per month.
- (iii) Rental of space and service in Canal Village. The charges include rental and related service fees which are at market rate.
- (iv) Rental and service income earned by Thai Wah Plaza Limited for renting the office space at Thai Wah Tower I and II. The charges include rental and related service fees which are at market rate.

- (v) Rental of land and lagoon on which hotel and hotel-related operations are located are at Baht 117,325 and Baht 11,733 (2013: Baht 113,908 and Baht 11,391) per rai per annum respectively.
 - (vi) Service income from rental of Banyan Tree Management Academy is at Baht 128,750 (2013: Baht 125,000) per month.
 - (vii) Rental of land on which Spa premises are located is on the basis of Baht 0.7 million per annum.
- (13) This relates to a Management Agreement to manage the hotel units of Cheer Golden Limited in the Angsana Resort & Spa on Bintan Island, Indonesia under which Cheer Golden Limited receives a return of 15% per annum on the investment of the leasehold rights.
- (14) Resort service charged to the operations relates to revenue of Laguna Service Company Limited which provides centralised services to each operation in the group located at Laguna Phuket at the following rates:
- Water supply : at the determined price and actual usage
 - Laundry charge : at the price based on cost plus a certain margin
 - Common area services, : based on actual cost
transportation charges
 - Staff buses : at the price based on cost plus a certain margin
 - Marketing fee : at the rate of 0.75% (2013: 1%) of the
operations' actual revenue
 - Community service : based on actual cost
- (15) This relates to architectural and interior design services which the fees are based on construction cost at progressive rates which depend on type of services and type of constructions. The fees are consistent with industry practice. As a result, these transactions are on normal commercial terms and conditions.
- (16) The Technical Assistance Agreement of Laguna Excursions Limited is providing management services and granting the use of leading brand for the recreation department of Banyan Tree Bintan and Angsana Bintan hotels. The technical service fees include a technical services fee at rate of 12.5% of recreation revenue, an incentive fee at the rate of 31% of earnings before interest, tax, depreciation and amortisation, and a royalty fee at the rate of 5% of revenue.

(Unaudited but reviewed)

- (17) The Company charges a management fee to Banyan Tree Resorts & Spas (Thailand) Company Limited for providing administration services of information technology and human resources. The monthly fee is Baht 55,000.
- (18) Financial assistance provided to employees for acquisition of a property developed by the Company or its subsidiaries. A staff advance of 10% of selling price of a property is funded by the employee's employer and is repayable by the employee over a period of 5 years with monthly repayments consisting of both interest and principal. A loan by the developer equal to 80% of selling price is to be settled in full with the property developer within 5 years of the property completion. Both advance and loan are subject to interest at the group's cost of fund plus 0.5% per annum.

The Company has contingent liabilities in respect of letters of guarantee issued to banks to guarantee facilities of its subsidiaries as follows:

	(Unit: Million Baht)	
	30 June 2014	31 December 2013
Overdrafts and bank guarantee facilities	106	106

Subsidiaries have contingent liabilities in respect of letters of guarantee issued to banks to guarantee facilities of the Company and other subsidiaries as follows:

	(Unit: Million Baht)	
	30 June 2014	31 December 2013
Short-term loan facilities	170	170
Overdrafts and bank guarantee facilities	10	10

As at 30 June 2014 and 31 December 2013, the balances of the accounts between the Company and those related companies are as follows:

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 June 2014	31 December 2013	30 June 2014	31 December 2013
Amounts due from related parties				
Subsidiaries	-	-	158,275	153,156
Associated companies	1,732	594	-	-
Related companies (related by common shareholders)	72,104	53,310	2,560	2,315
Total amounts due from related parties (Note 3)	73,836	53,904	160,835	155,471

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 June 2014	31 December 2013	30 June 2014	31 December 2013
Amounts due to related parties				
Subsidiaries	-	-	7,742	8,546
Associated companies	-	70	-	-
Related companies (related by common shareholders)	16,316	65,444	1,380	1,542
Total amounts due to related parties (Note 12)	16,316	65,514	9,122	10,088

Long-term loans to subsidiaries and employees and long-term loans from subsidiaries

As at 30 June 2014 and 31 December 2013, the balance of loans between the Company, employees and those related companies and the movement are as follows:

Long-term loans to subsidiaries

(Unit: Thousand Baht)

