



Aspiring
to City Living



ANNUAL REPORT
2011

ANNUAL REPORT 2011

Asian Property Development Plc.

C o n t e n t s



C o n t e n t s

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Message

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Message from the CEO

The year 2011 was the time when Thailand had suffered so much with the flood crisis, and so, inevitably, did the industrial and property sectors. Property market was less active since the new projects were slowed down their launch and construction. Consumers have also changed their preference from single-detached houses or townhouses in outer areas to condominiums or townhouses in central areas. They give considerably concerns on the flood and choose the locations where the flood did not hit. Moreover, the product liability and customer care of the developers are also taken into account upon their buying. Besides, banks become more rigid in loan granting to the developers and buyers.

Last year for AP, we, of course, encountered the flood impacts, but we have the diversification policy which give the variety to our project types; i.e., single-detached house, townhouse and condominium. Most of AP projects are situated in the central areas, so there were only 5 projects out of 62 projects, hit by the flood. During the crisis, we built up the flood protection, facilitated our customers and provided the restoration service after the flood to both the ongoing projects' customers and transferred projects' customers thru our subsidiary company, Smart Service and Management Co., Ltd., established for property management. Not only have we had these urgent helping schemes, but also the future protection schemes to improve our infrastructures in order to better tackle with the flood problem for the ongoing projects and the future projects. We believe that these schemes will enhance our customers' confidence in AP. The flood crisis has lessened our circulation and operating result in 2011 than what we had targeted. AP achieved Baht 14,353 million of Sales Booking. Total revenue and net profit were Baht 13,639 million and Baht 1,551 million, respectively. Nevertheless, we insist in our dynamic way of business conduct and diversification policy. We always plan and amend our business strategies to comply with the market and economic circumstance at the time. New project launch, new land acquisition, construction, cash flow and inventory management are important policies for us.

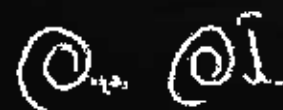
This 2011 year, we have continued our goal which clearly states in the company mission as "To be the dynamic creator who provides quality in living satisfaction" by developing and improving our product design, construction method and internal work flow. AP expands the product range to townhouse unit of Baht 2 million and brands it "The Pleno". Three projects of "The Pleno" were launched in 2011. Prefabrication was introduced to some of AP projects to ease the labor shortage problem and reduce the constructing period. At the same time, we have also worked on the improvement of townhouse and condominium construction to get ready for the change in property market after the flood. Some of Baan Klang Muang projects are redesigned in number of units for customers who look for the same price range of townhouses in the central areas where there are less possibility for flood than single-detached houses in the outer areas where they are potentially flooded. Some of condominium projects are also changed their targets from mid-high level to mid level. These projects are scheduled to launch in 2012.

The company continues its internal development by improving system, reforming work flow and training staff to encourage the cooperation in workplace, strengthen work knowledge of staff and enhance work quality. We have the Living Consultant Academy set up in 2010 to train our Living Consultants for better understanding of the products as well as customer servicing. In light of construction,

BU Academy was set up for our site staff with the aim to develop the projects and hand over the qualified products to customers in time. We also initiated the Supply Chain Management project for better communication between AP and supplier, better manufacturing process and more accurate estimated prices.

We have the plan for 2012 to see the growth of 25% from last year in revenue from property development since at the end of 2011, we acknowledged the backlog at Baht 24,206 million; divided into the low rise's Baht 2,581 million and high rise's Baht 21,626 million. We anticipate acknowledging this year income of approximate Baht 10,000 million from such backlog, equivalent to 60% of the targeted income. The rest should derive from sales and ownership transfer in 2012. We also plan to launch 19 new projects with the total value of Baht 22,560 million. Moreover, the company is scheduled to restructure its back office sections, giving the clearer pictures of each section's scope of work and enabling a better cooperation with front office sections. AP should keep its system and staff developed continuously as we have been doing in these several years in order to cope with the harsh competition and prepare for a long-term expansion plan of the company.

Last but not least, all members of AP executive team and I would like to express our thanks to all valued shareholders, bondholders, customers, alliances and staff for supporting AP all year long.



(Mr. Anuphong Assavabhokhin)
Chief Executive Officer



Financial Highlight 2011



Financial Highlight

Financial Summary	2011	2010	%YoY
Total Revenue (Btm)	13,639	13,840	-1.5%
Cost of sales (Btm)	8,434	8,602	-2.0%
Selling and Administrative Expenses (Btm)	2,695	2,125	26.8%
Selling Expenses (Btm)	1,278	950	34.5%
Admin Expenses (Btm)	1,417	1,175	20.6%
Net Profit (Btm)	1,551	2,229	-30.4%
Gross Margin	38.2%	37.8%	
SG&A as a % of revenue	19.8%	15.4%	
Selling exp as a % of revenue	9.4%	6.9%	
Admin exp as a % of revenue	10.4%	8.5%	
Net Margin	11.4%	16.1%	
EPS (Bt)	0.55	0.95	
Net Debt to Equity (x)	1.29	1.08	

- **Net profit** of 1.55 billion Baht in 2011 declined 30.4% YoY (from 2.23 billion Baht in 2010). EPS was 0.55 Baht per share. This is due mainly to the tax incentives given in 2010.
- **Total Revenue** in 2011 was 13.64 billion Baht, 1.5% YoY down from the previous year. This was hit by the flood situation in Q4 2011. Condominium contributed 53% of revenue from property development (13.54 billion Baht). Key projects contributors were as following.

Top 5 contributors to revenue	% of 2011 revenue	Accumulated Transfer
Rhythm Ratchada-Huay Kwang	15.7%	89.4%
Rhythm Ratchada	13.2%	99.3%
Life @ Ladprao 18	11.7%	96.9%
The Address Phayathai	6.7%	85.5%
The Address Sukhumvit 28	4.5%	28.9%

- **Gross Margin** in 2011 reached 38.2% (versus 37.8% in 2010), driven by better-than-expected margin from our condominium products at 41.6% while low rise projects achieved gross margin of 33.3%.
- **SG&A** in 2011 was 19.8% of total revenue in 2011 versus 15.4% in the prior year on the back of the expiration of the reduction of specific business tax (3.3%) and transfer fee (2.0%) at the end of March and May 2010 respectively. The property tax drove Selling expenses to increase from 950 million Baht in 2010 to 1.28 billion Baht in 2011. Administrative expenses also rose from 1.1 billion Baht in 2010 to 1.4 billion Baht in 2011 to reflect increasing number of projects on hand. On the overall, SG&A rose 26.8% YoY to 2.69 billion Baht in 2011 from 2.12 billion Baht in 2010.

- In the meantime, AP has continued to put a reserve of 1% of revenue in each quarter for any uncertainty and booked it under Admin (or Operating) expense. As a result, all expenses related to the flood protection in Q4 2011 did not occur in our P&L. This policy has well done for the past 3 years. As of Dec 2011, accrued reserve was the amount of 354 million Baht.
- **Net debt to equity** slightly increased from 1.21x at the end of Q3 2011 to 1.29x at the end of the year due to lower-than-expected profit given the flood in Q4 2011. The figures are manageable as we expect cash inflow from our large sales backlog coming soon. Our net debt was 13.8 billion Baht.
- **Sales booking** in 2011 was 14.35 billion Baht, of which 7.08 billion Baht came from low rise (SDH & Townhouse) and 7.28 was from condominium. Given the flood situation in Q4 2011, we postponed launching of 5 projects with total project value of 6.15 billion Baht from Q4 2011 to Q1 2012.
- **Sales backlog** as of 31 Dec 2011 was 24.2 billion Baht (2.58 billion Baht low rise and 21.62 billion Baht condo). Low rise sales backlog of 2.58 billion Baht will be recognized as revenue within 6 months and 7.67 billion Baht out of 21.62 billion Baht backlog from condominium will be recognized within 2012.

	2009	Q1 2010	Q2 2010	Q3 2010	Q4 2010	2010	Q1 2011	Q2 2011	Q3 2011	Q4 2011	2011
Gross sales booking	21,956	3,861	3,571	7,538	5,860	20,830	3,906	6,181	4,569	3,363	18,019
Beginning Backlog	13,924	19,744	16,747	17,334	22,771	19,744	23,593	24,428	25,660	24,855	23,593
Total sold value	35,880	23,605	20,318	24,872	28,630	40,574	27,499	30,609	30,229	28,218	41,612
Cancellation	(3,616)	(822)	(851)	(737)	(878)	(3,289)	(895)	(911)	(830)	(1,030)	(3,666)
Net sold value	32,264	22,782	19,467	24,135	27,752	37,285	26,604	29,697	29,399	27,189	37,946
Revenue Recognition	(12,520)	(6,035)	(2,133)	(1,365)	(4,159)	(13,692)	(2,176)	(4,037)	(4,544)	(2,783)	(13,540)
Ending Backlog	19,744	16,747	17,334	22,771	23,593	23,593	24,428	25,660	24,855	24,206*	24,206*
- from TH&SDH	1,629	1,075	1,835	2,545	2,110	2,110	2,568	3,487	3,154	2,581	2,581
- from Condo	18,115	15,672	15,499	20,226	21,483	21,483	21,860	22,173	21,702	21,624	21,624
Net Sales Booking	18,341	3,038	2,720	6,802	4,981	17,541	3,011	5,269	3,739	2,333	14,353
- from TH&SDH	5,735	998	2,155	1,964	1,829	6,946	1,914	2,661	1,909	593	7,077
- from Condo	12,606	2,040	565	4,838	3,152	10,595	1,097	2,608	1,830	1,740	7,276
Revenue Recognition	12,520	6,035	2,134	1,365	4,159	13,692	2,177	4,037	4,544	2,783	13,541
- from TH&SDH	5,931	1,553	1,395	1,254	2,264	6,466	1,456	1,742	2,242	919	6,359
- from Condo	6,588	4,482	739	111	1,895	7,227	721	2,295	2,302	1,864	7,182

Remark: * This figure was adjusted down by 200MB from the data conversion of the old projects into our new system.

- **Project launches and land acquisition** in 2012, we plan to launch 19 projects with combined project value of 22.56 billion Baht (see Appendix 3). For land acquisition, we plan to spend approximately 3.0 billion Baht for land acquisition compared to 5.3 billion Baht in 2010 as we already have enough projects on hand. Values in our ongoing and future project portfolio are estimated to be roughly 53 billion Baht.

Appendix 1: Financial Summary

	2011	2010	2009	2008	2007
Revenues from Property Development (Btm)	13,541	13,692	12,520	9,163	7,785
YoY Chg (%)	-1.1%	9.4 %	36.6%	17.7%	22.7%
Consolidated Revenues (Btm)	13,639	13,840	12,628	9,265	7,825
YoY Chg (%)	-1.5%	9.6 %	36.3%	18.4%	23.3%
Gross profit from Property Development (Btm)	5,107	5,090	4,120	3,171	2,537
Gross margin from Property (%)	37.7%	37.2%	32.9%	34.6%	32.6%
Overall Gross profit (Btm)	5,205	5,238	4,228	3,274	2,577
Gross margin (%)	38.2%	37.8%	33.5%	35.3%	32.9%
Operating profit (Btm)	2,509	3,113	2,842	2,258	1,389
Operating margin (%)	18.4%	22.5%	22.5%	24.4%	17.8%
Net profit from normal operations (Btm)	1,551	2,229	1,930	1,429	899
YoY Chg (%)	-30.4%	15.5%	35.1%	59.0%	13.2%
Net profit (Btm)	1,551	2,229	1,930	1,429	899
YoY Chg (%)	-30.4%	15.5%	35.1%	59.0%	-33.1%
EPS (Bt)	0.55	0.95	0.83	0.61	0.39
Total assets (Btm)	29,375	24,114	19,159	17,609	13,145
Equity (Btm)	10,660	9,514	8,030	6,574	5,513
Outstanding debt (Btm)	14,224	10,667	7,942	7,986	5,509
Net debt (Btm)	13,786	10,311	6,234	6,227	4,787
Net debt to equity (x)	1.29	1.08	0.78	0.95	0.87
ROE (%) (average equity)	15.4%	25.4%	26.4%	23.6%	17.0%

Appendix 2: Ongoing Projects

Ongoing Projects	Rai	No of units	Project value (Btm)	Launch year	Completion (last unit transferred)	% sold (in unit) (as of 31 Dec 11)	Available for sales (Btm)
Single Detached House							
Baan Klang Krung (The Nice Ratchavibha)	18.2	50	750	Q2 2006	Q2 2012	94%	45
The Centro (Sukhumvit 113)	35.6	188	875	Q3 2008	Q1 2012	99%	5
The City (Rattanaibet-Khaerai)	60.0	203	1,650	Q3 2008	Q2 2012	99%	24
The City (Rama 5 - Ratchaphruek)	27.1	106	746	Q1 2009	Q2 2011	100%	0
The Centro (Rattanaibet)	121.0	453	2,700	Q2 2010	Q4 2014	29%	1,913
The Centro (Ram intra)	73.3	296	1,690	Q2 2010	Q4 2013	47%	891
The City (Rama5-Ratchaphruek) II	50.6	140	1,150	Q3 2010	Q4 2013	36%	739
The Centro (On nuch-Wongwan)	57.1	216	1,590	Q3 2010	Q4 2013	20%	1,266
The Centro (Watcharapon)	111.7	407	2,300	Q4 2010	Q4 2014	6%	2,164
The Palazzo Sathorn	44.0	108	1,700	Q4 2010	Q4 2013	38%	1,055
The Palazzo Rama3-Suksawat	63.7	138	2,500	Q2 2011	Q4 2013	17%	2,083
SDH - Available for Sales							10,186

Appendix 2: Ongoing Projects (Continue)

Ongoing Projects	Rai	No of units	Project value (Btm)	Launch year	Completion (last unit transferred)	% sold (in unit) (as of 31 Dec 11)	Available for sales (Btm)
Townhouse							
Baan Klang Krung (The Royal Vienna Ratchavibha)	35.6	330	1,826	Q4 2006	Q3 2011	100%	0
Baan Klang Muang Urbanion (Rama9-Wongwan)	10.9	124	438	Q4 2007	Q1 2012	99%	4
Baan Klang Muang Urbanion (Srinakarin)	22.0	207	920	Q3 2008	Q1 2012	96%	40
Biztown (Ladprao)	9.8	69	660	Q1 2009	Q1 2011	100%	0
Baan Klang Muang Urbanion (Rama9-Ladprao)	13.7	150	838	Q4 2009	Q1 2012	98%	17
Baan Klang Muang Urbanion (Kaset-Navamin) II	23.8	271	1,140	Q1 2010	Q1 2012	99%	8
Baan Klang Krung (Sathorn)	9.0	90	953	Q2 2010	Q2 2011	100%	0
Baan Klang Muang Urbanion (Rama 3-Suksawat)	8.4	92	425	Q3 2010	Q1 2012	100%	0
Biztown (Rama3-Suksawat)	7.1	63	520	Q3 2010	Q4 2012	60%	206
Baan Klang Muang Urbanion (Ladprao-Sena)	8.1	88	450	Q3 2010	Q1 2012	99%	5
Baan Klang Muang S-Sense (Sathorn-Taksin) II	52.8	484	2,650	Q3 2010	Q4 2014	22%	2,070
Baan Klang Muang S-Sense (Rama9-Ladprao)	28.7	302	1,660	Q3 2010	Q4 2012	50%	825
Baan Klang Muang S-Sense (On nuch-Wongwan)	32.3	338	1,000	Q4 2010	Q4 2013	28%	722
Baan Klang Muang S-Sense (Srinakarin)	22.0	212	920	Q1 2011	Q4 2013	15%	785
The Pleno (Ekachai-Kanchanapisek)	43.9	434	1,080	Q1 2011	Q4 2013	30%	759
The Pleno (Suksawat 30)	71.3	680	1,480	Q1 2011	Q4 2014	30%	1,040
Baan Klang Muang Urbanion (Ladprao-Sena) II	10.1	97	520	Q2 2011	Q4 2012	35%	338
Baan Klang Krung (Rama 3)	9.3	57	595	Q2 2011	Q2 2012	96%	21
Baan Klang Muang (Sathorn-Ratchaphruek)	16.3	149	620	Q2 2011	Q4 2012	29%	441
The Pleno (Rama 5-Pinklao)	44.9	427	1,030	Q3 2011	Q4 2013	10%	926
TH-Available for Sales							8,207
Condominium							
The Address Chidlom	4.5	597	3,885	Q1 2007	Q4 2011	100%	0
Life @ Sukhumvit 65	2.7	540	1,572	Q3 2007	Q3 2011	100%	0
Rhythm Ratchada	7.0	881	3,620	Q3 2008	Q1 2012	100%	0
The Address Pathumwan	2.3	156	1,050	Q2 2009	Q4 2011	100%	0
Life@Ladprao 18	3.0	456	1,600	Q2 2009	Q1 2012	100%	0
The Address Phayathai	1.4	152	1,070	Q3 2009	Q2 2012	95%	49
The Address Asoke	3.9	574	3,370	Q3 2009	Q4 2012	99%	35
The Address Sukhumvit 28	2.0	246	2,250	Q3 2009	Q4 2012	98%	37
The Address Sathorn 12	3.5	562	4,100	Q3 2009	Q4 2013	83%	686
Rhythm Ratchada-Huay Kwang	3.6	539	2,380	Q1 2010	Q2 2012	100%	0
Rhythm Sukhumvit 50	3.9	589	2,600	Q3 2010	Q4 2013	99%	26
Rhythm Phahol-Aree	5.5	809	3,200	Q3 2010	Q4 2014	52%	1,539
Rhythm Sathorn	4.8	910	4,200	Q3 2010	Q4 2014	57%	1,791
Aspire Rama 4	6.8	1,432	2,600	Q4 2010	Q4 2013	45%	1,418
Aspire Ngamwongwan	8.5	1,458	2,100	Q4 2010	Q4 2013	40%	1,262
Aspire Srinakarin	3.4	330	500	Q2 2011	Q2 2013	33%	336
Rhythm Sukhumvit 44/1	3.0	486	2,600	Q2 2011	Q4 2014	79%	556
Life Ratchadapisek	5.6	837	3,200	Q3 2011	Q2 2015	37%	2,022
The Address Sukhumvit 61	1.4	98	720	Q4 2011	Q4 2013	28%	522
Condo-Available for Sales							10,279
Total ongoing projects available for sales							28,672

Appendix 3: Projects planned to be launched

Planned-to-be-launched projects in 2012	Rai	No of units	Project value (Btm)	Land acquisition	Launch year	Completion (last unit transferred)
Single Detached House						
1 The City (Charan 13)	25.8	83	840	Q1 2011	Q2 2012	Q4 2013
2 The Palazzo (Ratburana 4)	24.0	45	1,000	Q2 2011	Q3 2012	Q4 2013
Total SDH			1,840			
Townhouse						
1 Baan Klang Muang (Ratchada 36)	13.7	145	710	Q1 2011	Q1 2012	Q2 2013
2 Baan Klang Muang (Ladprao 101)	6.6	68	300	Q4 2010	Q1 2012	Q4 2012
3 Baan Klang Muang (Ladprao 87)	12.1	120	550	Q1 2011	Q1 2012	Q1 2013
4 Baan Klang Muang (Kallapraphreuk)	38.5	400	1,400	Q2 2011	Q3 2012	Q2 2014
5 Baan Klang Muang (Rama3-Ratburana)	11.3	114	580	Q2 2011	Q3 2012	Q4 2013
6 The Pleno (Rama5-Pinklao) II	15.7	151	300	Q4 2011	Q4 2012	Q4 2013
7 Baan Klang Muang (Rama9-Ramkamhaeng)	32.0	357	1,600	Q2 2011	Q4 2012	Q4 2014
8 Baan Klang Muang (Navanim 42)	48.1	494	1,750	Q2 2011	Q4 2012	Q4 2016
9 Baan Klang Muang (Chockchai 4)	11.5	130	520	Q3 2011	Q4 2012	Q4 2013
10 Baan Klang Muang (Rama 9-Motor way)	21.1	220	940	Q3 2011	Q4 2012	Q4 2014
11 Baan Klang Muang (Ladprao-Bodin dacha)	26.1	254	1,000	Q4 2011	Q4 2012	Q4 2015
Total TH			9,650			
Condominium						
1 Aspire Rama 9	4.1	663	2,300	Q1 2011	Q1 2012	Q4 2015
2 Aspire Sukhumvit 48	5.2	858	2,290	Q1 2011	Q1 2012	Q2 2016
3 The Address Sukhumvit 39	1.7	148	2,150	Q1 2012	Q2 2012	Q2 2015
4 Life Sathorn-Narathiwas	2.1	321	1,380	Q1 2012	Q2 2012	Q3 2015
5 Aspire Rattanaibet	3.0	701	1,350	Q4 2007	Q3 2012	Q2 2016
6 Aspire Sathorn-Taksin	7.5	851	1,600	Q1 2010	Q3 2012	Q2 2016
Total Condo			11,070			
Total planned-to-be-launched projects in 2012			22,560			

Planned-to-be-launched projects in 2014	Rai	No of units	Project value (Btm)	Land acquisition	Launch year	Completion (last unit transferred)
Condominium						
1 Life Sukumvit 48	3.7	614	1,850	Q1 2011	Q4 2014	Q4 2017
Total Condo			1,850			
Total planned-to-be-launched projects in 2014			1,850			
Total planned-to-be-launched projects			24,410			

Appendix 4: Schedule of Condo Transfer

Condo Projects	(million Baht) Project Value	Total Unit	%Unit sold*	Accumulated transfer unit 2010	% Estimated transfer (by unit)						Estimated start transfer	Estimated last unit transferred
					2011	2012F	2013F	2014F	2015F	2016F		
The Address Chidlom	3,885	597	100%	98%	2%							Q4 2011
Life @ Sukhumvit 65	1,572	540	100%	100%								Q3 2011
Rhythm Ratchada	3,620	881	100%	51%	48%	1%						Q1 2012
The Address Pathumwan	1,050	156	100%	95%	5%							Q4 2011
Life @ Ladprao 18	1,600	457	100%		97%	3%					Q2 2011	Q1 2012
The Address Phayathai	1,070	152	95%		85%	15%					Q2 2011	Q2 2012
The Address Asoke	3,370	574	99%			100%					Q2 2012	Q4 2012
The Address Sukhumvit 28	2,250	246	98%		29%	71%					Q4 2011	Q4 2012
The Address Sathorn 12	4,100	562	83%			45%	55%				Q4 2012	Q4 2013
Rhythm Ratchada - Huay Kwang	2,380	539	100%		89%	11%					Q2 2011	Q2 2012
Rhythm Sukhumvit 50	2,600	589	99%				100%				Q1 2013	Q4 2013
Rhythm Phahol-Aree	3,200	809	52%				50%	50%			Q3 2013	Q4 2014
Rhythm Sathorn	4,200	910	57%				10%	90%			Q4 2013	Q4 2014
Aspire Rama 4	2,600	1,432	45%			10%	90%				Q4 2012	Q4 2013
Aspire Ngamwongwan	2,100	1,458	40%				100%				Q4 2012	Q4 2013
Aspire Srinakarin	500	330	33%			80%	20%				Q3 2012	Q2 2013
Rhythm Sukhumvit 44/1	2,600	486	79%					100%			Q1 2014	Q4 2014
Life Ratchadapisek	3,200	837	37%					60%	40%		Q2 2014	Q2 2015
The Address Sukhumvit 61	720	98	28%				100%				Q1 2013	Q4 2013
Aspire Rama 9	2,300	663						30%	70%		Q4 2014	Q4 2015
Aspire Sukhumvit 48	2,290	858							80%	20%	Q1 2015	Q2 2016
The Address Sukhumvit 39	2,150	148						50%	50%		Q3 2014	Q2 2015
Life Sathorn-Narathiwas	1,380	321						20%	80%		Q4 2014	Q3 2015
Aspire Rattanaibet	1,350	701							85%	15%	Q1 2015	Q2 2016
Aspire Sathorn-Taksin	1,600	851							85%	15%	Q1 2015	Q2 2016
Life Sukhumvit 48	1,850	614								70%	Q3 2016	Q2 2017
Total	59,537											

* % Sold as of Dec 31, 2011

Awards

Good Corporate Government Reputation



The IR Excellence Awards
SET Awards 2008



Best IR Property and Construction Sector
Securities Analysts Association (2010)



CEO Analyst's Favorite
Securities Analysts Association (2009)



Best Corporate Governance Report
the Stock Exchange of Thailand (2005)

Project Reputation



Best Condo Development (Bangkok)
The Address Chidlom
Thailand Property Awards (2009)



Best Affordable Condo Development
(Bangkok) - Rhythm
Thailand Property Awards (2011)



Best Television Commercial 2003 - 2004
Baan Klang Krung
Tact Award (2004)

Company Management Reputation



Best CEO-Real Estate Personality
of the year
Thailand Property Awards (2011)



Best CEO
Institutional Investor (2005)



Highly Commended - Best Developer
Thailand Property
Award (2009)



Asia's Best Companies
Finance Asia (2007)



Asia Best Managed
Companies - in small cap category
Asia Money Magazine (2005)

Board of Directors



Board of Directors



1. Mr.Anuphong Assavabhokhin
Vice Chairman
2. Mr.Pichet Vipavasuphakorn
Director
3. Mr.Siripong Sombutsiri
Director
4. Mr.Chatchaval Bhanalaph
Chairman
5. Mr.Visanu Suchatlampong
Director

6. Ms.Kittiya Pongpujaneekul
Director
7. Mr.Wason Naruenatpaisan
Director
8. Mr.Vilas Pilakasiri
Board Secretary
9. Mr.Kosol Suriyaporn
Director & Member
of Audit Committee
- 10.Mr.Chaiyarat Thampeera
Director

- 11.Mr.Phanporn Dabbarangsi
Director & Chairman
of Audit Committee
- 12.Mr.Pornwut Sarasin
Director
- 13.Mr.Nontachit Tulayanonda
Director & Member
of Audit Committee
- 14.Mr.Shaw Sinhaseni
Director



Management Team



Management Team



1. Mr.Wason Naruenatpaisan
Chief Operation Officer
2. Mr.Piyawat Suephaisal
Executive Vice President
Business Affair Liaison Dep.
3. Mr.Siripong Sombutsiri
Executive Director
4. Mr.Anuphong Assavabhokhin
Chief Executive Officer
5. Mr.Pichet Vipavasuphakorn
Managing Director

6. Ms.Kittiya Pongpujaneekul
Chief Financial Officer
7. Mr.Opas Ruangrajitpakorn
Chief Risk Officer
8. Mrs.Supalak Chanpitak
Chief Business Unit 4
9. Mr.Pamorn Prasertsan
Deputy Chief Business Units 2
- 10.Vittakarn Chandavimol
Deputy Chief Marketing officer

- 11.Mr.Pumipat Sinacharoen
Deputy Chief Financial officer
- 12.Mr.Visanu Suchartlumpomg
Chief Business Units 1
- 13.Mr.Marote Vananan
Deputy Chief Commercial Service
- 14.Mr.Somchai Wattanasawapak
Deputy Chief IT officer
- 15.Mr.Boonlert Ratinthorn
Deputy Chief Business Units 3



Economic Outlook



Economic Outlook

In the year 2011, Thailand's economy contracted sharply due to the flood crisis in the last quarter of the year, disrupting industrial sector, agricultural sector and domestic consumption. The economy grew 0.1 percent in 2011. Domestic consumption expanded only 1.3%. Private investment and export shrank down to 7.2% and 16.4% respectively. The flood shut down all productions in the flooding area and also caused materials shortage in the related industries. On the other hand, import grew 24.7%, partly due to the importation of gold. The government spending and investment grew 1.4% and -8.7%, respectively, which were slower compared to the year before due to the ineffectiveness in budgeting and reimbursement.