	Separate financial statements		
	31 December 2013	Addition	30 June 2014
Laguna Banyan Tree Limited	1,107,600	270,500	(126,300)
Laguna Holiday Club Limited	12,380	3,620	(16,000)
Laguna Lakes Limited	438,001	13,000	(14,000)
TWR - Holdings Limited	390,020	443,000	(311,100)
Total	1,948,001	730,120	(467,400)

(Unaudited but reviewed)

Long-term loans to employees

(Unit: Thousand Baht)

Employees of the companies	Consolidated financial statements			
	31 December			30 June
	2013	Addition	Repayment	2014
Laguna Resorts & Hotels Public				
Company Limited	23	-	(23)	-
Banyan Tree Gallery (Thailand) Limited	41	-	(41)	-
Thai Wah Plaza Limited	119	-	(119)	-
Total	183	-	(183)	-

(Unit: Thousand Baht)

Employees of the company	Separate financial statements			
	31 December			30 June
	2013	Addition	Repayment	2014
Laguna Resorts & Hotels Public Company Limited				
Total	23	-	(23)	-

Long-term loans to employees related to loans for property purchased under the Group's employee financing scheme and loans for flood relief. The loans for property purchased under the Group's employee financing scheme are charged interest at the rate of the Group's cost of funds plus a margin of 0.5%. The loans are repayable within 5 years commencing from the date on which the loan is drawn down. The loans for flood relief are for repairing employees' houses which were damaged in the 2011 Bangkok flood. These loans are interest free and repayable within 4 months to 2 years.

Long-term loans from subsidiaries

(Unit: Thousand Baht)

	Separate financial statements			
	31 December			30 June
	2013	Addition	Repayment	2014
Laguna Grande Limited	670,950	400,200	(223,800)	847,350
Laguna (3) Limited	2,900	-	-	2,900
Laguna Holiday Club Limited	-	23,000	(15,000)	8,000
Total	673,850	423,200	(238,800)	858,250

(Unaudited but reviewed)

Directors and management's benefits

During the six-month periods ended 30 June 2014 and 2013, the Company and its subsidiaries had employee benefit expenses of their directors and management as below.

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Short-term employee benefits	47,357	51,490	19,131	32,746
Post-employment benefits	266	324	132	252
Other long-term employee benefits	19	16	8	10
Total	47,642	51,830	19,271	33,008

Guarantee obligations with related parties

The Company has outstanding guarantee obligations with its related parties, as described in Note 19 b).

5. Property development cost

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	30 June 2014	31 December 2013	30 June 2014	31 December 2013
Property for sale under holiday club memberships	424,855	434,198	-	-
Completed buildings	675,499	718,808	79,342	123,225
Land	1,868,545	1,871,750	112,244	113,034
Leasehold land	44,041	44,041	-	-
Property under construction	475,483	346,017	8,795	8,795
Total	3,488,423	3,414,814	200,381	245,054

Subsidiaries have mortgaged property development cost amounting to Baht 991 million (31 December 2013: Baht 616 million) as collateral against its credit facilities received from financial institutions.

6. Long-term trade accounts receivable

Long-term trade accounts receivable consist of:

- 6.1 Installments receivable from property sales which bear interest at rates of 7% - 12%, MLR plus 0.5%-1% and the group's cost of fund plus 0.5% per annum and installments are repaid over a period of 3 to 15 years.
- 6.2 Installments receivable from sales of holiday club memberships which bear interest at rates of 7.5% - 9% per annum and installments are repaid over a period of 2 to 5 years.

Long-term trade accounts receivable are due as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	
	30 June 2014	31 December 2013
Current portion of long-term trade accounts receivable	99,867	110,954
Long-term trade accounts receivable	162,514	144,443
Total	262,381	255,397
Sales of property		
Within 1 year (Note 3)	73,467	81,670
Over 1 year to 5 years	155,167	136,019
Long-term trade accounts receivable - sales of property	228,634	217,689
Sales of holiday club memberships		
Within 1 year (Note 3)	26,400	29,284
Over 1 year to 5 years	7,347	8,424
Long-term trade accounts receivable - sales of holiday club memberships	33,747	37,708
Total	262,381	255,397

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Separate financial statements	
	30 June 2014	31 December 2013
Current portion of long-term trade accounts receivable	2,207	3,246
Long-term trade accounts receivable	12,276	14,063
Total	14,483	17,309
Sales of property		
Within 1 year (Note 3)	2,207	3,246
Over 1 year to 5 years	12,276	14,063
Long-term trade accounts receivable - sales of property	14,483	17,309

7. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements are as follows:

Company's name	Paid-up capital		Shareholding percentage		Cost	
	30 June 2014	31 December 2013	30 June 2014	31 December 2013	30 June 2014	31 December 2013
	Million Baht	Million Baht	%	%	Million Baht	Million Baht
<u>Subsidiaries held by the Company</u>						
Banyan Tree Gallery (Singapore) Pte. Limited	SGD 0.43	SGD 0.43	51.0	51.0	4.0	4.0
Banyan Tree Gallery (Thailand) Limited	7.8	7.8	51.0	51.0	4.0	4.0
Laguna Banyan Tree Limited ⁽¹⁾	500.0	500.0	100.0	100.0	835.1	835.1
Laguna Holiday Club Limited	330.0	330.0	100.0	100.0	330.0	330.0
Laguna Grande Limited	1,000.0	1,000.0	100.0	100.0	984.8	984.8
Laguna Lakes Limited	1.0	1.0	94.9	94.9	0.9	0.9
Laguna Service Company Limited ⁽²⁾	90.5	90.5	72.9	72.9	22.4	22.4
Laguna (3) Limited	0.1	0.1	100.0	100.0	47.8	47.8
TWR - Holdings Limited	1,250.0	1,250.0	100.0	100.0	1,250.0	1,250.0
<u>Subsidiaries held through TWR - Holdings Limited</u>						
Laguna Excursions Limited	8.0	8.0	49.0	49.0	-	-
Laguna Village Limited	6.0	6.0	100.0	100.0	-	-
Mae Chan Property Company Limited	232.3	232.3	100.0	100.0	-	-
Pai Samart Development Company Limited	28.4	28.4	100.0	100.0	-	-
Phuket Resort Development Limited	41.4	41.4	100.0	100.0	-	-
PT AVC Indonesia	USD 0.9	USD 0.9	100.0	100.0	-	-
Talang Development Company Limited	251.0	251.0	50.0	50.0	-	-
Thai Wah Plaza Limited	2,250.0	2,250.0	100.0	100.0	-	-
Thai Wah Tower Company Limited	455.0	455.0	100.0	100.0	-	-
Thai Wah Tower (2) Company Limited	21.0	21.0	100.0	100.0	-	-
Twin Waters Development Company Limited	214.4	214.4	100.0	100.0	-	-
<u>Subsidiaries held through Laguna Grande Limited</u>						
Bangtao (1) Limited	20.9	20.9	100.0	100.0	-	-
Bangtao (2) Limited	19.1	19.1	100.0	100.0	-	-
Bangtao (3) Limited	7.8	7.8	100.0	100.0	-	-
Bangtao (4) Limited	14.6	14.6	100.0	100.0	-	-
Bangtao Development Limited	80.0	80.0	100.0	100.0	-	-
Bangtao Grande Limited	1,546.0	1,546.0	100.0	100.0	-	-
Laguna Central Limited	1.0	1.0	85.0	85.0	-	-

(Unaudited but reviewed)

Company's name	Paid-up capital		Shareholding percentage		Cost	
	30 June	31 December	30 June	31 December	30 June	31 December
	2014	2013	2014	2013	2014	2013
	Million Baht	Million Baht	%	%	Million Baht	Million Baht
<u>Subsidiary held through Banyan Tree Gallery (Singapore) Pte. Limited</u>						
Lijiang Banyan Tree Gallery Trading Company Limited	USD 75 Thousands	USD 75 Thousands	51.0	51.0	-	-
<u>Subsidiary held through Laguna Holiday Club Limited</u>						
Cheer Golden Limited	-	-	100.0	100.0	-	-
Total investments in subsidiaries					3,479.0	3,479.0

- (1) Laguna Banyan Tree Limited is held 49% by the Company and 51% through TWR - Holdings Limited
(2) Laguna Service Company Limited is held by the Company and 2 subsidiaries

A subsidiary has a 49% shareholding in Laguna Excursions Limited. However, the subsidiary has recognised its share of the profits of this subsidiary at 100% after deducting the cumulative preferential annual dividend of 15% of the par value of the preference shares, in accordance with the income sharing percentage in the Articles of Association.

8. Investments in associates

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Consolidated financial statements					
			Shareholding percentage		Cost		Carrying amounts based on equity method	
			30 June	31 December	30 June	31 December	30 June	31 December
			2014	2013	2014	2013	2014	2013
			(%)	(%)				
Lijiang Banyan Tree Hotel Co., Ltd.	Hotel operations and property development	The People's Republic of China	49	49	348,414	348,414	421,583	456,568
Tropical Resorts Ltd.	Holding company	Hong Kong	26	26	17,673	17,673	-	-
Less: Allowance for impairment of investment					(17,673)	(17,673)	-	-
					-	-	-	-
Total investments in associates - net					348,414	348,414	421,583	456,568

(Unit: Thousand Baht)

Company's name	Consolidated financial statements			
	Share of loss from investments in associate			
	For three-month periods ended		For six-month periods ended	
	30 June		30 June	
	2014	2013	2014	2013
Lijiang Banyan Tree Hotel Co., Ltd.	(4,463)	(7,280)	(19,080)	(24,051)

9. Other long-term investments

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 June 2014	31 December 2013	30 June 2014	31 December 2013
Investment in available-for-sale security				
Thai Wah Starch Public Company Limited	334,627	334,627	31,161	31,161
Less: Allowance for impairment of investment	-	(89,339)	-	-
	334,627	245,288	31,161	31,161
Unrealised gain on available-for-sale security	147,645	-	451,111	214,127
Total investment in available-for-sale security - net	482,272	245,288	482,272	245,288
Investments in other companies				
Bibace Investments Ltd.	188,425	188,425	-	-
Banyan Tree Indochina Hospitality Fund, L.P.	417,939	417,939	-	-
Total investments in other companies	606,364	606,364	-	-
Total other long-term investments - net	1,088,636	851,652	482,272	245,288

During the current period, the Company has reversed allowance for impairment of investment in Thai Wah Starch Public Company Limited in consolidated financial statements amounting to Baht 89 million as the management anticipated that the events and circumstances resulting in the impairment loss are no longer existed.

10. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
At cost / revaluation value		
Balance as at 31 December 2013	13,779,933	122,605
Additions	109,491	6,350
Transfer from property development cost	30,108	-
Disposals and write off	(17,844)	(8,287)
Adjustments	56	-
Balance as at 30 June 2014	13,901,744	120,668
Accumulated depreciation		
Balance as at 31 December 2013	(3,555,305)	(71,727)
Depreciation charged for the period	(149,209)	(2,397)
Disposals and write off	17,203	3,895
Adjustments	(16)	-
Balance as at 30 June 2014	(3,687,327)	(70,229)
Allowance for impairment loss		
Balance as at 31 December 2013	(17,552)	-
Adjustments of depreciation for impairment assets	4,467	-
Balance as at 30 June 2014	(13,085)	-

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Net book value		
Balance as at 31 December 2013	10,207,076	50,878
Balance as at 30 June 2014	10,201,332	50,439

The Company and subsidiaries arranged for an independent professional valuer to re-appraise the value of certain assets in the report dated 24 December 2013 on an asset-by-asset basis. The basis of the revaluation was as follows:

- Land was revalued using the Market Approach.
- Buildings were revalued using the Replacement Cost Approach.

The subsidiaries have mortgaged land and buildings at fair value of Baht 5,608 million (31 December 2013: Baht 6,725 million) as collateral against credit facilities received from financial institutions.

11. Short-term loans from financial institutions

Short-term loans from financial institutions represent promissory notes with maturity dates within 3 months, subject to interest rate of 3.60% per annum (31 December 2013: 3.54% - 3.55%).

These short-term loans from financial institutions are secured by the mortgage of plots of land and buildings of its subsidiaries, as described in Note 10 and by the guarantee provided by subsidiaries.

12. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	30 June 2014	31 December 2013	30 June 2014	31 December 2013
Trade accounts payable	147,933	171,435	6,134	1,536
Amounts due to related parties (Note 4)	16,316	65,514	9,122	10,088
Accrued expenses	165,964	211,694	12,827	25,639
Other payables	39,585	40,279	5,634	5,064
Construction payables	12,685	23,632	365	-
Service charge payable to hotel staff	9,699	31,243	-	-
Accrued rental to villa owners	71,855	64,777	9,842	8,897
Total	464,037	608,574	43,924	51,224

(Unaudited but reviewed)

13. Other current liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 June 2014	31 December 2013	30 June 2014	31 December 2013
Value added tax payable	40,890	52,161	3,474	3,915
Unearned income	48,293	48,133	-	-
Other tax payable	27,929	12,807	1,327	754
Short-term provision	6,999	6,037	3,628	2,819
Total	124,111	119,138	8,429	7,488

14. Long-term loans from financial institutions

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 June 2014	31 December 2013	30 June 2014	31 December 2013
Secured	2,721,576	2,970,326	140,000	175,000
Long-term loans are repayable as follows:				
Within 1 year	511,000	457,000	70,000	70,000
Over 1 year to 5 years	1,930,576	2,103,526	70,000	105,000
Over 5 years	280,000	409,800	-	-
	2,210,576	2,513,326	70,000	105,000
Total	2,721,576	2,970,326	140,000	175,000

Movements in the long-term loans account during the six-month period ended 30 June 2014 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Balance as at 31 December 2013	2,970,326	175,000
Less: Repayments	(248,750)	(35,000)
Balance as at 30 June 2014	2,721,576	140,000

(Unaudited but reviewed)

The loans are secured by mortgage of plots of land and buildings of its subsidiaries, as described in Notes 5 and 10 and investment properties of Baht 709 million (31 December 2013: Baht 709 million).

The loan agreements contain covenants as specified in the agreements that, among other things, require the Company and its subsidiaries to maintain certain debt to equity and debt service coverage ratios according to the agreements.

As at 30 June 2014, there is no the long-term credit facilities of the subsidiaries which have not yet been drawn down (31 December 2013: Baht 99 million).

15. Income tax

Interim corporate income tax was calculated on profit before income tax for the period, using the estimated effective tax rate for the year.

Income tax expenses for the three-month and six-month periods ended 30 June 2014 and 2013 are made up as follows:

(Unit: Thousand Baht)

	For the three-month periods ended 30 June			
	Consolidated		Separate	
	financial statements		financial statements	
	2014	2013	2014	2013
Current income tax:				
Interim corporate income tax charge	(1,261)	4,498	-	-
Deferred tax:				
Relating to origination and reversal				
of temporary differences	(30,541)	(19,697)	8,747	10,305
Income tax expense reported in the				
income statement	(31,802)	(15,199)	8,747	10,305

(Unit: Thousand Baht)

	For the six-month periods ended 30 June			
	Consolidated		Separate	
	financial statements		financial statements	
	2014	2013	2014	2013
Current income tax:				
Interim corporate income tax charge	20,570	20,312	-	-
Deferred tax:				
Relating to origination and reversal				
of temporary differences	(27,444)	3,389	6,767	14,053
Income tax expense reported in the				
income statement	(6,874)	23,701	6,767	14,053

16. Earnings per share

Basic earnings per share is calculated by dividing profit (loss) for the period attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period.

	For the three-month periods ended 30 June			
	Consolidated		Separate	
	financial statements		financial statements	
	2014	2013	2014	2013
Profit (loss) attributable to equity holders of the Company (Thousand Baht)	(66,076)	(102,627)	25,629	34,206
Weighted average number of ordinary shares (Thousand shares)	166,683	166,683	166,683	166,683
Earnings (loss) per share (Baht/share)	(0.40)	(0.62)	0.15	0.21

	For the six-month periods ended 30 June			
	Consolidated		Separate	
	financial statements		financial statements	
	2014	2013	2014	2013
Profit (loss) attributable to equity holders of the Company (Thousand Baht)	38,777	(36,418)	39,809	22,015
Weighted average number of ordinary shares (Thousand shares)	166,683	166,683	166,683	166,683
Earnings (loss) per share (Baht/share)	0.23	(0.22)	0.24	0.13

17. Dividend

Dividend declared in six-month periods ended 30 June 2014 and 2013 consist of:

	Approved by	Dividend per	
		Total dividends	share
		(Million Baht)	(Baht)
Dividends on 2013 retained earnings	Annual General Meeting of the shareholders on 22 April 2014	56.66	0.34
Dividends on 2012 retained earnings	Annual General Meeting of the shareholders on 25 April 2013	20.84	0.125

18. Commitments

Capital commitment

As at 30 June 2014, the Company and its subsidiaries have capital commitments as follows:

- a) Subsidiaries have commitments in respect of constructing new and renovating existing hotel properties amounting to Baht 4 million (31 December 2013: Baht 2 million).
- b) Subsidiaries have commitments that relate to projects to develop properties for sale amounting to Baht 860 million (31 December 2013: Baht 81 million).
- c) A subsidiary entered into an Agreement to Purchase and Sale of Land, having a total land area of 237 rai 1 ngan 39.6 square wah, with a third party. The subsidiary will periodically acquire the land in accordance with terms and conditions as set forth in the aforesaid Agreement. The subsidiary initially acquired the land, having a total area of 53 rai 2 ngan 3.4 square wah. The subsidiary holds the right to acquire the remaining land, having a total area of 183 rai 3 ngan 36.2 square wah, by 1 July 2018. The subsidiary paid the deposit of Baht 65 million and the purchase price of the remaining land shall be increased at rate of 5% on every anniversary date following the date that the Agreement to Purchase and Sale of Land was executed.

Operating agreements

As at 30 June 2014, the subsidiaries have operating agreements as follows:

- (a) The subsidiaries have entered into operating agreements with certain companies whereby these companies are to operate the subsidiaries' hotels businesses. In consideration of such services, the subsidiaries are committed to pay remuneration at the rates, terms and basis specified in the agreements. These agreements are summarised below:

Company	Business Unit	Operator	Contract period	Fees
Banglao Grande Limited	Angsana Laguna Phuket	Banyan Tree Hotels & Resorts Pte. Limited	1.7.2012 - 30.11.2031	Royalty fee: 3% of total revenue
		Banyan Tree Hotels & Resorts (Thailand) Limited	1.7.2012 - 30.11.2031	Management fee: 10% of gross operating profit
Laguna Banyan Tree Limited	Banyan Tree Phuket	Banyan Tree Hotels & Resorts Pte. Limited	1.7.2012 - 31.12.2015 (a)	Royalty fee: 2% of total revenue
		Banyan Tree Hotels & Resorts (Thailand) Limited	1.7.2012 - 31.12.2015 (a)	Technical fee: 7.5% of gross operating profit

(Unaudited but reviewed)

Company	Business Unit	Operator	Contract period	Fees
Thai Wah Plaza Limited	Banyan Tree Bangkok	Banyan Tree Hotels & Resorts Pte. Limited	1.7.2012 - 31.12.2021	- Royalty fee: 3% of total revenue
		(b)		
		Banyan Tree Hotels & Resorts (Thailand) Limited	1.7.2012 - 31.12.2021	- Management fee: 10% of gross operating profit
Laguna Village Limited	Outrigger Laguna Phuket Resort and Villas	Outrigger Hotels (Thailand) Limited	29.5.2009 - 31.12.2019	- Basic management fee: 2% of total revenue for the first fiscal year, 2.5% of total revenue for the second fiscal year and 3% of total revenue for the remain fiscal years
		(c)		
				- Incentive fee: 7% of gross operating profit

(a) Operator has option to extend for 1 additional period of 10 years

(b) Operator has option to extend for 1 additional period of 20 years.

(c) Operator has option to extend for 2 additional periods of 10 years.

(b) The Company and its subsidiaries have commitments in respect of cash rewards options for villa rental scheme agreements. The terms of the agreements are generally 6 years.

As at 30 June 2014 and 31 December 2013, future minimum payments required under these agreements were as follows:

(Unit: Million Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 June	31 December	30 June	31 December
	2014	2013	2014	2013
Payable within:				
In up to 1 year	100	112	11	22
In over 1 and up to 5 years	149	168	9	12
In over 5 years	7	15	1	2

During the six-month period ended 30 June 2014, the Company and its subsidiaries recognised rental expenses of Baht 62 million (30 June 2013: Baht 62 million) (Separate financial statements: Baht 14 million, 30 June 2013: Baht 14 million).

Investment commitment

A subsidiary entered into the Limited Partnership Agreement in respect of the Banyan Tree Indochina Hospitality Fund, L.P. ("the Fund"), an exempted limited partnership formed under the laws of the Cayman Islands. The fund is managed by Banyan Tree Indochina (GP) Company Limited and focuses mainly on hotel and resort

investments in Vietnam, Cambodia and Laos. Based on the fund size of USD 283 million at closing date on 30 June 2009, the capital commitment of USD 16 million would be approximately 5.65% of the fund. As at 30 June 2014, the subsidiary has made capital contributions of USD 13 million to the Fund (31 December 2013: USD 13 million).