With regard to stability, Thailand reported current account surplus equivalent to USD 11.9 Billion down from USD 13.2 Billion the previous year, as a result of the shrinking surplus in Balance of Trade from USD 31.8 Billion to USD 23.5 Billion. Inflation in the year 2011 increased to 3.8% and unemployment rate is at 0.7%

In the first 3 quarters of the year 2011, Monetary Policy Committee has increased interest rate from 2.0% to 3.50% per year with the concern about the rising inflation rate. However, the Flood in the last quarter of the year has a huge negative impact on the economy. Concerned with the economic slowdown in the year 2012, Monetary Policy Committee adjusted its interest rate to 3.25% per year.

As for the Thai economy in the year 2012, the Office of the National Economic and Social Development Board expects Thai economy to grow at the rate of 5.5% to 6.5%. Key factors contributing to this growth are; (1) growing domestic demand for durable goods and products for recovering from flood damages, positive employment rate, new minimum wage and new government officer salary policy, (2) government investment in its water resource management plan to recover flooding area and add new infrastructure to prevent future flood, (3) private sectors recovering from flood damages then resuming their production, (4) low interest rate and Government Subsidy policy. At the same time, factors that could have negative effects on Thai economy in 2012 are 1) global economy slowdown hurts Thai Export, 2) rising oil price due to the international conflicts, 3) decreasing prices of agricultural products, 4) labors shortage, and 5) political conflict.

Property Market Outlook

The flood crisis severely affected the property market in Bangkok and vicinity areas during the last quarter of 2011. It was shown in numbers of completed houses, having registered for 106,893 units in 2010 and decrease to 81,521 units in 2011 or equivalent to 23.7%. Prior to the crisis, the government launched many stimulus packages all year long. Starting from the pre-election period, the government instructed the Government Housing Bank ("GHB") to waive, for two years, the interest rate of loans for the first house with value under Baht 3 million, as well as the ownership transferring fee. This scheme was limited at Baht 25,000 million. After the election, the Government announced the tax-free campaign, encouraging the citizen to possess their own property by exempting tax calculating of the sum of revenue in which is paid for property that is house with land or condominium unit of under Baht 5 million. Such sum is equivalent to revenue tax calculated from the net income or the amount to be paid, before deducted with tax credit, but not exceeding 10% of the property value or Baht 500,000. This sum is exempted equally for 5 years and the property buyers must complete the ownership transfer during 21 September 2011 to 31 December 2012. Moreover, the government passed their resolution to GHB to grant loans to borrowers with low income and who never possess property. The property value under this scheme must not exceed Baht 1 million and the limitation of the scheme value is Baht 20,000 million. Despite the government's continuous stimulus packages, the flood crisis had so much impact to the property market in Bangkok and vicinity areas that it caused the consumers to delay their buying decision, labors and construction materials to be lacked, and cost of construction to increase due to the logistic problem. Consequently, project launches and property sales slowed down during October – November, but accelerated in the middle of November when the flood crisis relieved.

Due to the anxiety of oversupply in 2010, Bank of Thailand announced the loan grant restriction for the commercial banks; Loan to Value (LTV) must not exceed 95% of the selling price in the low rise project and 90% of the selling price in the high rise project. This restriction, applying to loan granted to condominium unit in 2011, and the flood crisis in the fourth quarter caused the numbers of project launches in Bangkok and vicinity areas to decline. Agency for Real Estate Affairs' record reveals that the number of new units for sales declined from 116,791 units in 2010 to 85,800 units in 2011, equivalent to 26.5%. Amongst this numbers, condominium has the most declining numbers of new units which is 36.8% from the previous year. Single detached houses and townhouses decline for 3.1% and 32.1%, respectively. In order to alleviate this situation, Bank of Thailand, therefore, postpones the loan grant restriction of the low rise project with LTV not exceeding 95% of the selling price, to be effective on 1 January 2013 (formerly planed on 1 January 2012).

This year, 2012, it is forecasted that the property market grows along with the economy. The key factor is low unemployment rate which supports buying power. Moreover, the stimulus packages, as previously mentioned, are still valid until the end of 2012. It will help the property market to grow throughout the year 2012. The competition is intense mainly among major developers since small and medium entrepreneurs are limited by the commercial banks on loan granting. Condominium market is foreseen to be vigorous as a result from the flood crisis which buyers regard the safety of their assets and temporary housing in case of flood are important. Single detached houses and townhouses are, still, demanded by growing families, however, locations are given more concerns as well as the developers' care of products and customer service.

The factors predictably influencing the 2012 property market are 1) higher cost of construction as a result of minimum wage increase by the government in April 2012 and material cost increase due to higher oil price, 2) lack of labors and construction materials due to the flood, 3) the flood crisis which impedes the buyer decision, and 4) the commercial banks' loan granting which increase their restrictions both for project loans and housing loans.



Aspiring
to City Living

AP's Gallery



Life Ratchadapisek



The Palazzo
Rama 3-Suksawat



Rhythm Sukhumvit 44/1



Bann Klang Muang Urbanion
Ladprao-senaII



The Pleno Rama 5 - Pinklao

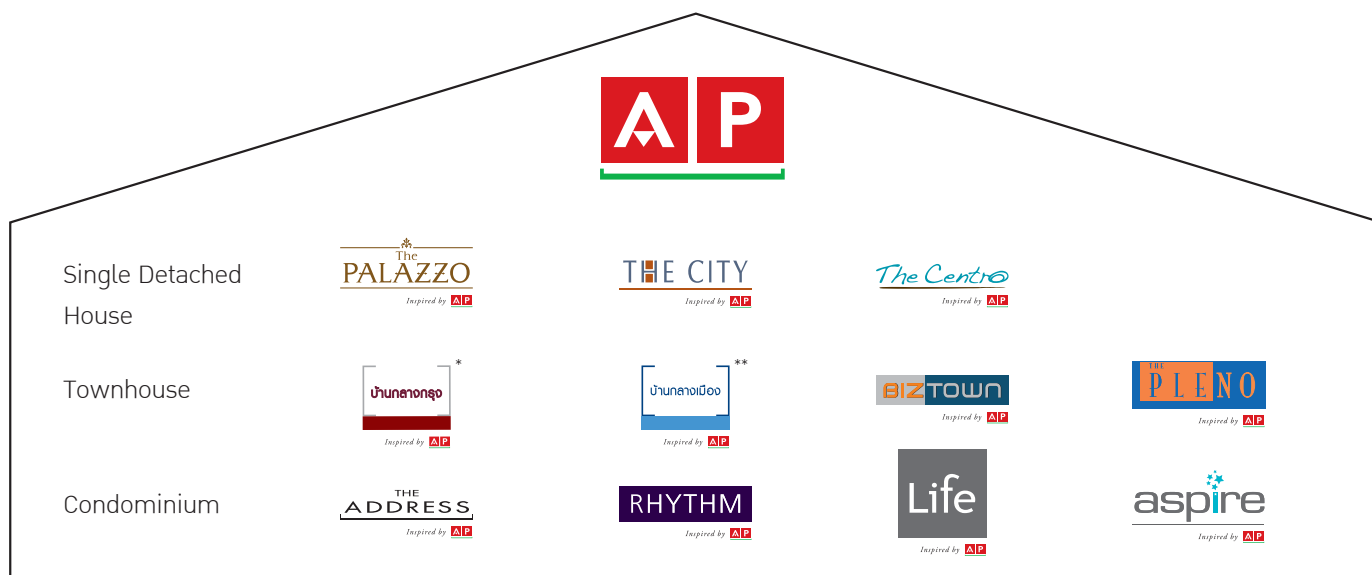
Company

Background



Company Information

Asian Property Development Public Company Limited (“the Company”) conducts a property developing business; i.e., Townhouse, Single Detached House (SDH) and Condominium in the residential area or central business district with easy access transportation and design to match consumer’ needs of each group and area.



Brand logos of the Company's projects

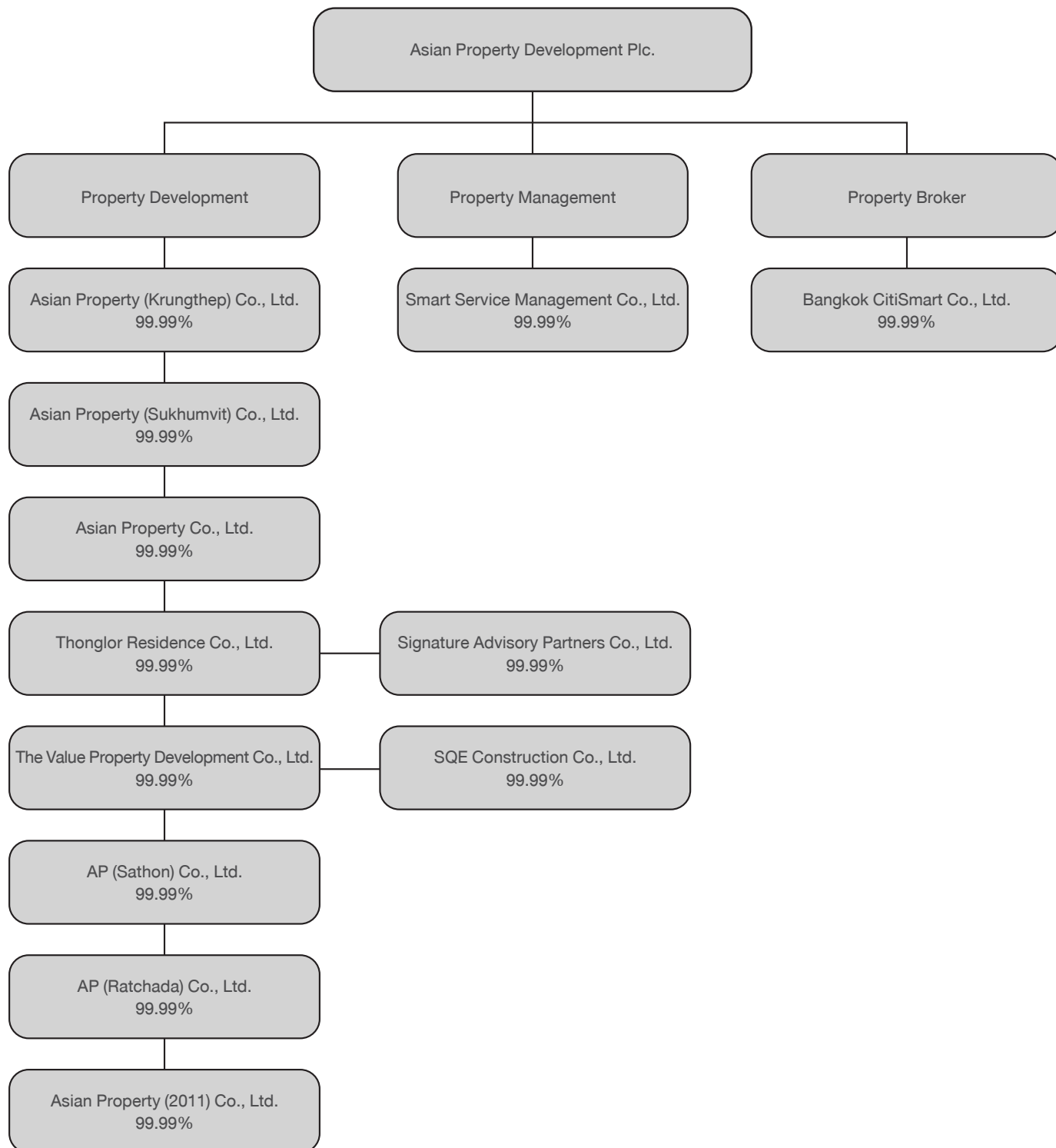
*Baan Klang Krung **Baan Klang Muang

The Company and its 10 subsidiaries aim to build quality and satisfaction into our projects in central business district and residential area where close to public transportation for our targeting customers in the range of Baht 1.4 – 20 million. Each project is determined to serve customers by type and price range under various brands as shown in below table.

Brand	Type	Price range	Target clients
Baan Klang Krung	Townhouse, SDH	Baht 8 million+	35-50 years old
Baan Klang Muang	Townhouse	Baht 3.3-5.5 million	28-40 years old
BIZTOWN	Home Office	Baht 7-12 million	35-50 years old
The Pleno	Townhouse	Baht 1.8 - 3 million	30-45 years old
The Palazzo	SDH	Baht 10-20 million	35-55 years old
The City	SDH	Baht 7-10 million	35-55 years old
The Centro	SDH	Baht 5-8 million	30-45 years old
THE ADDRESS	Condominium	Baht 5-15 million	30-55 years old
Rhythm	Condominium	Baht 3-7 million	25-45 years old
Life	Condominium	Baht 2.6-5 million	25-45 years old
Aspire	Condominium	Baht 1.4-2.5 million	23-35 years old

Additionally, our 2 subsidiaries were set up to provide services in property management, named, Smart Service and Management Co., Ltd. and property brokerage, named Bangkok CitiSmart Co., Ltd.

Company Structure



Shareholding and Management Structure

As of 31 December 2011, the Company's registered capital amounted to Baht 2,859,949,729, consisted of 2,859,949,729 common shares with par value of one Baht per share. The paid-up capital was Baht 2,821,983,158 consisted of 2,821,983,158 common shares with par value of one Baht per share.

Top ten largest shareholders of the Company as of 31 December 2011

Name of the shareholder	No. of shares	% of total paid-up shares
1. Mr. Anuphong Assavabhokhin	664,588,692	23.55
2. Thai NVDR Co., Ltd.	329,216,304	11.67
3. Mr. Pichet Vipavasuphakorn ¹	288,190,800	10.21
4. The Bank of New York Mellon – CGT Taxable	93,681,300	3.32
5. HSBC (Singapore) Nominees Pte Ltd	82,458,536	2.92
6. Chase Nominees Limited 1	70,724,000	2.51
7. Chase C.S. Central Nominees Limited 24	62,267,460	2.21
8. Mr. Chanchai Krairitichai	49,123,124	1.74
9. TFB for MFC–Thai Fund Investment Plan	43,904,760	1.56
10. BNY Mellon Nominees Limited	41,119,280	1.46
Total	1,725,274,256	61.14

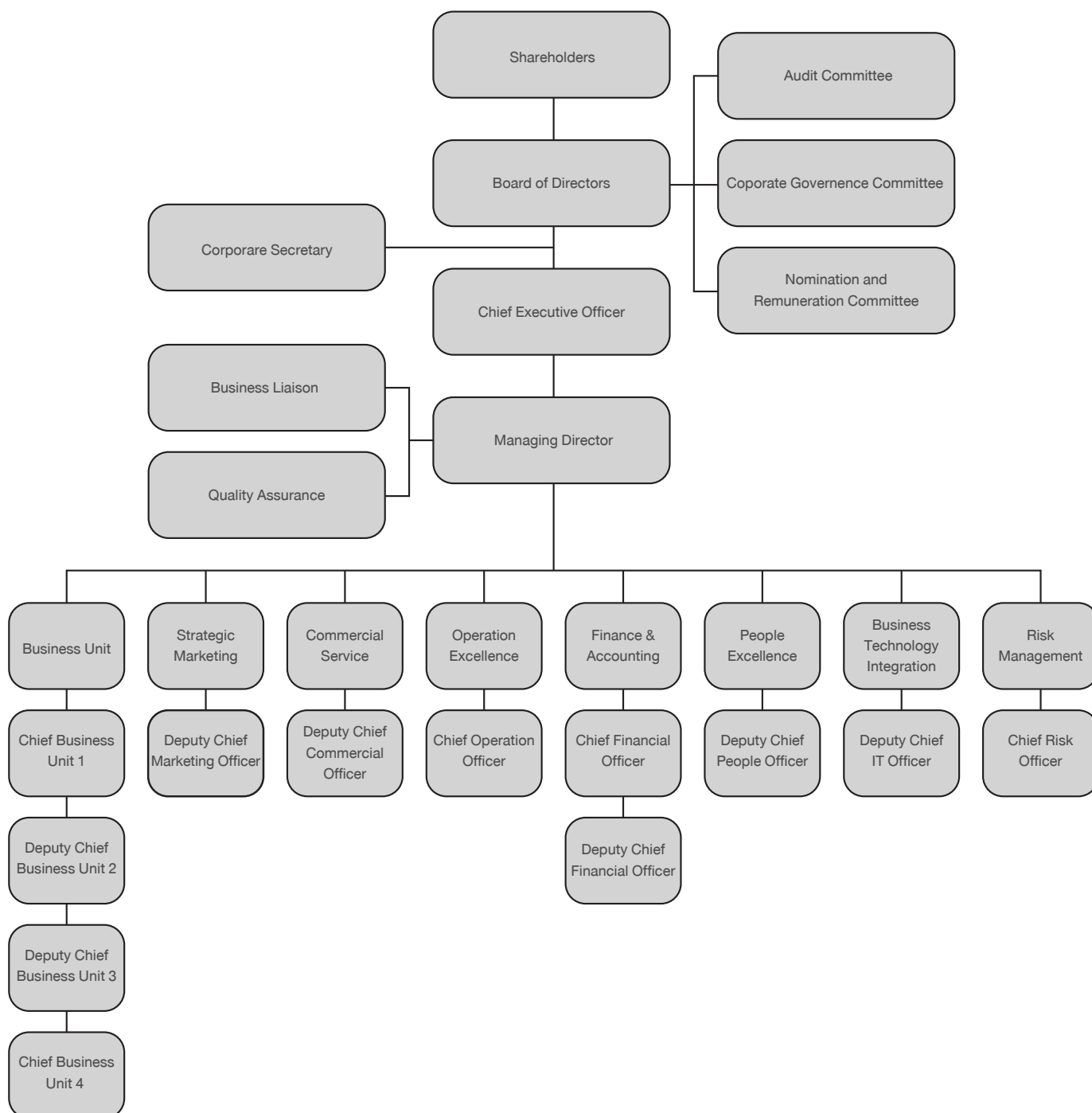
¹ Mr. Pichet Vipavasuphakorn and spouse

Dividend payout policy

The Company has dividend payout policy of no more than 50% of net profits in any financial year. The Company will consider various factors to determine the dividend, such as operation result and financial status, liquidity, business expansion prospect, and other factors related to the Company's operation. The dividend payment must be approved by the Company's board of directors and shareholders. For the year 2008, 2009, 2010 and 2011, the Company paid dividend at 38.9%, 35.6%, 40.0% and 40.0% of net profits of the financial year 2007, 2008, 2009 and 2010 respectively.

For the dividend payout policy of subsidiaries, the subsidiaries would pay dividend from net profits. The subsidiaries will consider various factors to determine the dividend, such as operation result and financial status, liquidity, business expansion prospect, and other factors related to the subsidiaries' operation, similar to how the Company considers the dividend payment.

AP Organization Chart



Mission To be the dynamic creator who provides quality in living satisfaction

Board of the Company

As of 31 December 2011, the Board of Directors consists of 13 directors, qualified under Article 68 of Public Company Act B.E. 1992 and Stock Exchange Commission's relevant notifications. Amongst 13 directors, there consists of 6 Independent directors. The list of members of the Board of directors and positions are as followed;

Name	Position
1. Mr. Chatchaval Bhanalaph	Chairman/Independent director
2. Mr. Anuphong Assavabhokhin	Vice Chairman and Chief Executive Officer
3. Mr. Pichet Vipavasuphakorn	Director and Managing Director
4. Mr. Chaiyarat Thampeera	Director
5. Mr. Siripong Sombutsiri	Director
6. Mr. Wason Naruenatpaisan	Director
7. Ms. Kittiya Pongpujaneekul	Director
8. Mr. Visanu Suchatlampong	Director
9. Mr. Pornwut Sarasin	Independent director
10. Mr. Shaw Sinhaseni	Independent director
11. Mr. Phanporn Dabbarangsi	Director and Chairman of Audit Committee / Independent Director
12. Mr. Kosol Suriyaporn	Director and Member of Audit Committee / Independent Director
13. Mr. Nontachit Tulayanonda	Director and Member of Audit Committee / Independent Director

Board of Directors have elected Mr. Vilas Pilakasiri as a secretary to the Board of Directors to navigate the meeting in compliance with the relevant laws and regulations

There are 6 board members representing company's managements, namely:

Name	Position
1. Mr. Anuphong Assavabhokhin	Vice Chairman and Chief Executive Officer
2. Mr. Pichet Vipavasuphakorn	Director and Managing Director
3. Mr. Siripong Sombutsiri	Director and Executive Director
4. Mr. Wason Naruenatpaisan	Director and Chief Operation Officer
5. Ms. Kittiya Pongpujaneekul	Director and Chief Financial Officer
6. Mr. Visanu Suchatlampong	Director and Chief Business Unit 1 Officer

There are 6 authorized signatory directors, namely:

Mr. Anuphong Assavabhokhin	Mr. Pichet Vipavasuphakorn	Mr. Siripong Sombutsiri
Mr. Wason Naruenatpaisan	Mr. Visanu Suchartlumpomg	Ms. Kittiya Pongpujaneekul

One director signs and affixes the Company's seal

Scope of responsibilities of the board of directors

1. Act in compliance with the Company's objectives, regulations, and shareholders' resolutions.
2. Must not engage in the business of the same nature as the Company that might compete with the Company. Must not be a partner in the partnership, unlimited-liability partner in limited partnership, or director of another company limited or public company limited that engages in the business of the same nature as the Company that might compete with the Company, unless informing to the shareholders' meeting prior to the appointment.
3. Must promptly inform the Company of any conflict of interest, direct or indirect, arisen from any contract made with the Company, or any increase or reduction in holding of the Company's or subsidiaries' shares or debentures.
4. Must meet at least once every 3 months.
5. Must arrange general ordinary shareholders' meeting within 4 months after the end of Company's fiscal year.
6. Must prepare the balance sheet and income statement as at the end of fiscal year and propose them to the shareholders at the annual general shareholders' meeting.
7. Consider approval for any business transaction with major shareholders, directors, managements, or anyone who may have conflicts of interest with the Company, or any persons related to the aforementioned persons.

Moreover, the board of directors will set the policy and approve normal protocol, without authorizing the chief executive officer or the managing director, for important issues that might affect the Company's operation, such as buying land for development or obtaining new loan. The board of directors will pass on the issues to the chief executive officer and the managing director for further process according to the Company's policy.

Directors who represent the Company's executive management and/or managing director and/or chief executive officer can receive directorship position no more than 5 other company groups. Moreover, the other company's business must not have conflict of interest with the Company (the definition of "company group" is the group of company that is more than 50% held by similar group of shareholders, directly and indirectly). For the non-executive directors, it depends on their personal judgment in considering the directorship in other companies.

Board meeting

The board of directors meets monthly and holds extra meetings as necessary. The agendas are stated in advance and contain regular agenda to follow up operation issues from previous meetings. The invitation, along with agendas and meeting minutes of the previous meeting, is sent to the board members at least 7 days prior to the meeting allowing the board members to carefully consider the matters prior to the meeting. Each meeting is recorded, and the minutes are approved by the board of directors in the next meeting.

Moreover, if the independent directors deem appropriate that it is necessary to hold a special meeting for the independent directors on particular issues, the independent directors can arrange such meeting. In that case, the Corporate Secretary is designated to arrange such meeting promptly.

The Company encourages the directors to freely review any of the Company's operation at any time and to acknowledge a legal procedure and conditions stated in the Company's involved agreements. The board receives reports from the Company's management regarding important issues of the Company. Additionally, the Company set up the corporate secretary function in order to monitor board committee and company to be compliance with the relevant law and regulations.

In 2011, there were 12 board meetings. The details of the board participation are shown in the table of board of director's participation.

Name	Position	Participation (times)	%
1. Mr.Chatchaval Bhanalaph	Chairman/Independent director	11/12	92
2. Mr.Anuphong Assavabhokhin	Vice Chairman and Chief Executive Officer	12/12	100
3. Mr.Pichet Vipavasuphakorn	Director and Managing Director	12/12	100
4. Mr.Chaiyarat Thampeera	Director	11/12	92
5. Mr.Siripong Sombutsiri	Director	12/12	100
6. Mr.Wason Naruenatpaisan	Director	12/12	100
7. Ms.Kittiya Pongpujaneekul	Director	12/12	100
8. Ms.Visanu Suchartlumphong	Director	11/12	92
9. Mr.Pornwut Sarasin	Director / Independent Director	12/12	100
10. Mr.Shaw Sinhaseni	Director / Independent Director	9/12	75
11. Mr.Phanporn Dabbarangsi	Director and Chairman of Audit Committee / Independent Director	11/12	92
12. Mr.Kosol Suriyaporn	Director and Member of Audit Committee / Independent Director	12/12	100
13. Mr.Nontachit Tulayanonda	Director and Member of Audit Committee / Independent Director	11/12	92

Scope of Independent Directors' duties

Independent directors are responsible for inspection of executive team and protection of shareholders' rights by supporting a positive policy or protest a negative policy which is against shareholders' benefit. Independent directors are neither under the executive's or major shareholders' control, nor related to any decision making in company operating.

Company Board consists of 6 directors qualified as Independent Directors which is more than one-third of the Company Board according to the Securities Exchange Commission's regulation. All of the Audit Committee members are also qualified as Independent Directors. The Independent Directors are as followed;

Name	Position
1. Mr.Chatchaval Bhanalaph	Chairman
2. Mr.Shaw Sinhaseni	Director
3. Mr.Pornwut Sarasin	Director
4. Mr.Phanporn Dabbarangsi	Director and Chairman of Audit Committee
5. Mr.Kosol Suriyaporn	Director and Audit Committee
6. Mr.Nontachit Tulayanonda	Director and Audit Committee

Sub-Committee

The Board of Directors appointed 3 Sub-committees to assist the Board's task, i.e., Audit Committee, Nomination and Remuneration Committee and Corporate Governance Committee. Each committee has their details and responsibilities as followed;

Audit committee which all members are qualified as independent directors according to SEC's specification, consists of:

Name	Position
1. Mr.Phanporn Dabbarangsi	Chairman of Audit Committee
2. Mr.Kosol Suriyaporn	Member of Audit Committee
3. Mr.Nontachit Tulayanonda	Member of Audit Committee

Audit committee will consider and give comments on special agenda before presenting to the board of directors. The committee has the following responsibilities.

1. Verify that the Company's financial statements are accurately and adequately disclosed.
2. Verify that the Company has appropriate and effective internal control and audit system.
3. Verify that the Company's actions are in compliance with the Securities and Exchange Act, or other related law.
4. Select and propose appointment of the Company's accounting auditors and propose their remuneration.
5. Determine the complete and accurate information disclosure in case of any connected transaction or any transaction that might cause conflict of interests.
6. Responsible for any issue appointed by the board of directors and agreed by the audit committee.
7. Prepare the audit committee report and disclose in the Company's annual report, which must be signed by the chairman of audit committee.

Nomination and remuneration committee consists of:

Name	Position
1. Mr.Shaw Sinhaseni	Chairman of the Committee
2. Mr.Anuphong Assavabhokhin	Director
3. Mr.Nontachit Tulayanonda	Director
4. Mr.Kosol Suriyaporn	Director
5. Mr.Pichet Vipavasuphakorn	Director

Nomination and remuneration committee has responsibility to select qualified person to be the Company's directors in case of any vacancies. The committee is also responsible for determining remuneration of directors and executives. The Committee has the following responsibilities.

1. Determine policy, criteria, and remuneration of the directors, chief executive officer, and managing director.
2. Determine policy, criteria, and methods in selecting directors, including audit committee. The candidate for audit committee must be qualified as independent director according to the SEC's regulations.
3. Determine qualification of independent director
4. Determine remuneration for directors, chief executive officer, and managing director.
5. Consider, select, and recruit director in the event of vacancies.
6. Propose the issue to the board meeting and shareholders' meeting for the final approval.

Directors and Executive Officers Nomination

There are 4 types of directors as followed;

1. Independent directors (according to the SEC's notification) shall hold the following qualifications;
 - 1.1 Hold not more than 1% of all voting rights of the company, parent company, subsidiary company, affiliate company, major shareholder or controlling person unless such condition is terminated for at least 2 years. This is not applied to the independent director who was a civil servant or consultant to the government sector which hold company shares in majority or a controlling person.
 - 1.2 Never be appointed as a director having a role in the company operation, employee, staff, consultant receiving fixed salary or controlling person of the company, parent company, subsidiary company, affiliate company, subsidiary company in the same share held level, major shareholder or the controlling person of the company unless such condition is terminated for at least 2 years. This is not applied to the independent director who was a civil servant or consultant of the government sector which hold company shares in majority or a controlling person.
 - 1.3 Not related by blood or legal marriage to any parents, spouses, siblings, children, or spouses of children of members on the management team, major shareholders, candidates to the management team, or authorized persons to the Company or subsidiaries.
 - 1.4 Never be related to the business of the company, parent company, subsidiary company, affiliate company, major shareholder or the controlling person in a way that may affect his/her independency in discretion and never be a significant shareholder or a controlling person over the person who relates to the company, parent company, subsidiary company, affiliate company, major shareholder or the controlling person of the company, unless such condition is terminated for at least 2 years.
 - 1.5 Never be an auditor to the company, parent company, subsidiary company, affiliate company, major shareholder or the controlling person of the company and not a significant shareholder, controlling person or partner of the audit company to the company, parent company, subsidiary company or where the major shareholder or the controlling person takes part in, unless such condition is terminated for at least 2 years.
 - 1.6 Never render a professional service, including a legal and financial consultant which is paid for service more than Baht 2 millions by the company, parent company, subsidiary company, affiliate company, a major shareholder or a controlling person of the company and not being a significant shareholder, controlling person or partner of such service render company, unless such condition is terminated for at least 2 years.
 - 1.7 Not appointed as a director to represent company directors, major shareholder or any shareholders related to a major shareholders.
 - 1.8 Not belonging to any business or partnership that is similar to or competing with the Company or subsidiaries; or being an executive director, an employee, or a consultant that receives monthly salary; or holding more than 1% of shares that entitle to voting right in other companies that are in the same business or competing with the Company and subsidiaries.
 - 1.9 No other condition that affect the independency of discretion on company management.

2. Director from the subsidiary company; the subsidiary company refers to the juristic person that the Company holds more than 50% of its shares, directly or indirectly.
3. Director from the related company; the related company refers to the juristic person that the Company holds less than 50% stake in the company, directly or indirectly including the juristic person defined as the juristic person in the section 258(3) to (7) of Securities and Stock Exchange Act B.E. 2535.
4. Executive director refers to the Company's permanent employee who manages the Company with distinct role and responsibilities in the Company

The selection of the nominated director will be under consideration of the company shareholders during the shareholders' meeting. However, if the director resigns during his/her term, the Board of the Company will be responsible for selecting the replacing director in the next Board of Directors' meeting. This will not be applied if the term of the resigning director remains less than 2 months.

Shareholders engage in director election in accordance with the following procedures and rules:

1. Each shareholder has one vote for each share held;
2. Each shareholder may exercise the votes in electing one or more persons to be the directors but the votes are indivisible; and
3. The person who obtains the highest votes will be elected as a director in respective order according to the required number of directors, but if two or more persons obtain equal votes, the Chairman must exercise a casting vote.

Corporate governance committee The board of directors determines the corporate governance policy as the guideline for the company's operation. To ensure that the policy is followed and up-to-date, the board of directors appoints the corporate governance committee to carry out the aforementioned tasks.

The Company's corporate governance committee consists of:

Name	Position
1. Mr.Kosol Suriyaporn	Chairman of the Committee
2. Mr.Pichet Vipavasuphakorn	Director
3. Ms.Kittiya Pongpujaneekul	Director
4. Mr.Opas Ruangrajitpakorn	Director
5. Mr.Pumipat Sinacharoen	Director
6. Mr.Vilas Pilakasiri	Director and Secretary

Management

According to the Public Company Limited Act B.E. 2535 and according to the relevant announcements of Securities Exchange Commission and Stock Exchange of Thailand, the Company's management consists of the following;

Name	Position
1. Mr.Anuphong Assavabhokhin	Chief Executive Officer
2. Mr.Pichet Vipavasuphakorn	Managing Director
3. Mr.Siripong Sombutsiri	Executive Director
4. Mr.Wason Naruenatpaisan	Chief Operation Officer
5. Ms.Kittiya Pongpujaneekul	Chief Financial Officer
6. Mr.Visanu Suchatlampomg	Chief Business Officer Unit 1
7. Mr.Opas Ruangrajitpakorn	Chief Risk Officer
8. Mrs.Supalak Chanpitak	Chief Business Officer Unit 4
9. Mr.Piyawat Suephaisal	Executive Vice President, Business Liaison Department
10.Mr.Pumipat Sinacharoen	Deputy Chief Financial Officer
11.Mr.Marote Vananan	Deputy Chief Commercial Officer
12.Mr.Somchai Wattanasawapak	Deputy Chief IT Officer
13.Mr.Vittakarn Chandavimol	Deputy Chief Strategic Marketing Officer
14.Mr. Pamorn Prasertsan	Deputy Chief Business Unit 2
15.Mr.Boonlert Ratintorn	Deputy Chief Business Unit 3

Duties of managing director

Managing director is appointed by the board of directors to perform the following responsibilities:

1. Managing the normal operation of the Company.
2. Considering investment opportunities and propose them to the board of directors for consideration.
3. Preparing annual budget to present to the board of directors for consideration.
4. Performing other issues as appointed by the board of directors.

However, approvals must not allow the delegated person to be able to approve the transaction that might create conflict of interest with the Company or subsidiaries, unless the transactions are normal business transactions with clear scope of responsibilities.

Director and management remuneration

1. Monetary remuneration

The Company determines director's remuneration clearly and appropriately according to the appointed roles and responsibilities. The remuneration has been approved by the shareholders' meeting. The Company appropriately determines management's remuneration according to their roles, responsibilities, and performance.

(A) Director's remuneration in terms of meeting allowance and gratuity for the year ended 31 December 2010 and 31 December 2011

Name of Director	Type	Position	2010			2011		
			Participation (%)	Gratuity (Baht)	Remunerations (Baht)	Participation (%)	Gratuity (Baht)	Remunerations (Baht)
1. Mr.Chatchaval Bhanalaph	Independent Director	Chairman of the Board	100	292,300	600,000	92	350,000	600,000
2. Mr.Anuphong Assavabhokhin	Executive Director	Vice Chairman / Chief Executive Officer	100	292,300	none	100	350,000	none
3. Mr.Pichet Vipavasuphakorn	Executive Director	Director / Managing Director	100	292,300	none	100	350,000	none
4. Mr.Chaiyarat Thampeera	Director from related company	Director	86	292,300	none	92	350,000	280,000
5. Mr.Siripong Sombutsiri	Executive Director	Director / Executive Director	100	292,300	none	100	350,000	none
6. Mr.Wason Naruenatpaisan ¹	Executive Director	Director / Chief Operation Officer	100	48,700	none	100	350,000	none
7. Ms.Kittiya Pongpujaneekul ²	Executive Director	Director / Chief Financial Office	90	-	none	100	262,500	none
8. Mr.Visanu Suchartlumpomg ³	Executive Director	Director / Chief Business Unit 1 Officer	100	-	none	92	87,500	none
9. Mr.Pornwut Sarasin ⁴	Independent Director	Director	100	24,400	420,000	100	350,000	420,000
10. Mr.Shaw Sinhaseni	Independent Director	Director	100	292,300	420,000	75	350,000	420,000
11. Mr.Phanporn Dabbarangsi ⁵	Independent Director	Director and Chairman of Audit committee	80	-	360,000	92	262,500	540,000
12. Mr.Kosol Suriyaporn	Independent Director	Director and Member of Audit committee	100	292,300	420,000	100	350,000	420,000
13. Mr.Nontachit Tulayanonda	Independent Director	Director and Member of Audit committee	86	292,300	420,000	92	350,000	420,000
14. Mr.Vilas Pilakasiri ³	Board Secretary	Board Secretary	100	292,300	none	100	262,500	none
15. Mr.Jaroonsak Buntoonginda ¹	Executive Director	Director / Deputy Managing Director	-	243,600	-	-	-	-
16. Mr.Pong Sarasin ⁴	Director from related company	Director	-	268,000	-	-	-	-
17. Mr.Payont Sakdejoynt ²	Director from related company	Vice Chairman	100	292,300	140,000	-	87,500	-
18. Mr.Nontigorn Kanchanachitra ⁵	Independent Director	Director and Chairman of Audit committee	100	292,300	90,000	-	58,400	-

¹ Mr.Jaroonsak Buntoonginda resigned from the Director and Vice President on 1 October 2009. The Company's Board of Director; therefore, appointed Mr. Wason Naruenatpaisan to replace as the Director in the BoD's meeting no. 11/2009, dated 24 September 2009.

² Mr.Payont Sakdejoynt completed his directorship term on 27 April 2010 and discontinued; the shareholders appointed Ms. Kittiya Pongpujaneekul to replace as the Director in the AGM 2010.

³ Mr. Vilas Pilakasiri resigned from the Director on 22 September 2010. The Company's Board of Director; therefore, appointed Mr. Visanu Suchartlumpomg to replace as the Director in the BOD's meeting no. 11/2010, dated 22 September 2010. However, Mr. Vilas remains his position as the Board Secretary.

⁴ Mr. Pong Sarasin resigned from the Director on 12 November 2009. The Company's Board of Director; therefore, appointed Mr. Pornwut Sarasin, to replace as the Director in the Board of Directors' meeting no. 13/2009, dated 12 November 2009.

⁵ Mr. Nontigorn Kanchanachitra resigned from the Director and the Chairman of the Audit Committee on 1 March 2010; the shareholders appointed Mr. Phanporn Dabbarangsi to replace as the Director and the Chairman of the Audit Committee in the AGM 2010.

(B) Executive director and management's remuneration

Total remuneration for directors and managements in 2010 and 2011 for 16 persons in terms of salary and bonus were Baht 79.6 million and Baht 92.2 million respectively.

2. Other remunerations

The Company and employees are members of a registered provident fund that requires employees to contribute 3% to 8% of their salary (depending of their position and working duration), and the Company to match the same rate of contribution. The registered fund is managed by licensed fund manager according to the Provident Fund Act B.E. 2542.

Moreover, the Company added the Master Pooled Fund scheme in which various types of investment are offered to better match fund members' needs. The Company increased investment choices from 1 policy to 3 policies and clarified the purpose and risk of each investment scheme to all members.

Details of Board of Directors and Management as of 31 December 2011

Name / Position	Age	Education	Shares Held (%)	Relationship between Management	Experiences during the last 5 years		Company	Type of Business
					Period	Position		
Mr. Chatchaval Bhanalaph (Chairman)	67	- M.Sc., Fortays Kansas State College, U.S.A - B.A. Chulalongkorn University - Director Accreditation Program 11/2004 - Audit Committee Program 9/2005 - The Role of the Chairman 12/2005 - Director Certification Program 88/2007	0.00	-	2004-Present	Chairman of Board	Asian Property Development Plc.	Property Development
					2004-Present	Chairman of Board and Chairman of Audit Committee	Pre Built Plc.	Construction
					1997-Present	Chairman of Board and Chairman of Audit Committee	Dhanamitr Factoring Co., Ltd.	Factoring
					1994-Present	Director	Safety Insurance Plc.	Insurance
Mr. Anuphong Assavabhokhin (Vice Chairman, Chief Executive Officer and Authorized Signatory Director)	49	- M.B.A. Wayne State University, Detroit, Michigan U.S.A - Bachelor of Engineering (Industrial) Chulalongkorn University -Director Accreditation Program 30/2004	23.55	-	2011-Present	Director	Asian Property (2011) Co., Ltd.	Property Development
					2010-Present	Director	Asian Property Co., Ltd.	Property Development
					2009-Present	Director	Thonglor Residence Co., Ltd.	Property Development
					2007-Present	Director	AP (Sathon) Co., Ltd.	Property Development
					2007-Present	Director	AP (Ratchada) Co., Ltd.	Property Development
					2007-Present	Director	Asian Property (Sukhumvit) Co., Ltd.	Property Development
					2005-Present	Director	The Value Property Development Co., Ltd.	Property Development
					2004-Present	Director	Signature Advisory . Partners Co., Ltd	Property Development
					2003-Present	Director	Asian Property . (Krungthep) Co., Ltd	Property Development
					2000-Present	Vice Chairman and Chief Executive Officer	Asian Property Development Plc.	Property Development
					1996-Present	Director	Smart Service and Management Co., Ltd.	Property Management
					1994-Present	Director	Pathumwan Asset Co., Ltd.	Property Development
					1994-2010	Director	Asian Property Co., Ltd.	Property Development
					1996-2010	Director	Asian Property Holding Co., Ltd.	Asset Management
					2002-2010	Director	Asian Property (Ladphrao) Co., Ltd.	Property Development
					2004-2007	Director	Pre Built Co., Ltd.	Construction
					2004-2010	Director	Asian Property (Ratchavipa) Co., Ltd.	Property Development
					2004-2010	Director	Trillion Development Co., Ltd.	Property Development
					2007-2010	Director	Asian Property (Sathon) Co., Ltd.	Property Development

Name / Position	Age	Education	Shares Held (%)	Relationship between Management	Experiences during the last 5 years		Company	Type of Business
					Period	Position		
Mr. Pichet Vipavasuphakorn (Director, Managing Director and Authorized Signatory Director)	54	- Bachelor of Business Administration (Hon), Ramkhamhaeng University - Director Accreditation Program 30/2004	10.21	-	2011-Present	Director	Asian Property (2011) Co., Ltd.	Property Development
					2010-Present	Director	Asian Property Co., Ltd.	Property Development
					2007-Present	Director	AP (Sathon) Co., Ltd.	Property Development
					2007-Present	Director	AP (Ratchada) Co., Ltd.	Property Development
					2007-Present	Director	Asian Property (Sukhumvit) Co., Ltd.	Property Development
					2004-Present	Director	Signature Advisory Partners Co., Ltd.	Property Development
					2003-Present	Director	Asian Property (Krungthep) Co., Ltd.	Property Development
					2002-Present	Director	The Value Property Development Co., Ltd.	Property Development
					2002-Present	Director	Asian Property (Thailand) Co., Ltd.	Property Development
					2002-Present	Director	Thonglor Residence Co., Ltd.	Property Development
					2000-Present	Director and Managing Director	Asian Property Development Plc.	Property Development
					1996-Present	Director	Smart Service and Management Co., Ltd.	Property Management
					1994-Present	Director	Pathumwan Asset Co., Ltd.	Property Development
					1993-2010	Director	Asian Property Co., Ltd.	Property Development
					2001-2010	Director	Asian Property Holding Co., Ltd.	Asset Management
					2002-2010	Director	Asian Property (Ladphrao) Co., Ltd.	Property Development
					2004-2010	Director	Trillion Development Co., Ltd.	Property Development
					2004-2010	Director	Asian Property (Ratchavipa) Co., Ltd.	Property Development
					2007-2010	Director	Asian Property (Sathon) Co., Ltd.	Property Development
Mr. Chaibarat Thampeera (Director)	55	- M.B.A. Angelo State University, Texas, U.S.A - Bachelor of Law, Chulalongkorn University - Bachelor of Business Administration, Ramkhamhaeng University - National Defence College - Finance for Non-Finance Director 8/2004 - Director Accreditation Program 45/2005 - Role of the Chairman Program 16/2007	0.00	-	2009-Present	Director	Built Land Co., Ltd.	Property Development
					2007-Present	Director	CR Asset Co., Ltd.	Property Development
					2004-Present	Vice Chairman and Chief Executive Officer	Pre Built Co., Ltd.	Construction
					2004-Present	Director	Signature Advisory Partners Co., Ltd.	Property Development
					2004-Present	Director	Peeranont Co., Ltd.	Property Development
					2003-Present	Director	Asian Property (Krungthep) Co., Ltd.	Property Development
					2001-Present	Director	Siam Retail Development Co., Ltd.	Real estate sales & leasing
					2001-Present	Director	Square Ritz Plaza Co., Ltd.	Real estate sales & leasing
					2000-Present	Director	Asian Property Development Plc.	Property Development
					2000-Present	Director and Chief Executive Officer	PCM Construction Material Co., Ltd.	Manufacturing and Distributing construction Material
					1994-Present	Director	Pathumwan Asset Co., Ltd.	Property Development
					1993-2010	Director	Asian Property Co., Ltd.	Property Development
					2001-2010	Director	Asian Property Holding Co., Ltd.	Asset Management
					2001-2010	Director	Quality Construction Products Plc.	Manufacturing and distributing Construction material
					2002-2010	Director	Asian Property (Ladphrao) Co., Ltd.	Property Development
					2004-2010	Director	Trillion Development Co., Ltd.	Property Development
					2004-2010	Director	Asian Property (Ratchavipa) Co., Ltd.	Property Development
					2004-2010	Director	Q-CON Eastern Co., Ltd.	Manufacturing and distributing Construction material

Name / Position	Age	Education	Shares Held (%)	Relationship between Management	Experiences during the last 5 years		Company	Type of Business
					Period	Position		
Mr. Siripong Sombutsiri (Director, Executive Director and Authorized Signatory Director)	56	- M.B.A. Sul Ross University, U.S.A. -Director Accreditation Program 2/2003	0.00	-	2011-Present	Director	Asian Property (2011) Co., Ltd.	Property Development
					2011-Present	Director	Infinite Electronic (Thailand) Co., Ltd.	Manufacture and Distribute Electronic Appliances
					2010-Present	Director	SQE Construction Co., Ltd.	Construction
					2010-Present	Director	Asian Property Co., Ltd.	Property Development
					2009-Present	Executive Director	Asian Property Development Co., Ltd.	Property Development
					2009-Present	Director	The Value Property Development Co., Ltd.	Property Development
					2009-Present	Director	Asian Property (Sukhumvit) Co., Ltd.	Property Development
					2009-Present	Director	Asian Property (Krungthep) Co., Ltd.	Property Development
					2009-Present	Director	Thonglor Residence Co., Ltd.	Property Development
					2009-Present	Director	Signature Advisory Partners Co., Ltd.	Property Development
					2004-Present	Director and Audit Committee	Bangkok Chain Hospital Plc.	Hospital
					2002-Present	Director	Asian Property Development Plc.	Property Development
					2007-2008	Executive Vice President	TMB Bank Public Company Limited	Banking
					2009-2010	Director	Asian Property (Ratchavipa) Co., Ltd.	Property Development
					2009-2010	Director	Asian Property Holding Co., Ltd.	Asset Management
					2009-2010	Director	Asian Property Co., Ltd.	Property Development
					2009-2010	Director	Asian Property (Ladphrao) Co., Ltd.	Property Development
					2009-2010	Director	Trillion Development	Property Development
					2009-2010	Director	Asian Property (Sathon) Co., Ltd.	Property Development
Mr. Wason Naruenatpaisan (Director, Chief Operation Officer and Authorized Signatory Director)	47	- M.B.A., Burapha University - B.B.A. Bangkok University -Director Accreditation Program 81/2009	0.00	-	2011-Present	Director	Asian Property (2011) Co., Ltd.	Property Development
					2010-Present	Director	SQE Construction Co., Ltd.	Construction
					2010-Present	Director	Asian Property Co., Ltd.	Property Development
					2009-Present	Director and Chief Operation Officer	Asian Property Development Plc.	Property Development
					2009-Present	Director	Asian Property (Sukhumvit) Co., Ltd.	Property Development
					2005-Present	Director	Capital and Property Management Co., Ltd.	Asset Management
					2005-Present	Director	The Value Property Development Co., Ltd.	Property Development
					2005-Present	Director	Smart Service and Management Co., Ltd.	Property Management
					2005-Present	Director	Bangkok CitiSmart Co., Ltd.	Broker for Property Sale & Rent
					2005-Present	Director	Thonglor Residence Co., Ltd.	Property Development
					2005-Present	Director	Asian Property (Krungthep) Co., Ltd.	Property Development
					2005-Present	Director	Signature Advisory Partners Co., Ltd.	Property Development
					1994-Present	Director	Pathumwan Asset Co., Ltd.	Property Development

Name / Position	Age	Education	Shares Held (%)	Relationship between Management	Experiences during the last 5 years		Company	Type of Business
					Period	Position		
					2000-2009	Chief People Officer and Chief Operation Officer (Acting)	Asian Property Development Plc.	Property Development
					2005-2010	Director	Trillion Development Co., Ltd.	Property Development
					2005-2010	Director	Asian Property Holding Co., Ltd.	Asset Management
					2005-2010	Director	Asian Property (Ladphrao) Co., Ltd.	Property Development
					2005-2010	Director	Asian Property Co., Ltd.	Property Development
					2007-2010	Director	Asian Property (Sathon) Co., Ltd.	Property Development
					2009-2010	Director	Asian Property (Ratchavipa) Co., Ltd.	Property Development
Ms. Kittiya Pongpujaneekul (Director, Chief Financial Officer and Authorized Signatory Director)	47	- Ms. In Accounting Chulalongkorn University - Director Accreditation Program 84/2010	0.06	-	2011-Present	Director	Asian Property (2011) Co., Ltd.	Property Development
					2010-Present	Director	SQE Construction Co., Ltd.	Construction
					2010-Present	Director	Asian Property Co., Ltd.	Property Development
					2010-Present	Director	Asian Property Development Plc.	Property Development
					2009-Present	Director	Signature Advisory Partners Co., Ltd.	Property Development
					2009-Present	Director	Asian Property (Krungthep) Co., Ltd.	Property Development
					2009-Present	Director	Asian Property (Sukhumvit) Co., Ltd.	Property Development
					2009-Present	Director	Thonglor Residence Co., Ltd.	Property Development
					2009-Present	Director	The Value Property Development Co., Ltd.	Property Development
					2005-Present	Director	Capital and Property Management Co., Ltd.	Asset Management
					2001-Present	Chief Financial Officer	Asian Property Development Plc.	Property Development
					1996-Present	Director and Executive Vice President, Accounting	Smart Service and Management Co., Ltd.	Property Development
					2009-2010	Director	Trillion Development Co., Ltd.	Property Development
					2009-2010	Director	Asian Property (Ratchavipa) Co., Ltd.	Property Development
					2009-2010	Director	Asian Property Holding Co., Ltd.	Asset Management
					2009-2010	Director	Asian Property (Ladphrao) Co., Ltd.	Property Development
					2009-2010	Director	Asian Property (Sathon) Co., Ltd.	Property Development
					2009-2010	Director	Asian Property Co., Ltd.	Property Development

Name / Position	Age	Education	Shares Held (%)	Relationship between Management	Experiences during the last 5 years		Company	Type of Business
					Period	Position		
Mr. Visanu Suchartlumpont (Director, Chief Business Unit 1, Authorized Signatory Director)	50	- M.B.A., Thammasat University - Bachelor of Civil Engineering, Chiang Mai University - Director Accreditation Program 87/2010	0.01	-	2011-Present	Director	Asian Property (2011) Co., Ltd.	Property Development
					2010-Present	Director	Asian Property Development Plc.	Property Development
					2010-Present	Director	SQE Construction Co., Ltd.	Construction
					2010-Present	Director	Asian Property Co., Ltd.	Property Development
					2009-Present	Director	Asian Property (Sukhumvit) Co., Ltd.	Property Development
					2009-Present	Chief Business Unit 1	Asian Property Development Plc.	Property Development
					2005-Present	Director	Smart Service and Management Co., Ltd.	Property Management
					2005-Present	Director	Bangkok CitiSmart Co., Ltd.	Broker for Property Sale & Rent
					2005-Present	Director	Thonglor Residence Co., Ltd.	Property Development
					2005-Present	Director	The Value Property Development Co., Ltd.	Property Development
					2005-Present	Director	Asian Property (Krungthep) Co., Ltd.	Property Development
					2005-Present	Director	Signature Advisory Partners Co., Ltd.	Property Development
					2005-2009	Chief Marketing Officer	Asian Property Development Plc.	Property Development
					2005-2010	Director	Trillion Development Co., Ltd.	Property Development
					2005-2010	Director	Asian Property Holding Co., Ltd.	Asset Management
					2005-2010	Director	Asian Property Co., Ltd.	Property Development
					2005-2010	Director	Asian Property (Ladphrao) Co., Ltd.	Property Development
					2007-2010	Director	Asian Property (Sathon) Co., Ltd.	Property Development
					2009-2010	Director	Asian Property (Ratchavipha) Co., Ltd.	Property Development
Mr. Pornwut Sarasin (Director)	52	- M.B.A. Pepperdine University, California, U.S.A - B.B.A. Boston University, U.S.A - Directors Accreditation Program 45/2005	0.00	-	2009-Present	Director	Asian Property Development Plc.	Property Development
					1999-Present	Vice Chairman	Thai Pure Dinks Ltd.	Beverage
					Present	Director and Chairman of Audit Committee	Charoong Thai Wire & Cable Plc.	Electric, Cables and Telecommunication cable manufacture
					Present	Director	Denso (Thailand) Co., Ltd.	Advance Automotive Technology, System and Components
					Present	Director	Honda Automobile (Thailand) Co., Ltd.	Car manufacture
					Present	Director	Isuzu Engine Manufacturing (Thailand) Ltd.	Diesel Engine and Components Manufacture
					Present	Director	Isuzu Motor (Thailand) Ltd.	Truck Manufacture and Component Sales