Servitude over land

As at 30 June 2014, some subsidiaries have land servitude of approximately 6 rai at Phuket province.

19. Guarantees

- a) As at 30 June 2014, there are bank guarantees amounting to Baht 48 million (Separate financial statements: Baht 3 million) issued to various parties on behalf of the Company and its subsidiaries, mainly provided for the usage of electricity, other utilities and telecommunication channels (31 December 2013: Baht 47 million, Separate financial statements: Baht 3 million).
- b) As at 30 June 2014, the Company has the provision of a guarantee for a loan obtained by Lijiang Banyan Tree Hotel Co., Ltd. (LBTH) by issuing the letter of indemnity to its parent company, Banyan Tree Holdings Limited. The provision of the guarantee is to secure the loan of LBTH in proportion to the equity interest of 49.04 % of the Company in LBTH (through Laguna Banyan Tree Limited).

20. Segment information

The Company and its subsidiaries are organised into business units based on its products and services. During the current period, the Company and its subsidiaries have not changed the organisation of their reportable segments.

The following tables present revenue and profit information regarding the Company and its subsidiaries' operating segments for the periods of three months and six months ended 30 June 2014 and 2013, respectively.

(Unaudited but reviewed)

(Unit: Million Baht)

For the three-month period ended 30 June 2014

	Hotel Business	Property Development	Office Rental	Head Office	Total
Revenue:					
Segment revenue					
Total revenues	608	153	30	-	791
Intersegment revenues	(44)	(1)	(6)	-	(51)
Revenue from external customers	564	152	24	-	740
Results:					
Segment results	(95)	(18)	5	15	(93)
Unallocated income					30
Loss from operations and other income					(63)
Interest income	-	7	-	-	7
Finance cost	(22)	(13)	-	(5)	(40)
Share of loss from investments in associate	(3)	(1)	-	-	(4)
Loss before income tax expenses					(100)
Income tax expenses	33	8	(1)	(8)	32
Loss for the period					(68)

(Unit: Million Baht)

For the three-month period ended 30 June 2013

	Hotel Business	Property Development	Office Rental	Head Office	Total
Revenue:					
Segment revenue					
Total revenues	751	183	32	-	966
Intersegment revenues	(51)	(1)	(9)	-	(61)
Revenue from external customers	700	182	23	-	905
Results:					
Segment results	(61)	14	7	(53)	(93)
Unallocated income					19
Loss from operations and other income					(74)
Interest income	1	6	-	-	7
Finance cost	(26)	(13)	-	(6)	(45)
Share of loss from investments in associate	(7)	(1)	-	-	(8)
Loss before income tax expenses					(120)
Income tax expenses	14	(6)	(1)	8	15
Loss for the period					(105)

(Unaudited but reviewed)

(Unit: Million Baht)

For the six-month period ended 30 June 2014

	Hotel Business	Property Development	Office Rental	Head Office	Total
Revenue:					
Segment revenue					
Total revenues	1,679	313	58	-	2,050
Intersegment revenues	(93)	(4)	(12)	-	(109)
Revenue from external customers	<u>1,586</u>	<u>309</u>	<u>46</u>	<u>-</u>	<u>1,941</u>
Results:					
Segment results	<u>100</u>	<u>(6)</u>	<u>12</u>	<u>(21)</u>	<u>85</u>
Unallocated income					<u>34</u>
Profit from operations and other income					119
Interest income	-	11	-	-	11
Finance cost	(45)	(25)	-	(11)	(81)
Share of loss from investment in associate	(18)	(1)	-	-	(19)
Profit before income tax expenses					30
Income tax expenses	2	7	(2)	-	<u>7</u>
Profit for the period					<u>37</u>

(Unit: Million Baht)

For the six-month period ended 30 June 2013

	Hotel Business	Property Development	Office Rental	Head Office	Total
Revenue:					
Segment revenue					
Total revenues	1,957	284	62	-	2,303
Intersegment revenues	(113)	(4)	(17)	-	(134)
Revenue from external customers	<u>1,844</u>	<u>280</u>	<u>45</u>	<u>-</u>	<u>2,169</u>
Results:					
Segment results	<u>179</u>	<u>(9)</u>	<u>10</u>	<u>(112)</u>	<u>68</u>
Unallocated income					<u>23</u>
Profit from operations and other income					91
Interest income	1	13	-	-	14
Finance cost	(54)	(27)	-	(11)	(92)
Share of loss from investment in associate	(21)	(3)	-	-	(24)
Loss before income tax expenses					(11)
Income tax expenses	(31)	(11)	(2)	20	<u>(24)</u>
Loss for the period					<u>(35)</u>