Name / Position	Age	Education	Shares Held (%)	Relationship between Management	Experiences during the last 5 years		Company	Type of Business
					Period	Position		
					Present	Director	Thai Asia Pacific Brewery Co., Ltd.	Brewer and Distributor of Beer
					Present	Director	Thai Bridgestone Co., Ltd.	Tire Manufacture
					Present	Director	Thai-MC Co., Ltd.	Raw Material and Components for Electric and Electronic Appliances Purchasing
					Present	Director	Tri Petch Isuzu Sales Co., Ltd.	Automotive Sales and Service
					Present	Director	Tri Petch Isuzu Leasing Co., Ltd.	Automotive Sale and Leasing
					Present	Director	Thai International Die Making Co., Ltd.	Automotive Components and Die Manufacture
					Present	Director	Mikuni (Thailand) Co., Ltd.	Automotive Components Manufacture
					2010	Director	Nava Leasing Plc.	Automotive and Machine Leasing
Mr. Shaw Singhaseni (Director)	58	- M.B.A. (Management) University of San Francisco, U.S.A. - Director Accreditation Program 36/2005	0.00	-	2006-Present	Director and Audit Committee	The Royal Ceramic Industry Plc.	Manufacturer, Importer and Distributor of Floor Tiles and Wall Tiles
					2001-Present	Director	Asian Property Development Plc.	Property Development
Mr. Phanporn Dabbarangsi (Director and Chairman of Audit Committee)	61	- Master of Business Administration (Finance), Michigan State University, Michigan, U.S.A - Bachelor of Accountancy (Finance and Banking) Chulalongkorn University - Director Accreditation Program 84/2010	0.00	-	2010-Present	Director and Chairman of Audit Committee	Asian Property Development Plc.	Property Development
					2001-Present	Senior Executive Vice President	SCB Life Assurance Plc.	Life Insurance
Mr. Kosol Suriyaporn (Director and Audit Committee)	48	- Bachelor of Law Chulalongkorn University - Barrister at Law - Audit Committee Program 1/2004	0.00	-	2001-Present	Lawyer	Price Sanond Prabhas&Wynne Ltd.	Legal Consultant
					2000-Present	Director and Audit Committee	Asian Property Development Plc.	Property Development
Mr. Nontachit Tulayanonda (Director and Audit Committee)	53	- M.A at Tarleton State University, Texas U.S.A - Audit Committee Program 1/2004	0.00	-	2010-Present	First Executive Vice President, Risk Management Group	Land and House Retail Bank	Bank
					2005-Present	Director and Audit Committee	Muang Mai Guttry	Latex Transmutation
					2000-Present	Director and Audit Committee	Asian Property Development Plc.	Property Development
					2005-2009	First Executive Vice President, Lending Group	Land and House Retail Bank	Bank

Name / Position	Age	Education	Shares Held (%)	Relationship between Management	Experiences during the last 5 years		Company	Type of Business
					Period	Position		
Mr. Opas Ruangrajitpakorn (Chief Risk Officer)	51	- M.B.A. Kasetsart University - Bachelor of Economics, Thammasat University	0.06	-	2009–Present	Chief Risk Officer	Asian Property Development Plc.	Property Development
					2005–Present	Director	Smart Service and Management Co., Ltd.	Property Management
					1994–2009	Chief Financial Officer	Asian Property Co., Ltd.	Property Development
					1995–2008	Director	Pre Built Plc.	Construction
					2001–2008	Executive Vice President, Finance	Asian Property Development Plc.	Property Development
Mrs. Supalak Chanpitak (Chief Business Unit 4)	52	- Bachelor of Architecture Chulalongkorn University - M.B.A. Thammasat University	0.02	-	2010–Present	Director	SQE Construction Co., Ltd.	Construction
					2010–Present	Chief Business Unit 4	Asian Property Development Plc.	Property Development
					2005–2010	Executive Vice President	Pruksa Real Estate Plc.	Property Development
Mr. Piyawat Suephaisal (Executive Vice President, Business Affair Liaison Dep.)	52	- Bachelor of Business Administration, Ramkhamhaeng University	0.00	-	2001–Present	Executive Vice President Business Affair Liaison Department	Asian Property Development Plc	Property Development
					1994–2010	Executive Vice President, Sales	Asian Property Co., Ltd.	Property Development
Mr. Pumipat Sinacharoen (Deputy Chief Financial Officer and Corporate Secretary)	41	- M.B.A., The American Graduate School of International Management (Thunderbird), U.S.A. - Bachelor of Economics, Thammasat University	0.00	-	2011–Present	Director	Asian Property (2011) Co., Ltd.	Property Development
					2010–Present	Director	SQE Construction Co., Ltd.	Construction
					2010–Present	Director	Asian Property Co., Ltd.	Property Development
					2009–Present	Deputy Chief Financial Officer	Asian Property Development Plc.	Property Development
					2009–Present	Director	Asian Property (Krungthep) Co., Ltd.	Property Development
					2009–Present	Director	The Value Property Development Co., Ltd.	Property Development
					2009–Present	Director	Thonglor Residence Co., Ltd.	Property Development
					2009–Present	Director	Signature Advisory Partners Co., Ltd.	Property Development
					2007–Present	Director	AP (Sathon) Co., Ltd.	Property Development
					2007–Present	Director	AP (Ratchada) Co., Ltd.	Property Development
					2007–Present	Director	Asian Property (Sukhumvit) Co., Ltd.	Property Development
					2005–Present	Director and Chief Executive Officer	Bangkok CitiSmart Co., Ltd.	Broker for Property Sale & Rent
					2005–Present	Director	Smart Service and Management Co., Ltd.	Property Management
					2005–Present	Director and Audit Committee	Fortune Parts Industry Plc.	Manufacturing and distributing auto parts
					2002–2009	Executive Vice President, Business Development Department	Asian Property Development Plc.	Property Development

Name / Position	Age	Education	Shares Held (%)	Relationship between Management	Experiences during the last 5 years		Company	Type of Business
					Period	Position		
					2006-2007	Performance Measurement Director	National Institution for Brained-based Learning	Public Organization
					2007-2010	Director	Asian Property (Sathon) Co., Ltd.	Property Development
					2007-2011	Director	Securities Analysts Association	Association
					2009-2010	Director	Asian Property Co., Ltd.	Property Development
					2009-2010	Director	Asian Property Holding Co., Ltd.	Asset Management
					2009-2010	Director	Asian Property (Ratchvipa) Co., Ltd.	Property Development
					2009-2010	Director	Trillion Development Co., Ltd.	Property Development
					2009-2010	Director	Asian Property (Ladphrao) Co., Ltd.	Property Development
Mr. Marote Vananan (Deputy Chief Commercial Service)	41	- M.B.A., Khon Khaen University - Bachelor of Business Administration, Thai Chamber of Commerce University	0.01	-	2009-Present	Deputy Chief Commercial Officer	Asian Property Development Plc.	Property Development
					2009-Present	Chief Executive Officer	Smart Service and Management Co., Ltd.	Property Management
					2008	National Channel Sales Manager	Motorola (Thailand) Co., Ltd.	Telecommunication
					2005-2007	National Sales Manager	Chevron Thai Co., Ltd.	Energy
Mr. Somchai Wattanasawapak (Deputy Chief IT Officer)	48	- M.B.A., Kasetsart University	0.01	-	2009-Present	Deputy Chief IT Officer	Asian Property Development Plc.	Property Development
					2004-2008	Vice President - IT	Pruksa Real Estate Pcl.	Property Development
Mr. Vittakarn Chandavimol (Deputy Chief Marketing Officer)	42	- M.B.A., University of Portland, Oregon, U.S.A.	0.00	-	2010-Present	Deputy Chief Marketing Officer	Asian Property Development Plc.	Property Development
					2007-2009	Associate Director - Strategic Marketing	CIGNA Insurance Co., Ltd.	Insurance
					2003-2007	Marketing Manager	Motorola (Thailand) Co., Ltd.	Telecommunication
Mr. Pamorn Prasertsan (Deputy Chief Business Unit 2)	40	- M.B.A. National Institute of Development Administration - Bachelor of Civil Engineering, King Mongkut's University of Technology Thonburi	0.02	-	2010-Present	Deputy Chief Business Unit 2	Asian Property Development Plc.	Property Development
					2008-2010	Senior Vice President	Asian Property Development Plc.	Property Development
					2005-2008	Vice President	Asian Property Development Plc.	Property Development
Mr. Boonlert Ratinthorn (Deputy Chief Business Unit 3)	39	- B.A. Bangkok University	0.00	-	2010-Present	Deputy Chief Business Unit 3	Asian Property Development Plc.	Property Development
					2008-2010	Senior Vice President	Asian Property Development Plc.	Property Development
					2005-2008	Vice President	Asian Property Development Plc.	Property Development

Details of number of Board's meetings 2011

Director's Attendance and Remuneration

Name	Type	Year attended	Title	Thai Institute of Directors' Training Course (IOD) *	No. of Attendance/ No. of Board Meeting	% of Attendance	AGM Attendance	2011 Remuneration (Baht)		
								Monthly	Gratuity	Total
Mr. Chatchaval Bhanalaph	Independent Director	2004	Chairman of Board	DAP/ RCP/ ACP/DCP	11/12	92	Yes	600,000	350,000	950,000
Mr. Anuphong Assavabhokin	Executive Director	2000	Vice Chairman	DAP	12/12	100	Yes	None	350,000	350,000
Mr. Pichet Vipavasuphakorn	Executive Director	2000	Director	DAP	12/12	100	Yes	None	350,000	350,000
Mr. Chaiyarat Thampeera	Director from related company	2000	Director	DAP/FND/RCP	11/12	92	Yes	280,000	350,000	630,000
Mr. Siripong Sombutsiri	Executive Director	2002	Director	DAP	12/12	100	-	None	350,000	350,000
Mr. Wason Naruenatpaisan	Executive Director	2009	Director	DAP	12/12	100	Yes	None	350,000	350,000
Ms. Kittaya Pongpujaneekul	Executive Director	2010	Director	DAP	12/12	100	Yes	None	262,500	262,500
Mr. Visanu Suchartlumpomg	Executive Director	2010	Director	DAP	11/12	92	Yes	None	87,500	87,500
Mr. Pornwut Sarasin	Independent Director	2009	Director	DAP	12/12	100	Yes	420,000	350,000	770,000
Mr. Shaw Sinhaseni	Independent Director	1993	Director	DAP	9/12	75	-	420,000	350,000	770,000
Mr. Phanporn Dabbarangs	Independent Director	2010	Director and Chairman of the Audit Committee	DAP	11/12	92	Yes	540,000	262,500	802,500
Mr. Kosol Suriyaporn	Independent Director	2000	Director and Audit Committee	ACP	12/12	100	Yes	420,000	350,000	770,000
Mr. Nonthachit Tulayanonda	Independent Director	2000	Director and Audit Committee	ACP	11/12	92	Yes	420,000	350,000	770,000
Mr. Vilas Pilakasiri	Board Secretary	1995	Board Secretary	DAP/FND/CSP	12/12	100	Yes	None	262,500	262,500

* DAP = Director Accreditation Program/ RCP = The Role of Chairman Program/ ACP = Audit Committee Program/ DCP = Director Certification Program/ FND = Finance for Non-Finance Director/ CSP = Company Secretary Program/ FSD = Financial Statement of Directors/ RCC = Role of Compensation Committee

Audit Committee Meeting Attendance of 2011; Total meetings are 4 times

Director	Meeting Attendance	% of Attendance
Mr.Phanporn Dabbarangsi	4	100%
Mr.Kosol Suriyaporn	4	100%
Mr.Nontachit Tulayanonda	3	75%

Nomination and Remuneration Committee Meeting Attendance of 2011; Total meetings are 2 times

Director	Meeting Attendance	% of Attendance
Mr.Shaw Sinhaseni	2	100%
Mr.Anuphong Assavabhokhin	2	100%
Mr.Nonthachit Tulayanonda	2	100%
Mr.Pichet Vipavasuphakorn	2	100%
Mr.Kosol Suriyaporn	2	100%

Corporate Governance Committee Meeting Attendance of 2011; Total meetings are 4 times

Director	Meeting Attendance	% of Attendance
Mr.Kosol Suriyaporn	4	100%
Mr.Pichet Vipavasuphakorn	4	100%
Ms.Kittiya Pongpujaneekul	4	100%
Mr.Opas Ruangrajitpakorn	4	100%
Mr.Pumipat Sinacharoen	4	100%
Mr.Vilas Pilakasiri	4	100%

Supervision of the use of insider information

The Company issued the following policies and measures to prevent the management from using the Company's insider information for personal benefits:

1. Informing the management in every division regarding duties and responsibilities to report their holdings of the Company's shares and punishments according to the Securities and Exchange Act B.E. 2535 and regulations of the Stock Exchange of Thailand.
2. The Company obliges the management to report any changes in their shareholding to the Office of Securities Exchange Commission and the Stock Exchange of Thailand according to Section 59 of the Securities and Exchange Act B.E. 2535. The management shall provide the copy of the report to the Company on the same day that they provide the report to the Office of Securities Exchange Commission and the Stock Exchange of Thailand.
3. The board of directors has resolved to set up regulations, criteria, and punishments to control the usage of insider information. The board deems appropriate to establish policy and procedure to supervise directors, management, and employees to prevent inappropriate, personal usage of insider information, particularly the financial data that must be audited by the certified public accountant and subject to audit committee's approval before presenting to the Company's board of directors, the Stock Exchange of Thailand, and the general public. The measures are as follows:
 - 3.1 Directors, the management team, employees, including their spouses and children who are not of legal age are prohibited from using insider's information to buy, sell, transfer, or receive the Company's shares before the information is made public (from 1 May to 1st quarter result announcement date; from 1 August to 2nd quarter result announcement date; from 1 November to 3rd quarter result announcement date; and from 15 February to full year result announcement date). Moreover, once the information has been disseminated, the aforementioned persons should refrain from buying or selling the Company's securities until the public have sufficient time to evaluate the released information (5 days from the dissemination date).
 - 3.2 Educate directors, the management team, and employees about their duties to report shareholdings by their spouse and their children who are not of legal age, and their own when buying, selling, transferring or receiving the Company's securities according to the Announcement of the Securities Exchange Commission No. Sor.Jor.14/1997, on Preparation and Disclosure Report of Securities Holding and Punishment according to the Securities and Exchange Act B.E. 2535.

If any employee violates the aforementioned measures, the Company will take the following disciplinary actions:

- | | |
|---------------------|--|
| 1. First violation | Written warning |
| 2. Second violation | Salary Cut / suspension |
| 3. Third violation | Termination of employment without compensation |

Human Resources

The Company is committed to improve the potential of the human resources and regularly arranges training courses to create understanding about the Company's policy and to improve employee's competency. Trainings are, for instant, Construction Standard Training and Manual for Constructor, Secret of Selling and Loan assessment, given by both internal and external experts. The Company believed that these trainings would be a channel to enhance human resource potential for competing in the current competitive market.

In addition to the training courses, the Company and employees are members of a registered provident fund that requires employees to contribute 3% to 8% of their salary (depending of their position and working duration), and the Company to match the same rate of contribution. The registered fund is managed by licensed fund manager according to the Provident Fund Act B.E. 2542.

Moreover, the Company added the Master Pooled Fund scheme in which various types of investment are offered to better match fund members' needs. The Company increased investment choices from 1 policy to 3 policies and clarified the purpose and risk of each investment scheme to all members.

As of 31 December 2011, the total number of employees in the Company and subsidiaries was 1,060. The cash remuneration, which included salary, bonus, and provident fund contribution, paid to the employee, excluding management's remuneration, were Baht 450.5 million.

Internal Control and Risk Management

The Company realizes the importance of internal control system in both management and operational levels and ensures its efficiency by clearly defining duties and authority of employees and managements. There are control systems that ensure the optimal usage of the Company's assets. Every employee has distinct responsibilities. There are employees in charge of evaluating and inspecting across departments. Moreover, there is internal control system regarding the financial system that requires financial report to be submitted to the management and audit committee.

In risk management, the Company has set up a team with direct responsibility in order to identify, follow, and manage risks efficiently.

The Company also hired P&L Internal Audit Company Limited for internal audit and to eliminate conflict of interest, with special emphasis on business and operation risks. The objective is to audit and enhance the Company's operation efficiency, increase the confidence level of the audit committee and the executives that the information system is reliable, all to create confidence in controlling, supervising, and utilizing the Company's asset appropriately. These could enable the audit committee and executives to foresee potential problems and ensure that the Company has efficient control system and the employees strictly comply with the internal control system.

With regards to the accounting side of internal control, the accounting auditor Ms.Kamonthip Lertwitworatthep, who is the auditor of the Company's financial statements, from Ernst & Young Co., Ltd has assessed that the internal control system in the accounting practice revealed no crucial flaw.

Moreover, the audit committee finds the Company's internal control system satisfactorily efficient and transparent. From the annual financial statement audit with the external accounting auditor and the concerned management, the audit committee deems that the financial statements has presented fairly the financial position and the operation result in accordance with the generally accepted accounting principles.

During the audit committee meeting no. 1/2011 on 24 February 2011, 3 audit committee members were present. The committee has evaluated internal control system by inquiring information from the management and tracing evidence documents. After evaluating 5 aspects of internal control system, which are organization and environment, risk management, the management's operational control, information technology and communication, and monitoring system, the audit committee concluded that the Company has adequate internal control measures in all 5 aspects. The Company set goals in business administrating to archieve, evaluated regularly internal and external risk factors and managing the foreseen risks.The Company also reorganized the company's structure and responsibilities, allowed the auditors and the internal auditors which are both independent outsources to examine the Company's activities.

Connected transactions

The company and subsidiary companies have proceeded the connected transactions with person or juristic person, which may have a conflict as followed (more details in the notes to consolidated financial statement);

Person/ Juristic person	Relation (as of 31 Dec 2011)	Description	Value (million baht)		Audit Committee's opinion
			31 Dec 11	31 Dec 10	
Pre Built plc. or PB	-The company holds 18.01 % of paid-up shares of PB - Co-directors; i.e. Mr. Chatchaval Bhanalaph and Mr. Chaiyarat Thampeera	- PB provides a service in project construction of the company and subsidiary companies in real estate business - Retention payable	0.94	0.92	- Audit committee and executive assessment view the condition and value in construction contract reasonable, fair and similar to other contractors
PCM Construction Material Co., Ltd. or PCMC	- PB holds PCMC's share in 100% of the paid-up shares - Co-directors; Mr. Chaiyarat Thampeera	- PCMC (a subsidiary company of PB) sells construction materials to the company and subsidiary companies in real estate development business - Trade account payable - Purchase construction materials	1.29 21.97	2.39 26.70	- Audit committee and executive assessment view the condition and buying price normal and similar to other sellers
A&P Associate Co., Ltd. or A&P	- Mr. Anuphong Assavabhokhin (son to Ms. Piangjai Harnpanich, a major shareholder in A&P, holding 99.99% shares) is the biggest shareholder of the company	- The company and subsidiary companies have rented office space and parking lots from A&P - Rental fee	5.10	4.98	- Audit committee and executive assessment view such service fee suitable and fair in normal business
AP (Ratchada) Co., Ltd. or APR	- The company holds 51% of paid-up share of the APR until 30 Sep 10. Currently the Company holds 99.99% shares in APR - Co-directors, i.e. Mr. Anuphong Assavabhokhin and Mr. Pichet Vipavasuphakorn	- APR or formerly AP Pacific Star (Ratchada) Co., Ltd. was a joint venture company with Pacific Star Group in 51:49 ratio and the Company billed APR a project management fee and sale commission - Project management fee (after deduct the connected transaction)	-	15.78	- Audit committee and executive assessment view such service fee suitable and fair in normal business
AP (Sathon) Co., Ltd. or APST	- The company holds 51% of paid-up share of the APST until 30 Sep 10. Currently the Company holds 99.99% shares in APST - Co-directors, i.e. Mr. Anuphong Assavabhokhin and Mr. Pichet Vipavasuphakorn	- APST or formerly AP Pacific Star (Sathon) Co., Ltd. was a joint venture company with Pacific Star Group in 51:49 ratio and the Company billed APST a project management fee and sale commission - Project management fee (after deduct the connected transaction)	-	43.70	- Audit committee and executive assessment view such service fee suitable and fair in normal business

Necessity and well – founding of the transaction

It is necessary to file connected transactions in order to obtain the highest benefit of the company. The audit committee has viewed such transaction according to the normal business. The company was remunerated and has settle payment in fair market price. Guaranteeing, bank loaning and lending to subsidiary companies and related companies are to increase liquidity and financial status of the company in order to run business continuously. This must be accordance to Board of Directors' resolution regarding the connected transactions.

Measures / Steps in connected transaction approval

Connected transaction of normal business, transaction which supports normal business, asset or service related transaction, rent or short-term real estate lease and financial support transaction must be done under a similar condition which any other ordinary prudence shall receive under the same circumstance. Trade bargaining must be proceeded without any influence from being a director, an executive officer or a related person to a director, an executive officer or a related person. The transaction must be approved by an authorized person, designated by the Board of Directors, or by the Board of Directors themselves. Any transaction made must be reported according to the Board of Directors' resolution no. 8/2008, dated 13 August 2008.

The Company does not lend or provide guarantee and/or loan to subsidiaries more than 100% of the requested amount if the Company holds shares in such subsidiary at least 90% of total paid up shares or registered capital shares. If the Company holds less than 90% of total paid up shares or registered capital shares, the Company is to lend or provide guarantee and/or loan to such subsidiary in the amount equivalent to not exceeding the held share ratio. Other financial support than the above stated is to be considered and approved by the Company's Board.

A connected transaction which consists of any dissimilarity in condition to an ordinary prudence or general contractual party, or exceeds due date or value specified in each item must be approved by Board of Directors and/or shareholders of the company. The connected transaction must be in compliance with securities and stock exchange act, articles of association, notifications, orders or regulations of Stock Exchange of Thailand, including the regulations in information disclosing of the connected transaction and asset acquisition and divestment.

Policy or possibility of connected transactions

The company set the policy regarding the connected transactions by defining conditions to conform to normal business transaction within marker price which is comparable to price against an outsider. However, the company has assigned the audit committee, the company auditor or independent specialist to review and provide comments on the price suitability and transaction well-founding.

If there shall be a connected transaction between the company or its subsidiaries and a person who may have a conflict, lose or gain benefit from the company or will have conflict with the company in the future, the company shall assign the audit committee to provide on necessity and suitability of such transaction. If the audit committee is not experienced in the transaction which may arise, the company shall assign an independent specialist or auditor to provide an opinion on such transaction in order to support the decision of company board or shareholder. The company shall disclose the connected transaction in the notes to consolidated financial statements.

Good Corporate Governance



Good Corporate Governance

The Company recognizes that good corporate governance is the major factor that enables the organization to have efficient operation and supports sustainable growth. Therefore, the Company uses the Stock Exchange of Thailand's good corporate governance codes as an operational guideline and sets about the Company's corporate governance policies as follows:

1. To place importance to the internal control system to ensure that the management could comply with the policy efficiently within the legal and ethical framework.
2. To provide equitable treatment for all shareholders and stakeholders.
3. Board of directors is determined to manage the Company with care, prudence, responsibility with adequate skill and efficiency to maximize shareholder's benefits in the long-run, while preventing any possible conflicts of interest.
4. To always operate with risk in mind under appropriate control and risk management.
5. To operate business with transparency, traceable process and adequate disclosure to all stakeholders.
6. Board of directors will comply with the announced Company's Code of Conduct and ensure that employees follow such Code of Conduct as well.

Shareholder's right

The Company shall arrange annual general shareholders' meeting within 4 months after the fiscal year ends. The Company will send invitation letter, related information, and comments of the board of directors and audit committee (if any) to the shareholders at least 14 days prior to the shareholders' meeting date to study in detail before voting in the meeting. Moreover, the Company shall disseminate information about the meeting in advance and the shareholders can also send the questions in advance via company's website.

The Company has set the appropriate date, time, and venue that are convenient to the shareholders. The registration shall be open for the shareholders at least 1.5 hours prior to the meeting to ensure that there is enough time for all shareholders to register. Moreover, the Company provides barcode registration system to quicken the registration process and separates registration counters for individual and institutional investors to facilitate individual investors.

During the shareholders' meeting, the chairman, the chairman of audit committee, the chairmen of sub-committees, and most of the directors will participate in the meeting to clarify any queries to shareholders.

Moreover, if there is urgent and important issue, the Company might arrange extraordinary shareholders' meeting as appropriate.

Equitable treatment for all shareholders

During the shareholders' meeting, when the chairman has clarified details of every agenda, all participating shareholders would have equal opportunities to inquire about the Company's operating result and make any comment before casting ballots, in which all shareholders have equal voting rights. The Company will record important questions and comments into the meeting minutes.

For the voting process, the Company prepares ballot for each agenda for future reference. In case of not being able to participate in the meeting, shareholders can appoint independent directors as proxies to vote on their behalf. The Company proposed 2 independent directors as proxies and provide proxy form that the shareholders can indicate their voting intention.

Moreover, the Company has established written measures to prevent the usage of insider information as shown in the insider's information control section. The Company also required the management to disclose personal and related persons' interest to the board of directors where there are connected transactions. However, at the present, no director has any conflict of interest with the Company. Regarding the shareholding report, directors must report any change in shareholding to the board of directors every time. That is, directors who report changes in shareholding to the Stock Exchange of Thailand must also report the changes to the board of directors in the same month as well.

Roles of Stakeholders

The Company recognizes the importance of every stakeholder's rights, both internal and external, which includes employees, creditors, trade partners, relevant government agencies, and shareholders to ensure fair treatment to all parties. The details are as follow:

Employees

1. The Company treats all employees equally, with appropriate compensation.
2. The Company provides scholarship to employees and regularly provides training for the employees. Trainings are, for instant, Construction Standard Training and Manual for Constructor, Secret of Selling and Loan assessment, given by both internal and external experts.

Trade partners

1. The Company purchases goods and services from trade partners both inside and outside of the Company's group based on normal business practice. Equal treat is given to traders regardless of their business size.
2. The Company conducts any transaction with trade partners in the systematic way to ensure the transparency, convenience and cost saving. The methods are continuously assessed and developed; for instant, the electronic money transfer for payment to the Company's trade partners or order placement via SAP system which is set for fast and accurate procurement, caused less time consuming and expense of the Company and trade partners themselves
3. The Company joins business partner for the benefit of customers, i.e. furniture companies designing particularly for condominium usage and banks to offer loans to the Company's customers with good interest rate and to facilitate in such matter.

Customers

1. The Company cares and has responsibility to customers by providing high quality products. The Company also sets up a call center to learn about complaints and further improvement.
2. The Company establishes an after-sales service department and implements CRM system to service customers after unit transfer. This department reports directly to the management.
3. The Company inspects the quality of each unit (100% QC) before scheduling customers for inspections.
4. The Company sets up online channels such as website or Facebook to connect with customers

Creditors

1. The Company strictly acts in accordance with loan agreement.

Competitors

1. The Company ethically competes with competitors and avoids any dishonest means to disadvantage competitors.

Shareholders

1. The Company treats shareholders equally and offers shareholders to propose Annual General Meeting agenda. The Company always discloses accurate and adequate information as required by the Stock Exchange Commission, Stock Exchange of Thailand and good corporate governance principle.
2. The Company disseminates the Company's related information and news to shareholders and bondholders through corporate website.
3. The Company's management regularly meets and provides information for investors, which include site visit, telephone conference, and international roadshows at least once a year.

Communities

1. The Company starts a campaign for expired calendar donation from staff to Foundation for the Blind in Thailand under the royal patronage of H.M. the Queen.
2. The Company, staff and customers jointly donated money for flood victims thru Friends in Need (of "Pa") Volunteers Foundation Thai Red Cross.

Moreover, the Company provides a channel to report any misconduct directly to the board of directors through the Company's website. Any issue can be sent directly to Mr. Kosol Suriyaporn at s_kosol@hotmail.com, the Company's independent director and member of Audit Committee.

Information Disclosure and Transparency

Besides the information disclosure required by the Stock Exchange of Thailand, the Company recognizes the importance of accurate, complete, transparent, and timely disclosure to investors and related persons equally. The information is proved and verified by the Board of Directors and/or Managing Director, CEO, Executive officers and Corporate Secretary prior the disclosure. The Company will not reveal such information to staff or any person who may be favorable to the information before the Company exposes to the public.

However, the Company may refrain some information in which the disclosure of such information may affect to the business conduct; for example, information related to the business negotiation. Nonetheless, such refrainment will not conflict with the SEC and SET's disclosure regulation.

Moreover, Investor Relations department is set up to provide and allow investors to follow various information of the company via website **www.ap-thai.com** or contact Mr. Pumipat Sinacharoen, Deputy Chief Financial Officer and Corporate Secretary at (66) 2261 2518-22, or email at **investor@ap-thai.com**

Responsibilities of the board of directors

Board of Directors structure

The Company's board of directors comprises of directors with diverse qualifications, in terms of skills, experience, and specialization that could benefit the Company. The board of directors consists of 13 members, 6 of which are from the Company's executive board (Mr. Anuphong Assavabhokhin, Mr. Pichet Vipavasuphakorn, Mr. Siripong Sombutsiri, Mr. Wason Naruenatpaisan, Ms. Kittiya Pongpujaneekul, and Mr. Visanu Suchartlumporn) and 6 directors or more than one third of the total members of the board of directors are qualified as independent directors, 3 of which are members of audit committee. The independent directors can review Company's operation and act as balance of power in the board of directors. They also can independently object any issue in the meeting, enabling efficient decision making process.

Moreover, the chairman of the board is an independent director and does not hold any chairman position in any sub-committee. The chief executive officer and the managing director held 23.55% and 10.21% (combining the shares holding by spouse) shares in the Company, respectively (as of 31 December 2011). Therefore, the CEO and managing director are both major shareholders and act on behalf of all shareholders in managing the Company with the objective to maximize shareholders' benefit. However, chairman of the board, CEO, and managing director are not the same person, which creates a balance of power and distinct area of responsibilities for each individual.

Regarding the directors' tenure, each director will stay in the position for 3 years each term. Once the term expires, the nomination and remuneration committee will consider a suitable candidate to replace the director who is retired by rotation. The committee will select candidates based on their skills, abilities, and experience suitable for the Company. The director who is retired by rotation could be selected to resume the post in the proceeding terms.

Directors who represent the Company's executive management and/or managing director and/or chief executive officer can receive directorship position no more than 5 other company groups. Moreover, the other company's business must not have conflict of interest with the Company (the definition of "company group" is the group of company that is more than 50% held by similar group of shareholders, directly and indirectly). For the non-executive directors, it depends on their personal judgment in considering the directorship in other companies.

In addition, the Company has appointed a Corporate Secretary to advise the Board of Directors on concerning laws and regulations, observe directors' activities and follow up the Board's resolutions. Moreover the Company's Corporate Secretary is also responsible for keeping Board's minutes, arranging shareholders' AGMs, making annual reports and so on.

Sub-Committee

The Company has set up the Sub-committee to assist the Board in determination and decision. The Sub-Committee are as followed;

1. Audit Committee

The Company has set up the Audit Committee to determine special agenda of the Company before proposing to the Board meeting. The Audit Committee's scope of work and authority are shown previously in the part of the Board of the Company.

2. Nomination and Remuneration Committee

The Company has set up the Nomination and Remuneration Committee to empanel a qualify person to join the Board when vacant and propose the remuneration of directors and executives to shareholders via the Board of Directors' consent.

3. Corporate Governance Committee

The Company has set up the Corporate Governance Committee to ensure that the policy is followed and up-to-date, and to adjust the policy where necessary. The Corporate Governance Committee reports directly to the Board of Directors.

Roles, duties, and responsibilities of the board of directors

The Company's board of directors has roles in determining vision, strategic plan and operation plan of the Company, as well as other operating policies to create management transparency, which shall bring about the most benefits to the shareholders. The board of directors shall set up the monitoring and evaluation system for both management and employees by applying key performance indicator. To clearly separate of duty and balance in management, the chairman of the board, who is an independent director and the chief executive officer are not the same person.

Besides determining business strategies, policies, and business directions, the board of directors must ensure there is adequate internal control and risk management system. The board has selected and hired P&L Internal Audit Company Limited, which is unrelated to the Company, to be the Company's internal auditor to investigate and evaluate the Company's internal control system whether it is sufficient or appropriate. The internal auditor also gives consultation to correct any flaw in the Company's internal audit system to ensure efficient and effective operation. The internal auditor will audit and evaluate the internal control system every quarter and prepare the evaluation report with any flaws to be presented directly to the audit committee.

The board of directors also recognizes the potential conflicts of interest that may arise. Thus the board has approved the policy on connected transactions between the Company or subsidiaries and management or related persons to be in accordance with the criteria of the Stock Exchange of Thailand. The details of the connected transactions are shown in the notes to financial statements.

Moreover, the Company intends to operate the business ethically and transparently. The board of directors therefore establishes a Code of Conduct for the board of directors, the management, and employees to be used as the operational guideline. The Company constantly monitors to ensure constant compliance to the Code of Conduct. The board of directors has also appointed corporate governance committee to monitor the implementation of the Company's corporate governance policy including reviewing and updating such policy constantly. The committee will report to the board meeting at least once a year for the board of directors to approve the new version of corporate governance policy before implementation.

Board of directors meeting

The board of directors meets monthly and holds extra meetings as necessary. The agendas are stated in advance and have regular agenda to follow up the operation issues. The invitation, along with agendas, and meeting minutes of the previous meeting, and relevant documents, would be sent to the board members at least 7 days prior to the meeting for the board members to carefully consider the matters prior to the meeting. The responsible management will also participate in the meeting to clarify information to the board of directors in case further information is needed. Each meeting will be recorded, and the minutes will be approved by the board of directors in the subsequent meeting.

Moreover, if the independent directors deems appropriate that there should be special meeting for the independent directors to meet on particular issues, the independent directors can call for such meeting. In that case, the management will arrange such meeting promptly.

Board of directors' self evaluation

The Company's board of directors shall evaluate themselves every year, using board of director self-evaluation form provided by the Stock Exchange of Thailand. The Company has adjusted the form to be suitable for evaluating the Company's directors.

The evaluation will help each director and board of directors to consider and review any problems and obstacles during the past year. It is also a tool to inspect and analyze whether the board of directors are efficient or has completed all the duties as the board of directors or not.

The Company has prepared the evaluation for the chief executive officer and managing director. The Company's board of directors (without CEO and managing director) will carry out evaluation to analyze and give feedback to the CEO/managing director to analyze their flaws that need improvement. The evaluation result will also be used by the nomination and remuneration committee to determine annual remuneration.

Directors' remuneration

The board of directors has appointed nomination and remuneration committee to determine directors and managements' remuneration before proposing to the board of directors. The nomination and remuneration committee will compare remuneration of directors and management to those of other companies in the same industry. In all, the remuneration for executive directors and management will be in a form of salary and bonus, depending on the Company's performance and individual performance. For the non-executive directors, remuneration will be in a form of monthly payment and gratuity. The director's remuneration must be approved by the shareholders' meeting.

Director and management development program

To help the board of directors better understand the Company's business, the Company arranges site visit once a year. Moreover, the Company encourages training for directors and managements. All directors had attended the courses arranged by Thai Institute of Directors such as Director Accreditation, Finance for Non-Finance Director, and Audit Committee, etc. For the management, the Company has provided management training program every year by inviting external speaker to conduct the trainings.

Risk Factors



Risk factors

1. Business risk

Economic volatility risk

The economic impediment has affected the property development sector including the Company; therefore, strategic plans are set to tackle with such circumstance by focusing on project launch, land purchase, construction and cashflow management. Construction progress is scheduled to be in line with the sales rate to prevent the burden of inventories. Deceleration in new project launch and land procurement endows manageable cashflow as well as reduces the risk.

Risk from flood crisis in the late of the third quarter of 2011

Flood crisis in the late of the 2011 third quarter has changed the overview of Thai property market; i.e., demand of condominium units increases, as well as demand of single detached houses and townhouses in certain areas. On a contrary, demand of property in some areas noticeably falls, given that consumers concern more of locations, infrastructure, unit layouts and so on, which are difficult to estimate the damage and consequence.

The Company's portfolio, dated 31 December 2011, has shown 58% of the total value as high rise projects. Five low rise projects affected from the flood (one of them is a future project), consequently, the Company has developed the infrastructure of the project to prevent the flood in long term and adjusted unit layouts to match the changed demands of consumers.

2. Product/service risk

Construction material price risk

Project construction encounters the potential risk of rising construction material prices, which results in additional cost and lower profit. The Company prevents this risk by limiting the development period of each project to be within 2-3 years, from land purchase stage to ownership transfers of the last unit stage. It also enables the Company to estimate construction material prices more accurate, and project cost fluctuation is, at the same time, minimized.

Additionally, the Company places as many fixed-price orders as possible to suppliers/manufacturers before setting the unit selling price. Since the Company's portfolio consists of high valued projects of Baht 500-3,000 million each, the Company buys materials in large quantity, thus having substantial bargaining power over contractors and suppliers.

3. Financial risk

Receivable collection risk

As of 31 December 2011, the total amount of the accounts receivable of the Company and subsidiaries was Baht 68.73 million, dividing into Trade Accounts Receivable and Notes Receivable of Baht 7.89 million, and other accounts receivable of Baht 60.84 million. Trade accounts receivable and notes receivable can be classified by due period as follows:

(Unit: MB)

Due Period	2011	2010
Undue	3.62	2.85
Overdue		
Less than 12 months	4.17	5.52
Over 12 months	18.82	16.96
Less Allowance for doubtful debt	(18.72)	(16.48)
Account Receivable-Net	7.89	8.85
Other accounts receivable	60.84	46.32
Total Trade Accounts Receivable and Other Accounts Receivable	68.73	55.16

Baht 16.48 million in overdue receivable (over 12 months) was originally from the construction material production and distribution companies prior to their merger with Asian Property Company Limited in the year 2000. The economic recession and Baht devaluation in 1997 significantly affected the debtor's financial status and repayment ability. The amount accounted for 61.93% of total account and note receivable. This is considered as a risk of not being able to collect such receivable. However, the Company already set aside the allowance in full as doubtful account.

Nowadays, when developing a project, the Company studies targeted customers closely for their residential requirement and financial status. This fastens the sales and reduces the risk from payment fail.

Other accounts receivable arise from the hiring of ad-hoc constructors to provide faster fixation service. Since expenses from this service are due to the main constructors, the Company records such expenses as constructor accounts receivable under other accounts receivable. These expenses increase along with the growing numbers of the Company projects.

Risk from being guarantor for subsidiaries and related companies

The Company has guaranteed loans for subsidiaries and related companies according to the shareholding proportion, as detailed in the table below. As a result, the Company incurs the risk from guaranteeing repayment to the creditors in the event that the borrowers cannot repay their debt on time, which, consequently, affect to the operation and financial status of the Company who is a guarantor. However, the Company deems the borrowers can repay their debt judging from their operating results. The outstanding debts of the subsidiaries, guaranteed by the company, are shown in consolidated financial statements of the Company.

Summary of loan guaranteed by the Company to its subsidiaries and related companies

Guarantor		Guarantee		Credit Line (MB)		Progress	Financial Status of Guarantees Shareholders' equity (MB)	
Company	Shares Holding (%)	Company	Guarantee Proportion	31 Dec 11	31 Dec 10		31 Dec 11	31 Dec 10
APD	100	APK	100	749	1,238	Guarantee for partial overdrafts; other loan credits are in the process of repayment to the creditors	370	379
APD	100	VPD	100	3,360	3,125	Guarantee for partial overdrafts; other loan credits are in the process of repayment to the creditors	324	428
APD	100	APST	100	1,530	1,520	Guarantee for partial overdrafts; other loan credits are in the process of repayment to the creditors	319	342
APD	100	TLR	100	15	20	Guarantee for overdrafts	13	13
APD	100	SSM	100	-	5	Guarantee for overdrafts	(21)	(22)
APD	100	APSV	100	402	846	Guarantee for partial overdrafts; other loan credits are in the process of repayment to the creditors	49	(42)
Total				6,056	6,754			

APD = Asian Property Development Plc.

APK = Asian Property (Krungthep) Co., Ltd.

VPD = The Value Property Development Co., Ltd.

APST = Asian Property (Sathon) Co., Ltd.

TLR = Thonglor Residence Co., Ltd.

APSV = Asian Property (Sukhumvit) Co., Ltd.

SSM = Smart Service and Management Co., Ltd.

Risk from loan repayment to financial institutions and mature bonds

Various factors have impacted Thai economy in domestic consumption, exportation and GDP (Gross Domestic Product). Such factors include Euro zone crisis, US vulnerable economy, unpredictable Thai economy due to flood crisis in the late of 2011 third quarter, new launched policies of the newly-elected government, and domestic political issues. Thus, the Company has to set flexible policies and strategies to match with the current economic situation at the time. These policies and strategies include project launch, land procurement, inventory control and cashflow management.

At the end of the year 2011, the Company had the total outstanding bonds of Baht 9,800 million with its due in the year 2012 in the amount of Baht 2,000 million (see the following table), and Baht 4,424 million in outstanding loan from financial institutions (i.e., overdraft accounts, promissory notes, bills of exchange, and long-term loans). As of 31 December 2011, the Company perceived the amount of Baht 26,989 million in backlog and sustains its financial status and operating result in good standard with current ratio at 2.8 and debt to equity ratio at 1.7. The Company has cash balance and/or equivalent items at the amount of Baht 438 million, showing the ability to cover the Company's debt in due time. Moreover, the Company conducts a timely funding policy by issuing bonds to match with the construction process with the appropriate amount in a round (currently over Baht 10,000 million is available through financial institutions). The Company aims to keep the debt to equity ratio at the rate according to the terms and conditions of the bonds.

Year	2012	2013	2014	2015	2016
Amount of bonds that mature (Baht million)	2,000	2,500	2,250	2,750	300

Risk from engagement in Land Purchase Agreements and Lease Agreement

As of 31 December 2011, the Company and related entities were engaged in land purchase agreements with other companies or persons, in which the Company has deposited for the future projects, for Baht 575 million, and Baht 81 million under the Lease Agreement.

As flexibility - oriented, the Company always plans ahead and adjusts its strategy to best suit with the current economic situation; project launch, land procurement, construction and cash flow management are deemed as vital roles. The Company sustains its financial status and operating result in good standard (as previously stated in Risk from loan repayment to financial institutions and mature bonds); therefore, the Company is capable in such liabilities.

Risk from interest rate fluctuation

As uncertainty in global interest rate may impact costs of project development and operation, the Company, therefore, mitigates the risk by issuing fixed-interest bonds in order to keep the cost of interest low and be shielded from the upward interest rate trend. The Company's interest bearing debts (inclusive of bonds and long-term loans with a year due) were Baht 10,595 million at the end of the year 2011, and the proportions of fixed-rate and floating rate are 92.5% and 7.5%, respectively.

4. Risk incurred by ESOP warrant exercise, issued to employees of the Company and subsidiary companies

Risk incurred by dilution effect

On 24 April 2009, the Annual General Shareholders' meeting (AGM) approved the issuance of the ESOP warrants to exercise for ordinary shares to the company's and its subsidiaries' employees for 48,680,463 units at the exercise price of Baht 3.00 per unit. Later in 2011 AGM, it was approved that the dividend would be paid in cash and stock. This caused the change of warrant exercise ratio to 1 warrant unit per 1.2 ordinary shares with exercise price of Baht 2.50 per 1 ordinary share. This change was effective since 20 June 2011 onwards. In the case that all rights are exercised, the profit division or control dilution will be affected by reducing the current shareholders' profit portions and voting rights, depending on the use of the warrants.

As of 31 December 2011, the Company has issued warrants to its employees and the subsidiaries' employees in the amount of 31,632,913 warrant units. Consequently, there remains 37,966,571 units and the warrant will be expired in 7 March 2013.



Aspiring
to City Living

Report and Financial Statement



2011 Audit Committee Report

Dear Shareholders,

The Audit Committee of Asian Property Development Public Company Limited ("the Company") consisted of 3 independent directors with the expertise ranges from fields of administrative management, finance and accounting, law, and risk management, namely Mr. Phanporn Dabbarangsi, Mr. Nontachit Tulayanonda and Mr. Kosol Suriyaporn.

In 2011 fiscal year, the Audit Committee performed its duty independently by meeting with the management team, auditors, and internal auditors for 4 times. The attendance record can be found in Audit Committee Meeting Attendance of 2011 in Good Corporate Governance section.

The Audit Committee has performed the following tasks;

1. Financial reports examination

- Audit Committee examined the Company's financial statements and consolidated financial statements jointly with the management team and the auditors before presenting the financial statements to the Board of Directors.
- Audit Committee attended the exclusive meeting with the auditors and/or internal auditors without management team

For the year-end financial statement of 2011, The Audit Committee found the Company's financial reports prepared in accordance with the generally accepted accounting standards and provided accurate and sufficient information in the financial disclosure, in the way that is useful for shareholders and investors.

2. Internal control system accuracy and sufficiency assurance

Audit Committee appointed an external firm, P&L Internal Audit Co., Ltd., where has neither interest nor conflict to the Company business, to provide internal audit service. The Audit Committee studied a yearly internal audit plan, reported the meeting resolutions to the Board of Directors and then followed the result with the management team. The Audit Committee also advised and amended the yearly internal audit plan to ensure efficiency and effectiveness.

The Internal Audit Report showed the suitability and sufficiency of the Company's internal control.

3. Suitability of the Company's auditors approval

Audit Committee observed the work performance of Ernst & Young Office Limited and their auditor, namely Miss Kamontip Lertwitworatep, C.P.A. Registration No. 4377, nominated to be the company's auditor for the year 2011 in the previous Annual General Meeting of the shareholders of the Company.

Audit Committee found that the auditors worked independently, skillfully and efficiently. They are also qualified as approved auditors by Stock Exchange Commission.

4. Connected transaction or conflict of interest monitor

Audit Committee monitored the Company's disclosure of connected transaction and conflict of interest to be accurate and sufficient.

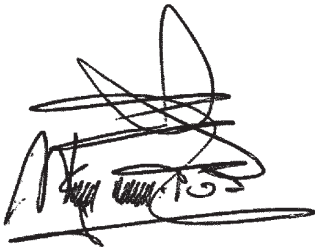
Audit Committee deemed the Company's disclosure sufficient and conformed with rules and regulations of Stock Exchange Commission and Stock Exchange of Thailand.

5. Corporate governance and Securities and Stock Exchange Act and other relevant business law compliance

Audit Committee monitored and encouraged the Company to strictly follow the good governance principles, Securities and Stock Exchange Act, rules and regulations of Stock Exchange of Thailand and relevant business law.

For the year-end financial statement of 2011, the Audit Committee, internal auditors, auditors and management team attentively adopted the good governance principles, Securities and Stock Exchange Act, rules and regulations of Stock Exchange of Thailand and relevant business law into the Company business conduct, as well as initiated the written good practice principle in order to enable the cross checking and updating the corporate governance to the amended regulations.

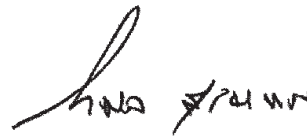
Audit Committee



Mr. Phanporn Dabbarangsi
Chairman of Audit Committee



Mr. Nontachit Tulayanonda
Audit Committee



Mr. Kosol Suriyaporn
Audit Committee

Directors' Responsibilities on Financial Statement

The Board of Directors is responsible for Asian Property Development Public Company Limited and its subsidiaries' financial information presented in this annual report. The aforementioned financial statements are prepared in accordance with generally accepted accounting principles, using appropriate accounting policy, consistent basis and careful judgement. Important information is adequately and transparently disclosed in the notes to the financial statements.

The Board of Directors has provided for and maintains a risk management system, as well as appropriate and efficient internal controls to ensure that accounting records are accurate, reliable, and adequate to protect its assets and uncover any weaknesses that may be presented in order to prevent fraud or materially irregular operations.

In this regard, the Board of Directors has appointed an Audit Committee which is non-executive board to be responsible for reviewing the accounting policy, financial reports, internal controls, internal audit and risk management system. All their comments on these issues have been included in the Audit Committee Report which is presented in this annual report.

The Board of Directors believes that the Company's overall internal control system has performed to a satisfactory level to lend credibility and provide reliability to Asian Property Development Public Company Limited and its subsidiaries' financial statements for the year ended 31 December 2011. The Board of Directors also believes all these financial statements have been presented fairly for both operating results and cash flow in all material respects

(Mr. Chatchaval Bhanalaph)
Chairman of the
Board of Directors

(Mr. Anuphong Assavabhokhin)
Vice Chairman and
Chief Executive Officer

(Mr. Pichet Vipavasuphakorn)
Director and
Managing Director

(Mr. Chaiyarat Thampreera)
Director

(Mr. Siripong Sombutsiri)
Director

(Mr. Wason Naruenatpaisan)
Director

(Ms. Kittiya Pongpujaneekul)
Director

(Mr. Visanu Suchartlumpom)
Director

(Mr. Pornwut Sarasin)
Director

(Mr. Shaw Sinhaseni)
Director

(Mr. Phanporn Dabbarangsi)
Chairman of
the Audit Committee

(Mr. Kosol Suriyaporn)
Audit Director

(Mr. Nontachit Tulayanonda)
Audit Director

Report of Independent Auditor

To the Shareholders of Asian Property Development Public Company Limited

I have audited the accompanying consolidated statements of financial position of Asian Property Development Public Company Limited, its subsidiaries and joint ventures as at 31 December 2011 and 2010, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for the years then ended, and have also audited the separate financial statements of Asian Property Development Public Company Limited for the same periods. These financial statements are the responsibility of the management of the Company, its subsidiaries and joint ventures as to their correctness and the completeness of the presentation. My responsibility is to express an opinion on these financial statements based on my audits.

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

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Asian Property Development Public Company Limited, its subsidiaries and joint ventures and of Asian Property Development Public Company Limited as at 31 December 2011 and 2010, and the results of their operations and cash flows for the years then ended in accordance with generally accepted accounting principles.

Without qualifying my opinion on the above financial statements, I draw attention to Note 3 to the financial statements. During the current year, the Company and its subsidiaries adopted the revised and new accounting standards issued by the Federation of Accounting Professions, and applied them in its preparation and presentation of the financial statements. For the first-time adoption of TAS 19 Employee Benefits, the Company and its subsidiaries elected to recognise the transitional liability, which exceeds the liability that would have been recognised at the same date under the previous accounting policy, through an adjustment to the beginning balance of retained earnings in the current year.