21. Foreign currency risk assets/liabilities

The outstanding balances of the Company and its subsidiaries' financial assets and liabilities denominated in foreign currency are as follows:

	Consolidated financial statements				Separate financial statements				Average exchange rate as at	
	Financial assets as at		Financial liabilities as at		Financial assets as at		Financial liabilities as at			
	30	31	30	31	30	31	30	31	30	31
	June	December	June	December	June	December	June	December	June	December
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Foreign currency	(Million)	(Million)	(Million)	(Million)	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US Dollar	5	4	-	-	-	-	-	-	32.4091	32.7644

22. Litigation

A case was brought to the Phuket Provincial Court on 8 October 2009, in which 4 of LRH's affiliated companies and 10 individual directors are the defendants. The plaintiffs referred in the plaint that they purchased units in Allamanda 1 Condominium during 1991 to 1995. The plaintiffs claim the Sale and Purchase Agreement called for common area of approximately 20 rai. On registration of Allamanda 1 Condominium, Allamanda 1 Condominium was registered with only 9 rai 2 ngan 9 square wah. As result, the plaintiffs claim that defendants have breached the Sale and Purchase Agreement. Therefore, the plaintiffs requested the defendants to completely deliver the common area as specified by the Agreement by transfer of the land totaling 10 rai 3 ngan 97.1 square wah to Allamanda 1 Juristic Person, as the 10th plaintiff, or to be jointly liable for the compensation of Baht 132 million in case the transfer of land cannot be made. The plaintiffs also requested for additional compensation in the amount of Baht 56 million for unlawful use of the land which is supposed to be common property of Allamanda 1 Condominium. The total amount of claim is Baht 188 million with interest at the rate of 7.5% per annum from the date the claim was lodged until the defendants have made full payment. The plaintiffs also claimed that the former and current directors, totaling ten, of those subsidiaries as the 5th to 14th defendants were the representatives of the subsidiaries being the 1st to 4th defendants, therefore, must also be jointly liable with those subsidiaries.

The plaintiffs filed a petition with the Court seeking the Court's interim injunction of which the defendants shall not dispose and amend the status of nine plots of land in dispute with land registry office during the trial. On 20 January 2012, the Court granted the interim injunction.

(Unaudited but reviewed)

On 27 June 2014, the Phuket Provincial Court has ordered the defendants (1) to transfer the nine plots of land totaling 10 Rai 3 Ngan 97.1 Square Wah to the plaintiffs (2) to pay Baht 5,890,956 for unlawful usage of the two plots of land with interest at the rate of 7.5% per annum from the following day after the claim was lodged until payment is made in full (3) to pay Baht 16,000.79 per day from the following day after the claim was lodged until the transfer of aforementioned land has been completed, and (4) to pay a further Baht 500,000 as legal fees to the plaintiffs. Currently, the Company is considering to exercise the right to appeal the judgment to the Appeal Court.

As at 30 June 2014, subsidiaries have set aside provision of Baht 37.4 million for liabilities arising as a result of this case.

23. Reclassification

Certain amounts in the financial statements for the three-month and six-month periods ended 30 June 2013 have been reclassified to conform to the current year's classification but with no effect to previously reported profit (loss) or shareholders' equity. The reclassifications are as follows:

(Unit: Thousand Baht)

	For the three-month period ended 30 June 2013			
	Consolidated financial statements		Separate financial statements	
	As reclassified	As previously reported	As reclassified	As previously reported
Income statements				
Cost of hotel operations	428,847	391,198	Nil	Nil
Administrative expenses	350,846	388,495	Nil	Nil

(Unit: Thousand Baht)

	For the six-month period ended 30 June 2013			
	Consolidated financial statements		Separate financial statements	
	As reclassified	As previously reported	As reclassified	As previously reported
Income statements				
Cost of hotel operations	956,199	850,419	Nil	Nil
Administrative expenses	758,632	864,412	Nil	Nil

24. Approval of interim financial statements

These interim financial statements were authorised for issue by the Company's Board of Directors on 8 August 2014.