Kamontip Lertwitworatop
Certified Public Accountant (Thailand) No. 4377
Ernst & Young Office Limited
Bangkok: 27 February 2012

Asian Property Development Public Company Limited, its subsidiaries and joint ventures
Report and consolidated financial statements
31 December 2011 and 2010

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2011	2010	2011	2010
Assets					
Current assets					
Cash and cash equivalents	7	437,720,088	355,414,731	285,144,643	245,798,858
Trade and other receivables	8	68,730,535	55,163,770	50,303,561	34,784,176
Inventories	9	26,616,091,155	21,347,181,662	19,923,783,965	15,778,307,261
Interest receivable - related parties	10	-	-	245,180,429	83,676,236
Short-term loans to related parties	10	-	-	3,635,750,000	2,165,741,270
Deposits for construction materials		1,108,778,544	769,937,612	973,703,220	605,555,556
Deposits for land		274,399,200	572,702,420	274,399,200	448,089,250
Other current assets		93,621,873	120,839,811	46,520,683	65,208,063
Total current assets		28,599,341,395	23,221,240,006	25,434,785,701	19,427,160,670
Non-current assets					
Restricted bank deposits	7	24,364,052	29,362,200	17,228,756	23,728,390
Investments in subsidiaries	11	-	-	2,380,484,369	2,707,817,499
Other long-term investments	12	134,879,005	126,582,689	134,854,009	126,557,694
Land and cost of project held for development	13	102,406,200	102,406,200	-	-
Investment properties	14	22,842,285	24,066,218	22,842,285	24,066,218
Property, plant and equipment	15	142,961,461	131,940,324	96,347,458	103,685,006
Goodwill		100,063,166	100,063,166	-	-
Intangible assets	16	210,172,497	353,363,788	32,956,365	45,160,704
Other non-current assets		37,484,997	25,456,667	22,893,441	20,994,102
Total non-current assets		775,173,663	893,241,252	2,707,606,683	3,052,009,613
Total assets		29,374,515,058	24,114,481,258	28,142,392,384	22,479,170,283

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

Asian Property Development Public Company Limited, its subsidiaries and joint ventures
Statements of financial position (continued)
As at 31 December 2011 and 2010

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2011	2010	2011	2010
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions	17	3,629,354,071	1,633,647,721	3,429,354,071	1,633,647,721
Trade accounts payable	18	574,962,067	710,984,406	399,160,444	539,815,665
Accrued interest expenses - related parties	10	-	-	169,734,075	96,104,022
Short-term loans from related parties	10	-	-	1,508,990,000	1,241,800,000
Current portion of long-term loans	19	292,510,000	226,000,000	10,000	192,000,000
Current portion of debentures	20	2,000,000,000	2,000,000,000	2,000,000,000	2,000,000,000
Unearned revenue		2,299,871,906	1,857,163,966	1,329,989,825	984,323,536
Accrued expenses		685,583,986	611,576,195	536,722,603	496,790,711
Corporate income tax payable		418,402,191	292,080,311	303,899,617	175,543,635
Accrued interest expenses		98,400,759	87,715,000	98,248,327	87,715,000
Other current liabilities		67,371,809	89,466,596	29,289,288	53,963,817
Total current liabilities		10,066,456,789	7,508,634,195	9,805,398,250	7,501,704,107
Non-current liabilities					
Long-term loans - net of current portion	19	502,000,000	807,192,480	502,000,000	334,692,480
Debentures - net of current portion	20	7,800,000,000	6,000,000,000	7,800,000,000	6,000,000,000
Retention payable	21	312,992,256	284,573,889	216,942,012	206,246,875
Provision for long-term employee benefits	22	32,503,209	-	31,155,433	-
Total non-current liabilities		8,647,495,465	7,091,766,369	8,550,097,445	6,540,939,355
Total liabilities		18,713,952,254	14,600,400,564	18,355,495,695	14,042,643,462

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

Asian Property Development Public Company Limited, its subsidiaries and joint ventures
Statements of financial position (continued)
As at 31 December 2011 and 2010

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2011	2010	2011	2010
Shareholders' equity					
Share capital	23				
Registered					
2,859,949,729 ordinary shares of Baht 1 each					
(2010: 2,383,289,729 ordinary shares of Baht 1 each)		2,859,949,729	2,383,289,729	2,859,949,729	2,383,289,729
Issued and fully paid up					
2,821,983,158 ordinary shares of Baht 1 each					
(2010: 2,343,332,866 ordinary shares of Baht 1 each)		2,821,983,158	2,343,332,866	2,821,983,158	2,343,332,866
Share premium	24	32,510,360	17,447,200	32,510,360	17,447,200
Retained earnings					
Appropriated - statutory reserve	26	285,994,973	239,188,047	285,994,973	239,188,047
Unappropriated		7,492,708,586	6,903,170,550	6,559,378,646	5,760,112,597
Other components of shareholders' equity		26,964,382	10,554,046	87,029,552	76,446,111
Equity attributable to owners of the Company		10,660,161,459	9,513,692,709	9,786,896,689	8,436,526,821
Non-controlling interests of the subsidiaries		401,345	387,985	-	-
Total shareholders' equity		10,660,562,804	9,514,080,694	9,786,896,689	8,436,526,821
Total liabilities and shareholders' equity		29,374,515,058	24,114,481,258	28,142,392,384	22,479,170,283

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

Asian Property Development Public Company Limited, its subsidiaries and joint ventures
Statements of comprehensive income
For the years ended 31 December 2011 and 2010

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2011	2010	2011	2010
Profit or loss:					
Revenues					
Revenues from sales		13,541,107,048	13,692,041,308	10,542,800,214	10,372,881,067
Service income		97,433,109	148,221,887	1,521,439	150,567,206
Interest income		16,599,920	13,038,947	193,114,163	96,553,286
Dividend income	11, 12	5,817,165	-	882,817,007	467,651,272
Gain from sales of investments	12	3,679,608	106,145,652	9,506,502	118,659,418
Other income		52,753,709	76,483,052	46,174,285	57,860,688
Total revenues		<u>13,717,390,559</u>	<u>14,035,930,846</u>	<u>11,675,933,610</u>	<u>11,264,172,937</u>
Expenses	27				
Costs of sales		8,433,868,927	8,602,039,083	6,549,281,252	6,445,378,824
Selling expenses		1,277,927,811	949,857,082	1,014,092,201	704,092,871
Administrative expenses		1,417,380,161	1,175,402,993	1,065,609,082	882,965,563
Other expenses		2,407,219	8,781,280	337,333,099	8,657,978
Total expenses		<u>11,131,584,118</u>	<u>10,736,080,438</u>	<u>8,966,315,634</u>	<u>8,041,095,236</u>
Profit before share of profit from investment in associate, finance cost and corporate income tax		2,585,806,441	3,299,850,408	2,709,617,976	3,223,077,701
Share of profit from investment in associate		-	9,036,815	-	-
Profit before finance cost and corporate income tax		<u>2,585,806,441</u>	<u>3,308,887,223</u>	<u>2,709,617,976</u>	<u>3,223,077,701</u>
Finance cost		(190,504,514)	(102,597,544)	(388,450,304)	(186,254,452)
Profit before corporate income tax		<u>2,395,301,927</u>	<u>3,206,289,679</u>	<u>2,321,167,672</u>	<u>3,036,823,249</u>
Corporate income tax	28	(844,362,356)	(976,953,251)	(561,064,839)	(745,261,274)
Profit for the year		<u>1,550,939,571</u>	<u>2,229,336,428</u>	<u>1,760,102,833</u>	<u>2,291,561,975</u>
Other comprehensive income:					
Gain (loss) on change in value of investment		16,410,336	(23,057,713)	10,583,441	42,834,352
Other comprehensive income for the year		<u>16,410,336</u>	<u>(23,057,713)</u>	<u>10,583,441</u>	<u>42,834,352</u>
Total comprehensive income for the year		<u>1,567,349,907</u>	<u>2,206,278,715</u>	<u>1,770,686,274</u>	<u>2,334,396,327</u>

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

Asian Property Development Public Company Limited, its subsidiaries and joint ventures
Statements of comprehensive income (continued)
For the years ended 31 December 2011 and 2010

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2011	2010	2011	2010
Profit attributable to:					
Equity holders of the Company		1,550,926,083	2,227,658,875	1,760,102,833	2,291,561,975
Non-controlling interests of the subsidiaries		13,488	1,677,553		
Total		<u>1,550,939,571</u>	<u>2,229,336,428</u>		
Total comprehensive income attributable to:					
Equity holders of the Company		1,567,336,419	2,204,601,162	1,770,686,274	2,334,396,327
Non-controlling interests of the subsidiaries		13,488	1,677,553		
Total		<u>1,567,349,907</u>	<u>2,206,278,715</u>		
Earnings per share					
29					
Basic earnings per share					
Profit attributable to equity holders of the Company		0.551	0.794	0.625	0.816
Weighted average number of ordinary shares (Shares)		<u>2,816,749,956</u>	<u>2,807,121,120</u>	<u>2,816,749,956</u>	<u>2,807,121,120</u>
Diluted earnings per share					
Profit attributable to equity holders of the Company		0.547	0.788	0.620	0.810
Weighted average number of ordinary shares (Shares)		<u>2,837,590,020</u>	<u>2,828,585,629</u>	<u>2,837,590,020</u>	<u>2,828,585,629</u>

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

Asian Property Development Public Company Limited, its subsidiaries and joint ventures

Cash flow statements

For the years ended 31 December 2011 and 2010

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2011	2010	2011	2010
Cash flows from operating activities				
Profit before tax	2,395,301,927	3,206,289,679	2,321,167,672	3,036,823,249
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation	41,865,112	27,321,709	29,555,288	22,845,633
Amortisation	154,441,856	150,824,977	16,138,904	5,882,277
Allowance for doubtful accounts	2,241,988	121,504	-	231,504
Reversal of allowance for diminution in inventory value	-	(362,232)	-	-
Loss on disposals/write-off of assets	2,938,368	9,698,795	2,696,763	9,189,116
Decrease of allowance for impairment of fixed assets	-	(1,561,185)	-	(1,561,185)
Loss from impairment of deposits for land	2,000,000	-	-	-
Loss on diminution in investment value	-	-	337,333,100	-
Share of profit from investment in associate	-	(9,036,815)	-	-
Dividend income	(5,817,165)	-	(882,817,007)	(467,651,272)
Gain from sales of investments	(3,679,608)	(106,145,652)	(9,506,502)	(118,659,418)
Provision for long-term employee benefit	8,531,210	-	7,734,697	-
Write-off of withholding tax	-	309,591	-	-
Interest income	(16,599,920)	(13,038,947)	(193,114,163)	(96,553,286)
Interest expenses	158,412,804	77,787,784	362,079,638	166,485,401
Net income from operating activities before changes in operating assets and liabilities	2,739,636,572	3,342,209,208	1,991,268,390	2,557,032,019
Operating assets increase				
Trade and other receivables	(15,808,753)	(16,570,060)	(15,519,385)	(9,298,227)
Inventories	(4,794,149,497)	(3,882,431,961)	(3,816,978,217)	(3,022,587,748)
Other current assets	(30,330,594)	(388,566,814)	(193,716,234)	(225,987,973)
Other non-current assets	(1,803,180)	(4,807,034)	(1,899,339)	(4,281,514)
Operating liabilities increase (decrease)				
Trade accounts payable	(136,022,339)	221,532,648	(140,655,221)	144,916,301
Unearned revenue	442,707,940	(9,740,100)	345,666,289	(67,088,075)
Other current liabilities	51,907,403	226,818,720	15,257,363	195,008,542
Retention payable	28,418,367	20,405,643	10,695,137	26,524,696
Cash used in operating activities	(1,715,444,081)	(491,149,750)	(1,805,881,217)	(405,761,979)
Cash paid for interest expenses	(643,780,690)	(454,419,633)	(627,708,395)	(416,418,360)
Cash paid for corporate income tax	(731,356,791)	(1,085,273,684)	(432,708,857)	(895,474,663)
Refund of withholding tax deducted at source	-	150,166	-	-
Net cash used in operating activities	(3,090,581,562)	(2,030,692,901)	(2,866,298,469)	(1,717,655,002)

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

Asian Property Development Public Company Limited, its subsidiaries and joint ventures

Cash flow statements (continued)

For the years ended 31 December 2011 and 2010

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2011	2010	2011	2010
Cash flows from investing activities				
Decrease (increase) in restricted bank deposits	4,998,148	(598,434)	6,499,634	(9,176,691)
Cash received from short-term loans to related parties	-	-	2,205,641,270	2,568,087,000
Cash paid for short-term loans to related parties	-	-	(3,675,650,000)	(3,819,977,000)
Cash paid for investments in subsidiaries and joint ventures	-	(786,992,460)	(9,999,970)	(1,458,394,794)
Cash received from sales of investment in a subsidiary	-	25	-	49,999,995
Cash received from sales of investment in associate	-	24,007,598	-	24,007,598
Cash received from sales of long-term investments	13,732,682	239,510,800	13,732,682	239,510,800
Dividend received	3,878,111	2,401,945	880,877,953	467,651,272
Cash received from sales of assets	23,000,000	-	23,000,000	-
Cash paid for purchases of equipment	(69,047,099)	(48,673,794)	(31,698,570)	(30,619,949)
Cash paid for purchases of intangible assets	(1,696,565)	(45,953,546)	(980,565)	(45,953,546)
Cash received from interest	16,599,920	13,038,947	31,609,970	47,749,319
Increase (decrease) in non-controlling interests	30	(2,549,080)	-	-
Net cash used in investing activities	(8,534,773)	(605,807,999)	(556,967,596)	(1,967,115,996)
Cash flows from financing activities				
Increase in short-term loans from financial institutions	2,017,000,000	1,624,700,000	1,817,000,000	1,640,000,000
Cash received from short-term loans from related parties	-	-	1,305,700,000	1,189,700,000
Cash paid for short-term loans from related parties	-	-	(1,038,510,000)	(669,300,000)
Cash received from long-term loans	1,561,000,000	872,400,661	1,171,000,000	678,000,000
Repayment of long-term loans	(1,799,682,480)	(1,989,460,740)	(1,195,682,480)	(785,338,520)
Cash received from issuance of debentures	3,800,000,000	3,000,000,000	3,800,000,000	3,000,000,000
Cash paid for debentures	(2,000,000,000)	(1,500,000,000)	(2,000,000,000)	(1,500,000,000)
Cash received from issuance of ordinary share capital	24,971,850	26,170,800	24,971,850	26,170,800
Dividend payment	(421,867,520)	(747,052,661)	(421,867,520)	(747,052,661)
Dividend payment to non-controlling interests of subsidiaries	(158)	(3,037,670)	-	-
Net cash from financing activities	3,181,421,692	1,283,720,390	3,462,611,850	2,832,179,619
Net increase (decrease) in cash and cash equivalents	82,305,357	(1,352,780,510)	39,345,785	(852,591,379)
Cash and cash equivalents at beginning of year	355,414,731	1,708,195,241	245,798,858	1,098,390,237
Cash and cash equivalents at end of year (Note 7)	437,720,088	355,414,731	285,144,643	245,798,858
Supplemental cash flow information				
Non-cash transactions from investing activities				
Change in fair value of investment	16,410,336	(23,057,713)	10,583,441	42,834,352
Transfer equipment to intangible assets	9,554,000	-	2,954,000	-
Transfer inventories to investment properties	-	24,478,667	-	24,478,667
Non-cash transactions from financing activities				
Issuance of stock dividend	468,741,602	-	468,741,602	-

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

Asian Property Development Public Company Limited, its subsidiaries and joint ventures
Statements of changes in shareholders' equity
For the years ended 31 December 2011 and 2010

(Unit: Baht)

Consolidated financial statements

Equity attributable to owners of the Company

Note	Issued and paid-up share capital	Share premium (discount)	Retained earnings		Other components of equity - other comprehensive income Surplus on change in fair value of investment	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
			Appropriated-statutory reserve	Unappropriated				
Balance as at 31 December 2009	2,334,609,266	(853,106,060)	233,460,927	6,281,397,516	33,611,759	8,029,973,408	5,438,703	8,035,412,111
Ordinary shares issued during the year	24	8,723,600	17,447,200	-	-	26,170,800	-	26,170,800
Dividend paid	30	-	-	-	(747,052,661)	(747,052,661)	-	(747,052,661)
Unappropriated retained earnings transferred to statutory reserve	26	-	-	5,727,120	(5,727,120)	-	-	-
Offset share discount against retained earnings	25	-	853,106,060	-	(853,106,060)	-	-	-
Total comprehensive income for the year		-	-	2,227,658,875	(23,057,713)	2,204,601,162	1,677,553	2,206,278,715
Decrease in non-controlling interests		-	-	-	-	-	(3,690,601)	(3,690,601)
Decrease in non-controlling interests for dividend payment of subsidiaries		-	-	-	-	-	(3,037,670)	(3,037,670)
Balance as at 31 December 2010	2,343,332,866	17,447,200	239,188,047	6,903,170,550	10,554,046	9,513,692,709	387,985	9,514,080,694
Balance as at 31 December 2010	2,343,332,866	17,447,200	239,188,047	6,903,170,550	10,554,046	9,513,692,709	387,985	9,514,080,694
Cumulative effect of the change in accounting policy for employee benefits	3	-	-	-	(23,971,999)	(23,971,999)	-	(23,971,999)
Ordinary shares issued during the year	24	9,908,690	15,063,160	-	-	24,971,850	-	24,971,850
Dividend paid	30	468,741,602	-	-	(890,609,122)	(421,867,520)	-	(421,867,520)
Unappropriated retained earnings transferred to statutory reserve	26	-	-	46,806,926	(46,806,926)	-	-	-
Total comprehensive income for the year		-	-	1,550,926,083	16,410,336	1,567,336,419	13,488	1,567,349,907
Increase in non-controlling interests		-	-	-	-	-	30	30
Decrease in non-controlling interests for dividend payment of subsidiaries		-	-	-	-	-	(158)	(158)
Balance as at 31 December 2011	2,821,983,158	32,510,360	285,994,973	7,492,708,586	26,964,382	10,660,161,459	401,345	10,660,562,804

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

Asian Property Development Public Company Limited, its subsidiaries and joint ventures
Statements of changes in shareholders' equity (continued)
For the years ended 31 December 2011 and 2010

(Unit: Baht)

		Separate financial statements					
		Issued and paid up share capital	Share premium (discount)	Retained earnings		Other components of equity - other comprehensive income Surplus on change in fair value of investment	Total shareholders' equity
Note				Appropriated- statutory reserve	Unappropriated		
Balance as at 31 December 2009		2,334,609,266	(853,106,060)	233,460,927	5,074,436,463	33,611,759	6,823,012,355
Ordinary shares issued during the year	24	8,723,600	17,447,200	-	-	-	26,170,800
Dividend paid	30	-	-	-	(747,052,661)	-	(747,052,661)
Unappropriated retained earnings transferred							
to statutory reserve	26	-	-	5,727,120	(5,727,120)	-	-
Offset share discount against retained earnings	25	-	853,106,060	-	(853,106,060)	-	-
Total comprehensive income for the year		-	-	-	2,291,561,975	42,834,352	2,334,396,327
Balance as at 31 December 2010		2,343,332,866	17,447,200	239,188,047	5,760,112,597	76,446,111	8,436,526,821
Balance as at 31 December 2010		2,343,332,866	17,447,200	239,188,047	5,760,112,597	76,446,111	8,436,526,821
Cumulative effect of the change in accounting policy for							
employee benefits	3	-	-	-	(23,420,736)	-	(23,420,736)
Ordinary shares issued during the year	24	9,908,690	15,063,160	-	-	-	24,971,850
Dividend paid	30	468,741,602	-	-	(890,609,122)	-	(421,867,520)
Unappropriated retained earnings transferred	26	-	-	46,806,926	(46,806,926)	-	-
to statutory reserve							
Total comprehensive income for the year		-	-	-	1,760,102,833	10,583,441	1,770,686,274
Balance as at 31 December 2011		2,821,983,158	32,510,360	285,994,973	6,559,378,646	87,029,552	9,786,896,689

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

Notes to consolidated financial statements

Asian Property Development Public Company Limited, its subsidiaries and joint ventures

Notes to consolidated financial statements

For the years ended 31 December 2011 and 2010

1. General information

Asian Property Development Public Company Limited (“the Company”) is a public company, incorporated and domiciled in Thailand. The Company operates in Thailand and is principally engaged in real estate development. The registered office is at 170/57 18th floor, Ocean Tower I Building, Rajadapisek Road, Klongtoey, Bangkok.

2. Basis of preparation

2.1 The financial statements have been prepared in accordance with accounting standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 28 September 2011, issued under the Accounting Act B.E. 2543. The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Asian Property Development Public Company Limited (“the Company”) and the following subsidiary companies and joint ventures:

Company	Nature of business	Country of incorporation	Percentage of shareholding	
			2011	2010
<u>Subsidiaries</u>				
The Value Property Development Co., Ltd. and subsidiary	Rate estate development	Thailand	100	100
AP (Sathon) Co., Ltd. (change status to subsidiary in fourth quarter of 2010)	Rate estate development	Thailand	100	100
AP (Ratchada) Co., Ltd. (change status to subsidiary in fourth quarter of 2010)	Rate estate development	Thailand	100	100
Asian Property (Sukhumvit) Co., Ltd.	Rate estate development	Thailand	100	100
Asian Property (Krungthep) Co., Ltd.	Rate estate development	Thailand	100	100
Asian Property Co., Ltd. (company set up after amalgamation)	Rate estate development	Thailand	100	100
Thonglor Residence Co., Ltd. and subsidiary	Rate estate development	Thailand	100	100
Smart Service & Management Co., Ltd.	Service	Thailand	100	100
Bangkok CitiSmart Co., Ltd.	Service	Thailand	100	100
Asian Property (2011) Co., Ltd.	Rate estate development	Thailand	100	-

- b) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- c) The financial statements of the subsidiaries and joint ventures are prepared using the same significant accounting policies as the Company.
- d) Material balances and transactions between the Company, its subsidiaries and joint ventures have been eliminated from the consolidated financial statements.
- e) Investments in the subsidiaries as recorded in the Company's books of account are eliminated against the equity of subsidiaries.
- f) The premium of investment exceeds the fair value of net assets of subsidiaries and associate at the acquisition date is presented as goodwill or intangible asset under non-current assets in the consolidated statement of financial position.
- g) The consolidated financial statements included the proportion of the assets, liabilities, revenues and expenses of the joint ventures from the date of acquisition until the date that the joint ventures became the subsidiaries of the Company, as described in Note 11.
- h) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements, which present investments in subsidiaries under the cost method, have been prepared solely for the benefit of the public.

3. Adoption of new accounting standards during the year

During the current year, the Company adopted a number of revised and new accounting standards, issued by the Federation of Accounting Professions, as listed below.

Accounting standards:

TAS 1 (revised 2009)	Presentation of Financial Statements
TAS 2 (revised 2009)	Inventories
TAS 7 (revised 2009)	Statement of Cash Flows
TAS 8 (revised 2009)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2009)	Events after the Reporting Period
TAS 11 (revised 2009)	Construction Contracts
TAS 16 (revised 2009)	Property, Plant and Equipment
TAS 17 (revised 2009)	Leases
TAS 18 (revised 2009)	Revenue
TAS 19	Employee Benefits
TAS 23 (revised 2009)	Borrowing Costs
TAS 24 (revised 2009)	Related Party Disclosures
TAS 26	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2009)	Consolidated and Separate Financial Statements
TAS 28 (revised 2009)	Investments in Associates
TAS 29	Financial Reporting in Hyperinflationary Economies
TAS 31 (revised 2009)	Interests in Joint Ventures
TAS 33 (revised 2009)	Earnings per Share
TAS 34 (revised 2009)	Interim Financial Reporting
TAS 36 (revised 2009)	Impairment of Assets
TAS 37 (revised 2009)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2009)	Intangible Assets
TAS 40 (revised 2009)	Investment Property

Financial reporting standards:

TFRS 2	Share-Based Payment
TFRS 3 (revised 2009)	Business Combinations
TFRS 5 (revised 2009)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6	Exploration for and Evaluation of Mineral Resources

Financial Reporting Standard Interpretations:

TFRIC 15	Agreements for the Construction of Real Estate
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Accounting Standard Interpretations:

SIC 31	Revenue-Barter Transactions Involving Advertising Services
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These accounting standards do not have any significant impact on the financial statements, except for the following accounting standards.

TAS 19 Employee Benefits

This accounting standard requires employee benefits to be recognised as expense in the period in which the service is performed by the employee. In particular, an entity has to evaluate and make a provision for post-employment benefit using actuarial techniques. Currently, the Company accounts for such employee benefits when they are incurred.

The Company and its subsidiaries have changed this accounting policy in the current year and recognise the liability in the transition period through an adjustment to the beginning balance of retained earnings in the current year. The change has the cumulative effect of decreasing the beginning balance of retained earnings in the current year of the Company and its subsidiaries by Baht 24 million (the Company only: decreasing by Baht 23 million), and decreasing the profit of the Company and its subsidiaries for the year 2011 by Baht 9 million (Baht 0.0030 per share) (the Company only: decreasing the profit by Baht 8 million (Baht 0.0027 per share)). The cumulative effect of the change in the accounting policy has been separately presented in the statements of changes in shareholders' equity.

4. New accounting standards issued during the years not yet effective

The Federation of Accounting Professions issued the following new/revised accounting standards that are effective for fiscal years beginning on or after 1 January 2013.

Accounting standards:

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

Accounting Standard Interpretations:

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

The Company's management believes that these accounting standards will not have any significant impact on the financial statements for the year when they are initially applied, except for TAS 12 Income Taxes. This accounting standard requires an entity to identify temporary differences, which are differences between the carrying amount of an asset or liability in the accounting records and its tax base, and to recognize deferred tax assets and liabilities under the stipulated guidelines.

At present, the management is evaluating the impact on the financial statements in the year when this standard is adopted.

5. Significant accounting policies

5.1 Revenue recognition

Revenue from sales of real estate

Revenues from sales of land and houses/condominium units/land are recognised when the ownership has been transferred to buyer. Revenues are the contract value which ownership is transferred to buyer.

Construction income

Revenue from construction contract works is recognised as income, excluding value added tax, on the basis of percentage of completion which is estimated by project engineers.

Provision for anticipated loss from construction contracts will be made in the accounts as soon as the possibility of such loss is ascertained.

Construction income represents revenue from service rendered by a subsidiary to the group, which has been eliminated from the consolidated financial statements.

Rendering of services

Service revenue is recognised when services have been rendered taking into account the stage of completion.

Interest income

Interest income is recognised on an accrual basis based on the effective interest rate.

Dividends

Dividends are recognised when the right to receive the dividends is established.

5.2 Cost of sales of real estate

Cost of sales of land and houses/condominium units

Cost of sales of land and houses/condominium units is determined based on the anticipated total development costs (after considering the actual costs incurred to date) attributed to units already sold on the basis of the salable value and area, and is recognised as cost of sales in accordance with the revenue recognition.

Cost of land

Cost of land is recognised as cost of sales in accordance with the revenue recognition.

Cost of construction

Cost of construction comprises the costs of materials, labour, subcontractors' charges, other services and overheads, which are recognised on the percentage of completion method.

Cost of construction represents cost on construction projects of a subsidiary providing to the group, which has been eliminated from the consolidated financial statements.

5.3 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

5.4 Trade accounts receivable

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experiences and analysis of debt aging.

5.5 Inventories

Inventories are valued at the lower of cost and net realisable value. Cost of inventories is calculated as detailed below.

Land

Land is valued at cost on a weighted average method (calculated separately for each project) and is recognised as cost in accordance with the revenue recognition.

Deferred interest

Interest expenses relating to project development are recorded as deferred interest, with capitalisation ceasing when the ownership is transferred to buyer. Such deferred interest is recorded as a part of inventories and is recognised as cost of sales in accordance with the average revenue recognition (calculated separately for each project).

Infrastructure

The costs of construction for infrastructure like road, electricity system, water supply system and others are recorded as a part of inventories and are recognised as cost of sales in accordance with the revenue recognition.

Deferred project development costs

Preparation costs and project development costs before sales are recorded as a part of inventories and are recognised as cost of sales in accordance with the revenue recognition.

5.6 Investments

- a) Investments in securities held for trading are stated at fair value. Changes in the fair value of these securities are recorded as gain or losses in the profit or loss.
- b) Investments in available-for-sale securities are stated at fair value. Change in the fair value of these securities are recorded as a separate item in shareholders' equity, and will be recorded in profit or loss when the securities are sold.
- c) Investments in debt securities, both due within one year and expected to be held to maturity, are recorded at amortised cost. The premium/discount on debt securities is amortised/accreted by the effective rate method with the amortised/accreted amount presented as an adjustment to the interest income.
- d) Investments in non-marketable equity securities, which the Company classifies as other investments, are stated at cost net of allowance for loss on diminution in value (if any).
- e) Investments in subsidiaries are accounted for in the separate financial statements using the cost method.

The fair value of marketable securities is based on the latest bid price of the last working day of the year. The fair value of debt instruments is determined based on yield rates quoted by the Thai Bond Market Association. The fair value of unit trusts is determined from their net asset value.

The weighted average method is used for computation of the cost of investments.

In the event the Company reclassifies investments from one type to another, such investments will be readjusted to their fair value as at the reclassification date. The differences between the carrying amount of the investments and the fair value on the date of reclassification are recorded in profit or loss or recorded as surplus (deficit) from changes in the value of investments in shareholders' equity, depending on the type of investment which is reclassified.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised as income or expenses in profit or loss.

5.7 Investment properties

Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 20 years. Depreciation of the investment properties is included in determining income.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

5.8 Property, plant and equipment and depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of plant and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives.

Land improvement	-	5	years
Buildings and constructions	-	20	years
Club houses, swimming pool and play ground	-	20	years
Sample houses and sales office	-	5	years
Furniture, fixtures and office equipment	-	5	years
Motor vehicles	-	5	years
Mold	-	3	years
Other fixed assets	-	5	years

Depreciation is included in determining income. No depreciation is provided on land and assets under installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss when the asset is derecognised.

5.9 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

5.10 Intangible assets

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

	Useful lives
Premium on project value	Transferred value of the project
Computer software	3 and 5 years

5.11 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Company's cash-generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

5.12 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated companies and individuals which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors and officers with authority in the planning and direction of the Company's operations.

5.13 Operating leases

Leases, which a significant portion of the risks and rewards of ownership are not transferred to the lessee, are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the lease period. When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which termination takes place.

5.14 Impairment of assets

At the end of each reporting period, the Company performs impairment reviews in respect of the property, plant and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Company also carries out annual impairment reviews in respect of goodwill. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Company could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Company estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss.

5.15 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund and provident fund are recognised as expenses when incurred.

The Company issued warrants to purchase the ordinary shares to employees of the Company and its subsidiaries.

The transactions will be recorded in the financial statements when the warrants are exercised.

Post-employment benefits

Defined contribution plans

The Company and its subsidiaries and employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company and its subsidiaries. The fund's assets are held in a separate trust fund and the Company's and its subsidiaries' contributions are recognised as expenses when incurred.

Defined benefit plans

The Company and its subsidiaries have obligations in respect of the severance payments they must make to employees upon retirement under labor law. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in profit or loss.

For the first-time adoption of TAS 19 Employee Benefits, the Company elected to recognise the transitional liability, which exceeds the liability that would have been recognised at the same date under the previous accounting policy, through an adjustment to the beginning balance of retained earnings in the current year.

5.16 Provisions

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

5.17 Income tax

Income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

6. Significant accounting judgments and estimates

The preparation of financial statements in conformity with generally accepted accounting principles at times requires management to make subjective judgments and estimates regarding matters that are inherently uncertain. These judgments and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgments and estimates are as follows:

Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgement regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgment and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

Impairment of equity investments

The Company treats available-for-sale investments and other investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgment of the management.

Property plant and equipment and depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the Company's plant and equipment and to review estimate useful lives and residual, values when there are any changes.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying cost. This requires judgments regarding forecast of future revenues and expenses relating to the assets subject to the review.

Goodwill and intangible assets

The initial recognition and measurement of goodwill and intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Litigation

The Company has contingent liabilities as a result of litigation. The Company's management has used judgment to assess of the results of the litigation and believes that no loss will result. Therefore, no contingent liabilities are recorded as at the end of reporting period.

7. Cash and cash equivalents

Cash and cash equivalents as at 31 December 2011 and 2010 consisted of the following:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2011	2010	2011	2010
Cash	56,852	212,496	51,168	191,092
Deposits at banks	405,232	171,462	251,206	77,616
TMB Treasury Money Fund	-	819	-	819
Total	462,084	384,777	302,374	269,527
Less: Restricted bank deposits	(24,364)	(29,362)	(17,229)	(23,728)
Cash and cash equivalents	437,720	355,415	285,145	245,799

As at 31 December 2011, bank deposits in saving accounts carried interest between 0.75% to 2.25% per annum (2010: bank deposits in saving accounts and TMB Treasury Money Fund carried interest at 0.25% per annum).

The above restricted bank deposits are bank deposits that the Company and its subsidiaries have placed with banks to secure letters of guarantee issued by the banks on behalf of the Company and its subsidiaries.

8. Trade and other receivables

As at 31 December 2011 and 2010, the outstanding balances of trade and other receivables were unrelated parties, as detailed below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2011	2010	2011	2010
Trade receivables				
<u>Aged on the basis of due dates</u>				
Not yet due	3,636	2,852	-	-
Past due				
Up to 12 months	4,158	5,517	-	-
Over 12 months	18,817	16,958	16,479	16,479
Total trade receivables	26,611	25,327	16,479	16,479
Less: Allowance for doubtful accounts	(18,721)	(16,479)	(16,479)	(16,479)
Trade receivables - net	7,890	8,848	-	-
Other receivables	60,841	46,316	50,304	34,784
Trade and other receivables - net	68,731	55,164	50,304	34,784

9. Inventories

(Unit: Thousand Baht)

Consolidated financial statements

	Cost		Reduce cost to net realisable value		Inventories - net	
	2011	2010	2011	2010	2011	2010
Land	17,330,118	14,564,279	(29,151)	(29,151)	17,300,967	14,535,128
Land improvement	542,901	491,311	-	-	542,901	491,311
Work in progress	5,921,822	4,136,260	(428)	(428)	5,921,394	4,135,832
Infrastructures	1,329,842	1,085,013	-	-	1,329,842	1,085,013
Deferred interest expenses	854,601	627,751	(118,369)	(118,369)	736,232	509,382
Deferred project development costs	780,522	590,516	-	-	780,522	590,516
Construction materials	4,233	-	-	-	4,233	-
Total	26,764,039	21,495,130	(147,948)	(147,948)	26,616,091	21,347,182

(Unit: Thousand Baht)

Separate financial statements

	Cost		Reduce cost to net realisable value		realisable value	
	2011	2010	2011	2010	2011	2010
Land	13,308,017	10,491,824	(10,259)	(10,259)	13,297,758	10,481,565
Land improvement	453,517	446,450	-	-	453,517	446,450
Work in progress	3,817,766	3,025,134	-	-	3,817,766	3,025,134
Infrastructures	1,197,954	1,001,072	-	-	1,197,954	1,001,072
Deferred interest expenses	587,438	431,102	-	-	587,438	431,102
Deferred project development costs	569,351	392,984	-	-	569,351	392,984
Total	19,934,043	15,788,566	(10,259)	(10,259)	19,923,784	15,778,307

Details of the Company's and subsidiaries' projects on hand are as follows:

	Consolidated financial statements		Separate financial statements	
	2011	2010	2011	2010
Number of projects on hand at beginning of year	41	35	30	25
Completed projects	(7)	(12)	(7)	(10)
New projects	17	18	14	15
Projects on hand at end of year	51	41	37	30
Total contracted sales (Million Baht)	49,914	44,111	31,759	29,127
Percentage of total sales of projects on hand	95.71	92.02	94.58	89.72

The Company and its subsidiaries have mortgaged their land, with total net book value as at 31 December 2011 of Baht 16,041 million (the Company only: Baht 12,840 million), with banks as collateral for overdrafts and loans from those banks, as described in Note 17 and 19.

During the years, the Company and its subsidiaries included borrowing costs in cost of inventories. These were determined by applying a capitalisation rate which is the weighted average of the financial charges on total borrowings as follows:

	Consolidated financial statements		Separate financial statements	
	2011	2010	2011	2010
Borrowing costs included in cost of inventories (Thousand Baht)	474,751	375,239	328,485	306,596
Capitalisation rate (Percent per annum)	4.48 - 7.25	4.25 - 6.00	4.48 - 5.75	4.25 - 5.24

10. Related party transactions

During the years, the Company, its subsidiaries and joint ventures 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 bases agreed upon between the Company and those related parties.

	For the years ended 31 December				(Unit: Thousand Baht)
	Consolidated financial statements		Separate financial statements		Transfer pricing policy
	2011	2010	2011	2010	
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Sales	-	-	-	30,630	At the contractual price
Service income	-	-	-	26,700	At the contractual price
Guarantee income	-	-	8,453	1,931	At the rate of 1% of the average of outstanding guarantee balance
Interest income	-	-	178,217	85,824	Interest at rate of 6.12 - 7.25% per annum (2010: 5.85 - 6.00% per annum)
Construction cost	-	-	160,283	-	At the contractual price
Purchases of land	-	-	12,142	27,000	At the contractual price
Other expenses	-	-	34,128	15,607	Agreed prices
Interest expenses	-	-	94,432	51,588	Interest at rate of 6.12 - 7.25% per annum (2010: 5.85 - 6.00% per annum)
<u>Transactions with joint ventures</u>					
Service income	-	59,480	-	121,387	At the contractual price
<u>Transactions with associate's subsidiary</u>					
Purchases of construction materials	-	20,344	-	18,819	Comparable price with third parties
<u>Transactions with related companies</u>					
Purchases of construction materials	21,967	6,352	20,785	6,102	Comparable price with third parties

As at 31 December 2011 and 2010, the balances of the accounts between the Company and those related parties are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2011	2010	2011	2010
Interest receivable - related parties				
<u>Subsidiaries</u>				
The Value Property Development Co., Ltd.	-	-	153,529	45,227
Asian Property (Sukhumvit) Co., Ltd.	-	-	80,931	34,319
AP (Sathon) Co., Ltd.	-	-	6,039	333
Asian Property (2011) Co., Ltd.	-	-	2,410	-
Thonglor Residence Co., Ltd.	-	-	1,989	201
Smart Service & Management Co., Ltd.	-	-	206	765
Asia Property (Krungthep) Co., Ltd.	-	-	76	-
AP (Ratchada) Co., Ltd.	-	-	-	2,831
Total interest receivable - related parties	-	-	245,180	83,676
Trade accounts payable - related parties (Note 18)				
<u>Subsidiaries</u>				
The Value Property Development Co., Ltd.	-	-	28,856	-
Signature Advisory Partners Ltd.	-	-	13,975	-
<u>Related company (related by common directors)</u>				
PCM Construction Material Co., Ltd.	1,286	2,387	1,286	2,181
Total trade accounts payable - related parties	1,286	2,387	44,117	2,181
Interest payable - related parties				
<u>Subsidiaries</u>				
Asian Property Co., Ltd.	-	-	145,745	93,097
AP (Ratchada) Co., Ltd.	-	-	23,989	142
Asian Property (Krungthep) Co., Ltd.	-	-	-	2,865
Total interest payable - related parties	-	-	169,734	96,104
Retention payable - related party (Note 21)				
<u>Related party (related by common directors)</u>				
Pre-Built Plc.	937	921	937	921
Total retention payable - related party	937	921	937	921

The balances of loans between the Company and those related parties as at 31 December 2011 and 2010, and the movements of are as follows:

Short-term loans to related parties

(Unit: Thousand Baht)

Company name	Separate financial statements			
	Balance as at	During the year		Balance as at
	31 December 2010	Additional granting	Receiving	31 December 2011
<u>Subsidiaries</u>				
The Value Property Development Co., Ltd.	1,511,877	1,693,500	(1,142,377)	2,063,000
AP (Sathon) Co., Ltd.	17,800	1,093,000	(537,000)	573,800
Asian Property (Sukhumvit) Co., Ltd.	588,064	446,000	(487,064)	547,000
Asia Property (2011) Co., Ltd.	-	367,650	-	367,650
Thonglor Residence Co., LTd.	17,000	22,000	(12,200)	26,800
Smart Service & Management Co., Ltd.	31,000	9,500	(14,000)	26,500
Asian Property (Krungthep) Co., Ltd.	-	44,000	(13,000)	31,000
Total short-term loans to related parties	2,165,741	3,675,650	(2,205,641)	3,635,750

Short-term loans from related parties

(Unit: Thousand Baht)

Company name	Separate financial statements			Balance as at 31 December 2011
	Balance as at	During the year		
	31 December 2010	Additional borrowing	Repayment	
Subsidiaries				
Asian Property Co., Ltd.	827,400	72,000	(48,000)	851,400
AP (Ratchada) Co., Ltd.	360,000	1,116,000	(818,410)	657,590
Asian Property (Krungthep) Co., Ltd.	54,400	117,700	(172,100)	-
Total short-term loans to related parties	1,241,800	1,305,700	(1,038,510)	1,508,990

The above loans to and loans from related parties are in the form of promissory notes, which are uncollateralised and due at call.

Directors' and management's remuneration

During the years ended 31 December 2011 and 2010, the Company and its subsidiaries had employee benefit payable to their directors and management as below.

(Unit: Thousand Baht)

	<u>Consolidated and separate financial statements</u>	
	<u>2011</u>	<u>2010</u>
Short-term employee benefits	92,181	79,636
Post-employment benefits	4,761	-
Total	<u>96,942</u>	<u>79,636</u>

Guarantee obligations with related parties

The Company had outstanding guarantee obligations with its related parties, as described in Note 33.3 to the financial statements.

11. Investments in subsidiaries

(Unit: Baht)

Separate financial statements

Company name	Nature of business	Paid-up		Percentage of		Investment value		Allowance for loss		Investments in		Dividend received	
		share capital		shareholding		under cost method		on diminution in		subsidiaries - net		for the years ended	
		2011	2010	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
				Percent	Percent								
AP (Sathon) Co., Ltd.	Real estate development	589,238	589,238	100	100	643,511	643,511	-	-	643,511	643,511	-	-
AP (Ratchada) Co., Ltd.	Real estate development	430,000	430,000	100	100	839,045	839,045	(337,333)	-	501,712	839,045	817,000	-
The Value Property Development Co., Ltd.	Real estate development	500,000	500,000	100	100	500,000	500,000	-	-	500,000	500,000	-	-
Asian Property Co., Ltd. (company set up after amalgamation)	Real estate development	895,834	895,834	100	100	407,103	407,103	-	-	407,103	407,103	-	197,080
Asian Property (Krungthep) Co., Ltd.	Real estate development	300,000	300,000	100	100	294,016	294,016	-	-	294,016	294,016	60,000	102,000
Thonglor Residence Co., Ltd. and its subsidiary	Real estate development	10,000	10,000	100	100	10,000	10,000	-	-	10,000	10,000	-	-
Asian Property (Sukhumvit) Co., Ltd.	Real estate development	10,000	10,000	100	100	10,000	10,000	-	-	10,000	10,000	-	-
Asian Property (2011) Co., Ltd.	Real estate development	10,000	-	100	-	10,000	-	-	-	10,000	-	-	-
Bangkok CitiSmart Co., Ltd.	Service	4,000	4,000	100	100	4,142	4,142	-	-	4,142	4,142	-	9,002
Smart Service & Management Co., Ltd.	Service	5,000	5,000	100	100	4,900	4,900	(4,900)	(4,900)	-	-	-	-
Asian Property Co., Ltd. and its subsidiary	Real estate development	-	-	-	-	-	-	-	-	-	-	-	24,960
Asian Property (Ratchavipa) Co., Ltd.	Real estate development	-	-	-	-	-	-	-	-	-	-	-	12,211
Asian Property (Ladphrao) Co., Ltd.	Real estate development	-	-	-	-	-	-	-	-	-	-	-	10,000
Trillion Development Co., Ltd.	Real estate development	-	-	-	-	-	-	-	-	-	-	-	60,000
Asian Property (Sathorn) Co., Ltd.	Real estate development	-	-	-	-	-	-	-	-	-	-	-	49,997
Total investments in subsidiaries						2,722,717	2,712,717	(342,233)	(4,900)	2,380,484	2,707,817	877,000	465,250

11.1 Investments in ordinary shares of subsidiaries

(Unit: Thousand Baht)							
Company name	Nature of business	Paid-up		Cost of investment		Investment value under equity method	
		share capital	Percentage of shareholding	2011	2010	2011	2010
			Percent				
Investment of The Value Property Development Co., Ltd.							
SQE Construction Co., Ltd.	Construction	50,000	100	50,000	50,000	45,209	46,310
Investment of Thonglor Residence Co., Ltd.							
Signature Advisory Partners Ltd.	Real estate development	1,000	100	1,100	1,100	3,481	3,858

11.2 Changes in investments in subsidiaries

- a) On 12 January 2010, the meeting of the Board of Directors of AP (Ratchada) Company Limited passed a resolution to call for additional share subscription payment at 28.58% of the increased Baht 350 million registered capital, or a total of Baht 100 million. The Company paid for its proportionate investment of approximately Baht 51 million.

On 13 September 2010, the meeting of the Company's Board of Directors passed a resolution to purchase 36.015 million ordinary shares of AP (Ratchada) Company Limited from AREPDF Evergreen RAT Limited at the price of Baht 13.5777 each, or a total of Baht 489 million

On 1 October 2010, the Company purchased the aforesaid shares. As a result, the Company's shareholding in that company increased from 51.00% to 99.99% and that company changed its status from the joint venture to the subsidiary of the Company.

- b) On 12 January 2010, the meeting of the Board of Directors of AP (Sathon) Company Limited passed a resolution to call for additional share subscription payment at 12.29% of the increased Baht 570 million registered capital or a total of Baht 70 million. The Company paid for its proportionate investment of approximately Baht 36 million.

On 13 September 2010, the meeting of the Company's Board of Directors passed a resolution to purchase 31.85 million ordinary shares of AP (Sathon) Company Limited from AREPDF Evergreen SAT Limited at the price of Baht 10.7692 each, or a total of Baht 343 million

On 1 October 2010, the Company purchased the aforesaid shares. As a result, the Company's shareholding in that company increased from 51.00% to 99.99% and that company changed its status from the joint venture to the subsidiary of the Company.

c) Purchase of investment in subsidiary

As described in Note 11.2(a) and 11.2(b), the Company acquired all investments in AP (Ratchada) Co., Ltd. and AP (Sathon) Co., Ltd. from the existing shareholders of both companies, and those companies become the subsidiaries of the Company. The carrying amounts of their assets and liabilities at the acquisition date were as follows:

(Unit: Thousand Baht)

Cash and cash equivalents	46,149
Inventories	1,388,380
Deposits for construction materials	46,900
Other current assets	15,567
Equipment	522
Other non-current assets	164
Trade accounts payable	(22,552)
Unearned revenue	(354,734)
Other current liabilities	(3,964)
Long-term loans	(723,545)
Other non-current liabilities	<u>(13,094)</u>
Net assets	379,793
Add: Premium on project value	<u>452,207</u>
Cash payment for purchase of investments	832,000
Less: Cash and cash equivalents of subsidiaries	<u>(46,149)</u>
Net cash paid for acquisition of subsidiaries	<u><u>785,851</u></u>

- d) On 17 March 2010, the meeting of the Board of Directors of Asian Property (Ladphrao) Company Limited approved to sell 348 ordinary shares of Asian Property (Ratchavipa) Company Limited to the Company at the price of Baht 43.07 each, or a total of Baht 14,988.
- e) On 17 March 2010, the meeting of the Board of Directors of Asian Property (Krungthep) Company Limited approved to sell 348 ordinary shares of Asian Property (Ratchavipa) Company Limited to the Company at the price of Baht 43.07 each, or a total of Baht 14,988.
- f) On 17 March 2010, the meeting of the Board of Directors of Asian Property Company Limited approved to sell 9,994 ordinary shares of Asian Property Holding Company Limited to the Company at the price of Baht 12 each, or a total of Baht 119,928.
- g) On 29 June 2010, the meeting of the Company's Board of Directors approved to purchase 99,958 ordinary shares of Bangkok CitiSmart Company Limited from the existing shareholder at the price of Baht 11.42 each, or a total approximately Baht 1 million. As the result, the Company's shareholding in that company increased from 75% to 100%.

- h) On 29 June 2010, the meeting of the Company's Board of Directors passed a resolution to establish SQE Construction Company Limited. It has registered capital of Baht 50 million, comprising 5 million ordinary shares of Baht 10 each and the Company holds 99.99% interest. This company registered its establishment with the Ministry of Commerce on 9 July 2010.

On 20 October 2010, the meeting of the Company's Board of Directors passed a resolution to sell 4,999,997 ordinary shares of SQE Construction Company Limited to The Value Property Development Company Limited at the price of Baht 10 each, or a total of Baht 49,999,970. The Company transferred the aforesaid shares to The Value Property Development Company Limited on 1 November 2010.

11.3 Changes in share capital

- a) On 13 April 2010, the Extraordinary General Meeting of the shareholders of Asian Property (Sathon) Company Limited approved to amend the Memorandum of Association to adjust par value of share from Baht 100 per share to Baht 10 per share, or the registered share capital of Baht 10 million (1 million ordinary shares of Baht 10 each). The subsidiary amended the Memorandum of Association to adjust the par value of share with the Ministry of Commerce on 19 April 2010.
- b) On 13 April 2010, the Extraordinary General Meeting of the shareholders of Asian Property (Ratchavipa) Company Limited passed the following resolutions.

- 1) Approved to increase the subsidiary's registered share capital by Baht 49 (7 ordinary shares of Baht 7 each) from Baht 85,733,851 (12,247,693 ordinary shares of Baht 7 each) to Baht 85,733,900 (12,247,700 ordinary shares of Baht 7 each) and amend the Memorandum of Association.
- 2) Approved to amend the Memorandum of Association to adjust par value of share from Baht 7 per share to Baht 10 per share, or the registered share capital of Baht 85,733,900 (8,573,390 ordinary shares of Baht 10 each).

The subsidiary registered the share capital increase and the amendment of the Memorandum of Association with the Ministry of Commerce on 19 April 2010.

- c) On 19 October 2010, the Extraordinary General Meeting of the shareholders of AP (Ratchada) Company Limited approved to decrease the subsidiary's registered share capital by Baht 305 million (30.5 million ordinary shares of Baht 10 each) from Baht 735 million (73.5 million ordinary shares of Baht 10 each) to Baht 430 million (43 million ordinary shares of Baht 10 each) and amend the Memorandum of Association. The subsidiary registered the share capital decrease with the Ministry of Commerce on 19 November 2010.
- d) On 25 November 2010, the Extraordinary General Meeting of the shareholders of The Value Property Development Company Limited approved to increase the subsidiary's registered share capital by Baht 480 million (48 million ordinary shares of Baht 10 each) from Baht 20 million (2 million ordinary shares of Baht 10 each) to Baht 500 million (50 million ordinary shares of Baht 10 each). The subsidiary registered the share capital increase with the Ministry of Commerce on 26 November 2010.

11.4 Amalgamation

On 23 April 2010, the Annual General Meeting of the shareholders of the Company's subsidiaries approved the amalgamation of the following subsidiaries.

1. Asian Property (Ratchavipa) Company Limited
2. Asian Property (Sathon) Company Limited
3. Asian Property (Ladphrao) Company Limited
4. Asian Property Company Limited
5. Asian Property Holding Company Limited
6. Trillion Development Company Limited

On 30 June 2010, the above subsidiaries registered their amalgamation with the Ministry of Commerce under the new company name of "Asian Property Company Limited". These subsidiaries were therefore dissolved on that date and the merged company has assumed all assets, liabilities, rights, duties, and obligations of both companies by law. The transferred assets and liabilities are based on the net book value of 30 June 2010.

The above amalgamation involved the allocation of shares of the new company to the shareholders of the amalgamated companies, with the number of shares allocated equal to the total number of shares in issue of the six companies, which equal to 63,583,390 ordinary shares with a par value of Baht 10 each and 26,000,000 preference shares with a par value of Baht 10 each. The allocation ratio is 1 share in the new company for each share of the old subsidiary companies.

11.5 Establishment of new company

On 10 November 2011, the meeting of the Company's Board of Directors passed a resolution to establish Asian Property (2011) Company Limited. It has registered capital of Baht 10 million, comprising 1 million ordinary shares of Baht 10 each and the Company holds 99.99% interest. This company registered its establishment with the Ministry of Commerce on 28 November 2011.

12. Other long-term investments

(Unit: Thousand Baht)

	Percentage of shareholding		Consolidated financial statements		Separate financial statements	
	2011	2010	2011	2010	2011	2010
	Percent	Percent				
Cost						
Investments in related companies						
Pre-Built Plc.	18.01	19.96	107,890	116,004	47,824	50,112
Investment in other company						
Asia Recovery Property Fund 1	-	-	25	25	-	-
Total			107,915	116,029	47,824	50,112
Add: Revaluation surplus from changes in value of investments			26,964	10,554	87,030	76,446
Fair value			134,879	126,583	134,854	126,558

On 6 February 2010, the major shareholders of Quality Construction Products Plc., which included Asian Property Development Plc., Quality Houses Plc. and Land and Houses Plc., entered into a memorandum of understanding ("MOU") with respect to the sale of a total of 204 million shares, representing 51 percent of all issued shares of Quality Construction Products Plc., to SCG Building Materials Co., Ltd., (which is 100% owned by Siam Cement Plc.). The Company sold its 14.97% shareholding or 59,877,700 shares it held in this company, at the price of Baht 4 each, or a total of approximately Baht 240 million.

On 23 February 2010, Asian Property Development Plc., Quality Houses Plc. and Land and Houses Plc. entered into the share purchase agreement. The Company had transferred the aforesaid shares to SCG Building Materials Co., Ltd. on 24 February 2010, and incurred gain from sales of investment of approximately Baht 104 million, which was included in the statement of comprehensive income for the year ended 31 December 2010.

On 12 October 2010, the Company reclassified the investment in Pre-Built Plc. from investment in associate to other long-term investment since the Company has not had any significant influence over the associate company. Fair value of investment at the reclassification date was approximately Baht 125 million, whilst the book value in the consolidated and separate financial statements was approximately Baht 116 million and Baht 50 million, respectively. The differences were recorded in "Surplus on changes in fair value of investment" in the statements of changes in the shareholders' equity.

On 26 April 2011, the Annual General Meeting of the shareholders of Pre-Built Plc. passed a resolution to approve payment of dividend to its shareholders. The dividends were paid by cash at the rate of Baht 0.1 per share and by ordinary share at a rate of 20 existing shares per 1 stock dividend, or equivalent to Baht 0.05 per share. The Company received dividends of Baht 4 million (2010: Baht 2 million) and 1.9 million ordinary shares on 23 May 2011.

During 2011, the Company sold 3.5 million ordinary shares (2010: 7.7 million ordinary shares) of Pre-built Plc., or a total of approximately Baht 14 million (2010: Baht 24 million). The Company recognised gain from sales of investments of approximately Baht 4 million in the consolidated financial statement (the Company only: Baht 10 million) (2010: Baht 2 million in the consolidated financial statement and Baht 14 million in separate financial statement).

13. Land and cost of project held for development

Land and cost of project held for development as at 31 December 2011 and 2010 consisted of the following:

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Allowance for impairment loss		Land and cost of project held for development - net	
	2011	2010	2011	2010	2011	2010
Land	128,620	128,620	(31,820)	(31,820)	96,800	96,800
Land improvement	1,599	1,599	-	-	1,599	1,599
Infrastructure	3,477	3,477	-	-	3,477	3,477
Deferred interest expenses	96,334	96,334	(96,334)	(96,334)	-	-
Deferred expenses	530	530	-	-	530	530
Total	230,560	230,560	(128,154)	(128,154)	102,406	102,406

14. Investment properties

The net book value of investment properties, representing condominium units for rent, as at 31 December 2011 and 2010 is presented below.

(Unit: Thousand Baht)

	Consolidated and separate financial statements	
	2011	2010
Cost	24,478	24,478
Less: Accumulated depreciation	(1,636)	(412)
Net book value	22,842	24,066

A reconciliation of the net book value of investment properties for the years 2011 and 2010 is presented below.

(Unit: Thousand Baht)

	Consolidated and separate financial statements	
	2011	2010
Net book value at beginning of year	24,066	24,478
Depreciation charged during the year	(1,224)	(412)
Net book value at end of year	22,842	24,066

The fair value of the investment properties as at 31 December 2011 is approximately Baht 85 million. The fair value has been determined based on comparable market price by referring to the purchase-sale information and the comparable transactions of the assets bought-sold during the same period, taking into account the location, size and shape of land, type and condition of the assets.

The Company has pledged its investment properties amounting to approximately Baht 1 million (2010: Baht 1 million) as collateral against credit facilities received from the financial institutions.

15. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements									
	Land and improvement	Buildings and constructions	Club houses, swimming pool and play ground	Sample houses and sales office	Furniture, fixtures and equipment	Vehicles	Mold	Other fixed assets	Assets under installation	Total
Cost										
1 January 2010	55,801	4,085	42,473	5,141	97,185	1,505	-	26,184	9,068	241,442
Additions	-	-	-	-	19,386	-	-	11,815	17,472	48,673
Increase from acquisition of subsidiaries	-	-	-	-	685	-	-	58	-	743
Write-off	-	-	-	(4,553)	(5,780)	(23)	-	(1,312)	-	(11,668)
Transfer in (out)	-	-	-	-	17,890	-	-	-	(17,890)	-
31 December 2010	55,801	4,085	42,473	588	129,366	1,482	-	36,745	8,650	279,190
Additions	-	-	-	-	18,710	978	27,340	8,666	13,353	69,047
Write-off	(32,894)	-	-	-	(1,127)	-	-	(395)	(1,498)	(35,914)
Transfer to intangible assets	-	-	-	-	-	-	-	-	(9,554)	(9,554)
Transfer in (out)	-	-	-	-	362	-	-	19	(381)	-
31 December 2011	22,907	4,085	42,473	588	147,311	2,460	27,340	45,035	10,570	302,769
Accumulated depreciation										
1 January 2010	8,558	2,664	33,065	5,141	29,721	1,481	-	14,714	-	95,344
Depreciation for the year	-	204	501	-	21,061	24	-	5,119	-	26,909
Increase from acquisition of subsidiaries	-	-	-	-	206	-	-	15	-	221
Depreciation for write-off assets	-	-	-	(4,553)	(4,542)	(23)	-	(1,300)	-	(10,418)
31 December 2010	8,558	2,868	33,566	588	46,446	1,482	-	18,548	-	112,056
Depreciation for the year	-	204	501	-	28,406	170	4,676	6,684	-	40,641
Depreciation for write-off assets	(3,047)	-	-	-	(331)	-	-	(359)	-	(3,737)
31 December 2011	5,511	3,072	34,067	588	74,521	1,652	4,676	24,873	-	148,960

(Unit: Thousand Baht)

Consolidated financial statements (continued)

	Land and improvement	Buildings and constructions	Club houses, swimming pool and play ground	Sample houses and sales office	Furniture, fixtures and equipment	Vehicles	Mold	Other fixed assets	Assets under installation	Total
Allowance for impairment loss										
1 January 2010	29,844	1,218	5,693	-	-	-	-	-	-	36,755
Decrease in allowance for impairment loss	(696)	(865)	-	-	-	-	-	-	-	(1,561)
31 December 2010	29,148	353	5,693	-	-	-	-	-	-	35,194
Decrease in allowance for impairment loss	(24,346)	-	-	-	-	-	-	-	-	(24,346)
31 December 2011	4,802	353	5,693	-	-	-	-	-	-	10,848
Net book value										
31 December 2010	18,095	864	3,214	-	82,920	-	-	18,197	8,650	131,940
31 December 2011	12,594	660	2,713	-	72,790	808	22,664	20,162	10,570	142,961
Depreciation for the year										
2010 (included in the administrative expenses)										26,909
2011 (included in the administrative expenses)										40,641

(Unit: Thousand Baht)

Separate financial statements

	Land and improvement	Buildings and constructions	Furniture, fixtures and equipment	Motor vehicles	Other fixed assets	Assets under installation	Total
Cost							
1 January 2010	55,801	4,085	81,630	627	20,146	9,068	171,357
Additions	-	-	14,995	-	8,005	7,620	30,620
Write-off	-	-	(2,435)	-	(860)	-	(3,295)
Transfer in (out)	-	-	13,318	-	-	(13,318)	-
31 December 2010	55,801	4,085	107,508	627	27,291	3,370	198,682
Additions	-	-	14,439	978	4,248	12,033	31,698
Write-off	(32,894)	-	(921)	-	(341)	(1,498)	(35,654)
Transfer to intangible assets	-	-	-	-	-	(2,954)	(2,954)
Transfer in (out)	-	-	362	-	19	(381)	-
31 December 2011	22,907	4,085	121,388	1,605	31,217	10,570	191,772
Accumulated depreciation							
1 January 2010	8,558	2,664	22,645	627	11,124	-	45,618
Depreciation for the year	-	204	18,321	-	3,908	-	22,433
Depreciation for write-off assets	-	-	(1,701)	-	(854)	-	(2,555)
31 December 2010	8,558	2,868	39,265	627	14,178	-	65,496
Depreciation for the year	-	204	23,385	170	4,572	-	28,331
Depreciation for write-off assets	(3,047)	-	(192)	-	(318)	-	(3,557)
31 December 2011	5,511	3,072	62,458	797	18,432	-	90,270

(Unit: Thousand Baht)

	Separate financial statements (continued)						Total
	Land and improvement	Buildings and constructions	Furniture, fixtures and equipment	Motor vehicles	Other fixed assets	Assets under installation	
Allowance for impairment loss							
1 January 2010	29,844	1,218	-	-	-	-	31,062
Decrease in allowance for impairment loss	(696)	(865)	-	-	-	-	(1,561)
31 December 2010	29,148	353	-	-	-	-	29,501
Decrease in allowance for impairment loss	(24,346)	-	-	-	-	-	(24,346)
31 December 2011	4,802	353	-	-	-	5,155	
Net book value							
31 December 2010	18,095	864	68,243	-	13,113	3,370	103,685
31 December 2011	12,594	660	58,930	808	12,785	10,570	96,347
Depreciation for the year							
2010 (included in the administrative expenses)							22,433
2011 (included in the administrative expenses)							28,331

As at 31 December 2011 and 2010, certain plant and equipment items of the Company and its subsidiaries have been fully depreciated but are still in use. The gross carrying amount (before deducting accumulated depreciation and allowance for impairment loss) of those assets amounted to approximately Baht 39 million and Baht 34 million, respectively (the Company only: Baht 10 million and Baht 7 million, respectively).

16. Intangible assets

(Unit: Thousand Baht)

	Consolidated financial statements			Separate financial statements	
	Computer software	Premium on project value	Total	Computer software	Total
Cost					
1 January 2010	21,511	-	21,511	20,298	20,298
Additions	45,954	-	45,954	45,954	45,954
Increase from acquisition of subsidiaries	-	452,207	452,207	-	-
Write-off	(15,197)	-	(15,197)	(15,197)	(15,197)
31 December 2010	52,268	452,207	504,475	51,055	51,055
Additions	1,696	-	1,696	980	980
Transfer from equipment	9,554	-	9,554	2,954	2,954
31 December 2011	63,518	452,207	515,725	54,989	54,989
Accumulated amortisation					
1 January 2010	7,035	-	7,035	6,761	6,761
Amortisation for the year	6,125	144,700	150,825	5,882	5,882
Write-off	(6,749)	-	(6,749)	(6,749)	(6,749)
31 December 2010	6,411	144,700	151,111	5,894	5,894
Amortisation for the year	18,442	136,000	154,442	16,139	16,139
31 December 2011	24,853	280,700	305,553	22,033	22,033
Net book value					
31 December 2010	45,857	307,507	353,364	45,161	45,161
31 December 2011	38,665	171,507	210,172	32,956	32,956
Amortisation for the year					
2010 (included in the administrative expenses)			150,825		5,882
2011 (included in the administrative expenses)			154,442		16,139

Premium on project value was incurred from the acquisition of two subsidiaries as discussed in Note 11.2 (c). The amount represented the excess of cost of investments over the net assets of the subsidiaries at the acquisition date. The Company expects to gain benefit from projects of these two subsidiaries in the future and has identified such excess as premium on project value which is amortised in accordance with the transferred value of the condominium units of the subsidiaries' projects.

17. Short-term loans from financial institutions

Short-term loans from financial institutions as at 31 December 2011 and 2010 comprised the following:

(Unit: Thousand Baht)

	Interest rate (percent per annum)	Consolidated financial statements		Separate financial statements	
		2011	2010	2011	2010
Promissory notes	4.53 - 5.50	750,000	570,000	550,000	570,000
Bill of exchanges	3.34 - 3.92	2,907,000	1,070,000	2,907,000	1,070,000
Total		3,657,000	1,640,000	3,457,000	1,640,000
Less: Prepaid interest expenses		(27,646)	(6,352)	(27,646)	(6,352)
Short-term loans from financial institutions		3,629,354	1,633,648	3,429,354	1,633,648

Bank overdrafts and short-term loans from financial institutions of the Company and its subsidiaries are secured by the mortgage of land of certain projects of the Company and its subsidiaries and are guaranteed by the Company.

18. Trade accounts payable

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2011	2010	2011	2010
Trade accounts payable - related parties	1,286	2,387	44,117	2,181
Trade accounts payable - unrelated parties	573,676	708,597	355,043	537,635
Total trade accounts payable	574,962	710,984	399,160	539,816

19. Long-term loans

Long-term loans as at 31 December 2011 and 2010 can be summarised as follows:

(Unit: Thousand Baht)

No.	Lender	Credit facilities	Significant terms and conditions of loan agreement			Outstanding long-term loan amount		
			Repayment term	Collateral	Interest rate (Percent per annum)	Current portion	Non-current portion	Total
<u>2011</u>								
<u>The Company</u>								
1.	Bank	13,950,295	At 60 - 70 percent of selling price upon release of the mortgage and due within 2012 - 2015	The mortgage of land and construction thereon	MLR-2.00 to MLR-1.5 and 4.75	10	502,000	502,010
Total loan of the Company						10	502,000	502,010
<u>Subsidiary</u>								
<u>AP (Sathon) Co., Ltd.</u>								
1.	Bank	1,430,000	At 70 percent of selling price upon release of the mortgage and due within 2012	The mortgage of land and construction thereon	MLR-1.50	292,500	-	292,500
Total loan of the subsidiary						292,500	-	292,500
Total loans of the Company and its subsidiaries						292,510	502,000	794,510

(Unit: Thousand Baht)

No.	Lender	Credit facilities	Significant terms and conditions of loan agreement			Outstanding long-term loan amount		
			Repayment	Collateral	Interest rate (Percent per annum)	Current	Non-current	Total
			term			portion	portion	
<u>2010</u>								
<u>The Company</u>								
1.	Bank	13,141,295	At 60 - 70 percent of selling price upon release of the mortgage and due within 2011 - 2013	The mortgage of land and construction thereon	MLR-2.00 to MLR-1.25	192,000	334,692	526,692
Total loan of the Company						192,000	334,692	526,692

Subsidiaries**Asian Property (Sukhumvit) Co., Ltd.**

1.	Bank	806,000	At 70 percent of selling price upon release of the mortgage and due within 2011	The mortgage of land and construction thereon	MLR-1.50	34,000	-	34,000
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(Unit: Thousand Baht)

No.	Lender	Credit facilities	Significant terms and conditions of loan agreement			Outstanding long-term loan amount		
			Repayment	Collateral	Interest rate (Percent per annum)	Current	Non-current	Total
			term			portion	portion	
<u>2010 (continued)</u>								
<u>AP (Sathon) Co., Ltd.</u>								
2.	Bank	1,430,000	At 70 percent of selling price upon release of the mortgage and due within 2012	The mortgage of land and construction thereon	MLR-1.50	-	472,500	472,500
Total loans of the subsidiaries						34,000	472,500	506,500
Total loans of the Company and its subsidiaries						226,000	807,192	1,033,192

These loan agreements contain covenants and restrictions imposed by the lenders on the Company and its subsidiaries, related to such matters as the maintenance of debt-service-coverage ratio according to the agreements.

As at 31 December 2011, the long-term credit facilities of the Company and its subsidiaries which have not yet been drawn down amounted to Baht 16,703 million (the Company only: Baht 12,911 million).

20. Debentures

Debentures as at 31 December 2011 and 2010, which are unsubordinated, unsecured debentures with registered name, were summarised below.

Name of debenture	Fixed interest rate	Period	Maturity date	Consolidated and separate financial statements			
				Unit		Amount	
				2011 (Thousand units)	2010 (Thousand units)	2011 (Thousand Baht)	2010 (Thousand Baht)
AP117A	5.30% p.a.	4 years	19 July 2011	-	1,000	-	1,000,000
AP118A	5.00% p.a. for the first year 6.00% p.a. for the second year 7.00% p.a. for the third year	3 years	8 August 2011	-	1,000	-	1,000,000
AP122A	5.50% p.a. for year 1 - 1.5 6.00% p.a. for year 1.5 - 3	3 years	5 February 2012	1,000	1,000	1,000,000	1,000,000
AP127A	5.00% p.a.	3 years	24 July 2012	1,000	1,000	1,000,000	1,000,000
AP132A	4.90% p.a.	3 years and 5 months	15 February 2013	1,000	1,000	1,000,000	1,000,000
AP138A	3.80% p.a.	3 years and 6 months	4 August 2013	500	500	500,000	500,000
AP139A	3.80% p.a.	3 years, 7 months and 26 days	30 September 2013	1,000	1,000	1,000,000	1,000,000
AP141A	3.50% p.a.	3 years and 6 months	19 January 2014	1,000	1,000	1,000,000	1,000,000
AP157A	4.00% p.a.	4 years, 11 months and 4 days	9 July 2015	500	500	500,000	500,000
AP147A	4.25% p.a.	3 years and 6 months	27 July 2014	850	-	850,000	-
AP147B	4.25% p.a.	3 years, 5 months and 24 days	27 July 2014	400	-	400,000	-
AP157B	4.50% p.a.	4 years, 5 months and 2 days	9 July 2015	250	-	250,000	-
AP159A	4.65% p.a.	4 years and 3 months	7 September 2015	500	-	500,000	-
AP151A	4.50% p.a. for year 1 - 3 5.80% p.a. for year 3 - 3.5	3 years and 6 months	8 January 2015	1,500	-	1,500,000	-
AP162A	4.75% p.a.	4 years and 6 months	28 February 2016	300	-	300,000	-
Total						9,800,000	8,000,000
Less: Current portion						(2,000,000)	(2,000,000)
Debentures - net of current portion						7,800,000	6,000,000

Movements in the debenture account during the year ended 31 December 2011 are summarised below.

	(Unit: Thousand Baht)
	Consolidated and separate financial statements
Balance as at 31 December 2010	8,000,000
Add: Debentures issued during the year	3,800,000
Less: Debentures repaid during the year	(2,000,000)
Balance as at 31 December 2011	9,800,000

- 20.1** According to the resolution of the Annual General Meeting of the Company's shareholders held on 1 April 2004 and on 21 April 2006, which approved the issuing and offering of debentures not over Baht 3,000 million, the Company had in July 2007 issued and offered 2.5 million units of unsubordinated, unsecured debentures with debentureholder's representative, at the offering price of Baht 1,000 each, amounting to Baht 2,500 million. Such debentures were offered to the public and institutional investors, separating into 2 parts of the offering. The first 1.5 million units were issued and offered at the offering price of Baht 1,000 each, amounting to Baht 1,500 million, with the 3-year term of the fixed interest rate of 4.90% per annum. The interest payment is made quarterly and the debentures will be redeemed on 19 July 2010. The another 1.0 million units were issued and offered at the offering price of Baht 1,000 each, amounting to Baht 1,000 million, with the 4-year term at the fixed interest rate of 5.30% per annum. The interest payment is made quarterly and the debentures are due for redemption on 19 July 2011.
- 20.2** According to the resolution of the Annual General Meeting of the Company's shareholders held on 28 April 2008, which approved the issuing and offering of debentures not over Baht 2,000 million, the Company had in August 2008 issued and offered 1 million units of unsubordinated, unsecured debentures, with debentureholder's representative, at the offering price of Baht 1,000 each, amounting to Baht 1,000 million, to the public and institutional investors. The debentures have the maturity period of 3 years and bear the fixed interest rate of 5.00% per annum for the first year, 6.00% per annum for the second year, and 7.00% per annum for the third year. The interest payment is made quarterly and the debentures are due for redemption on 8 August 2011.
- 20.3** According to the resolution of the Annual General Meeting of the Company's shareholders held on 28 April 2008, the Company had on 5 February 2009 issued and offered 1.0 million units of unsecured, named, unsubordinated debentures, with debentureholder's representative, at the offering price of Baht 1,000 each, amounting to Baht 1,000 million, to the public and institutional investors. The debentures have 3-year term from the date of issuance and bear the fixed interest rate of 5.50% per annum for the first and a half year, and 6.00% per annum for the remaining one and a half year period. The interest payment is made quarterly and the debentures are due for redemption on 5 February 2012.
- 20.4** According to the resolution of the Annual General Meeting of the Company's shareholders held on 24 April 2009, which approved the issuing and offering of debentures not over Baht 4,000 million, the Company had on 24 July 2009 issued and offered 1.0 million units of unsecured, named, unsubordinated debentures, without debentureholder's representative, at the offering price of Baht 1,000 each, amounting to Baht 1,000 million, to the private placement which is not more than 10 investors. The debentures have 3-year term from the date of issuance and bear the fixed interest rate of 5.00% per annum. The interest payment is made every six months and the debentures are due for redemption on 24 July 2012.
- 20.5** According to the resolution of the Annual General Meeting of the Company's shareholders held on 24 April 2009, the Company had on 15 September 2009 issued and offered 1.0 million units of unsecured, named, unsubordinated debentures, without debentureholder's representative, at the offering price of Baht 1,000 each, amounting to Baht 1,000 million, to the private placement which is not more than 10 investors. The debentures have 3-year and 5-month term from the date of issuance and bear the fixed interest rate of 4.90% per annum. The interest payment is made every 15 March and 15 September and the debentures are due for redemption on 15 February 2013.
- 20.6** According to the resolution of the Annual General Meeting of the Company's shareholders held on 24 April 2009, the Company had on 4 February 2010 issued and offered debentures as follows:
- a) Issued and offered 0.5 million units of unsecured, named, unsubordinated debentures, with debentureholder's representative, at the offering price of Baht 1,000 each, amounting to Baht 500 million, to the public and institutional investors. The debentures have 3-year and 6-month term from the date of issuance and bear the fixed interest rate of 3.80% per annum. The interest payment is to be made quarterly and the debentures are due for redemption on 4 August 2013.
 - b) Issued and offered 1.0 million units of unsecured, named, unsubordinated debentures, with debentureholder's representative, at the offering price of Baht 1,000 each, amounting to Baht 1,000 million, to the private placement. The debentures have 3-year, 7-month and 26-day term from the date of issuance and bear the fixed interest rate of 3.80% per annum. The interest payment is to be made quarterly and the debentures are due for redemption on 30 September 2013.

- 20.7** According to the resolution of the Annual General Meeting of the Company's shareholders held on 27 April 2010, which approved the issuing and offering of debentures, amounting to not over Baht 4,000 million, the Company had on 19 July 2010 had issued and offered debentures according to the resolution of the Annual General Meeting of the Company's shareholders held on 27 April 2010 by issuing and offering 1.0 million units of unsubordinated, unsecured debentures at the offering price of Baht 1,000 each, amounting to Baht 1,000 million. The debentures have 3-year and 6-month term and bear the fixed interest rate of 3.50% per annum. Such debentures were offered to the public and/or institutional investors. The interest payment is to be made quarterly and the debentures are due for redemption on 19 January 2014.
- 20.8** On 5 August 2010, the Company issued and offered debentures according to the resolution of the Annual General Meeting of the Company's shareholders held on 27 April 2010 by issuing and offering 0.5 million units of unsubordinated, unsecured debentures at the offering price of Baht 1,000 each, amounting to Baht 500 million. The debentures have 4-year, 11-month and 4-day term and bear the fixed interest rate of 4.00% per annum. Such debentures were offered to the private placement. The interest payment is to be made quarterly and the debentures are due for redemption on 9 July 2015.
- 20.9** On 27 January 2011, the Company issued and offered debentures according to the resolution of the Annual General Meeting of the Company's shareholders held on 27 April 2010, by issuing and offering 0.85 million units of named, unsubordinated, unsecured debentures, with debentureholder's representative, at the offering price of Baht 1,000 each, amounting to Baht 850 million, to the public and institutional investors. The debentures have 3-year and 6-month term from the date of issuance and bear the fixed interest rate of 4.25% per annum. The interest payment is to be made quarterly and the debentures are due for redemption on 27 July 2014.
- 20.10** On 3 February 2011, the Company issued and offered debentures according to the resolution of the Annual General Meeting of the Company's shareholders held on 27 April 2010, by issuing and offering 0.4 million units of named, unsubordinated, unsecured debentures, with debentureholder's representative, at the offering price of Baht 1,000 each, amounting to Baht 400 million, to the public and institutional investors. The debentures have 3-year, 5-month and 24-day term from the date of issuance and bear the fixed interest rate of 4.25% per annum. The interest payment is to be made quarterly and the debentures are due for redemption on 27 July 2014.
- 20.11** On 7 February 2011, the Company issued and offered debentures according to the resolution of the Annual General Meeting of the Company's shareholders held on 27 April 2010, by issuing and offering 0.25 million units of named, unsubordinated, unsecured debentures, without debentureholder's representative, at the offering price of Baht 1,000 each, amounting to Baht 250 million, to the private placement which is not more than 10 investors. The debentures have 4-year, 5-month and 2-day term from the date of issuance and bear the fixed interest rate of 4.50% per annum. The interest payment is to be made quarterly and the debentures are due for redemption on 9 July 2015.
- 20.12** On 27 April 2011, the Annual General Meeting of the Company's shareholders approved the cancellation of the non-issued debentures of Baht 1,000 million and approved the issuance and offering of debentures, amounting to not greater than Baht 12,000 million or equivalent to other currencies, with the withdrawal term of not more than 10 years from the issuance date. Such debentures will be offered one time or many times and/or in revolving nature, as considered appropriate, to the public and/or private placement and/or institutional investors or specific investors following the Securities and Exchange Commission's announcement or other applicable laws.
- 20.13** On 7 June 2011, the Company issued and offered debentures according to the resolution of the Annual General Meeting of the Company's shareholders held on 27 April 2011, by issuing and offering 0.5 million units of named, unsubordinated, unsecured debentures, without debentureholder's representative, at the offering price of Baht 1,000 each, amounting to Baht 500 million, to the 13 institutional investors and major investors. The debentures have 4-year, and 3 -month term from the date of issuance and bear the fixed interest rate of 4.65% per annum. The interest payment is to be made quarterly and the debentures are due for redemption on 7 September 2015.

20.14 On 8 July 2011, the Company issued and offered debentures according to the resolution of the Annual General Meeting of the Company's shareholders held on 27 April 2011 by issuing and offering 1.5 million units of named, unsubordinated, unsecured debentures, with debenture holder's representative, at the offering price of Baht 1,000 each, amounting to Baht 1,500 million. The debentures have 3-year and 6-month term from the date of issuance and bear the fixed interest rate of 4.50% per annum for year 1 - 3 and 5.80% per annum for the last six months. Such debentures were offered to the public and institutional investors. The interest payment is to be made quarterly and the debentures are due for redemption on 8 January 2015.

20.15 On 30 August 2011, the Company issued and offered debentures according to the resolution of the Annual General Meeting of the Company's shareholders held on 27 April 2011 by issuing and offering 0.3 million units of named, unsubordinated, unsecured debentures, without debenture holder's representative, at the offering price of Baht 1,000 each, amounting to Baht 300 million, to the private placement. The debentures have 4-year and 6-month term from the date of issuance and bear the fixed interest rate of 4.75% per annum. The interest payment is to be made quarterly and the debentures are due for redemption on 28 February 2016.

These issued debentures contain certain covenants and restrictions that the Company has to comply with, such as the maintenance of net financial debt to equity ratio not exceeding 2:1.

21. Retention payable

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2011	2010	2011	2010
Retention payable - related parties	937	921	937	921
Retention payable - unrelated parties	312,055	283,653	216,005	205,326
Total retention payable	312,992	284,574	216,942	206,247

22. Provision for long-term employee benefits

Provision for long-term employee benefits as at 31 December 2011, which are compensations on employees' retirement, was as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Cumulative effect of change in accounting policy for employee benefits adjusted against beginning balance of retained earnings (Note 3)	23,972	23,421
Current service cost	7,456	6,704
Interest cost	1,075	1,030
Balance at end of year	32,503	31,155

Long-term employee benefit expenses included in the profit or loss for the year ended 31 December 2011 amounted to Baht 9 million (the Company only: Baht 8 million).

Principal actuarial assumptions at the valuation date were as follows:

	Consolidated financial statements		Separate financial statements	
	2011 (% per annum)	2010 (% per annum)	2011 (% per annum)	2010 (% per annum)
Discount rate	3.42	3.42	3.42	3.42
Future salary increase rate (depending on employee's age)	3 - 7	3 - 7	3 - 7	3 - 7
Staff turnover rate	5 - 25	5 - 25	5 - 25	5 - 25

23. Share capital

23.1 On 27 April 2010, the Annual General Meeting of the Company's shareholders approved to decrease the Company's registered share capital by Baht 9 million (8,590,734 ordinary shares of Baht 1 each) from the registered share capital of Baht 2,392 million (2,391,880,463 million ordinary shares of Baht 1 each) to Baht 2,383 million (2,383,289,729 million ordinary shares of Baht 1 each). The Company registered the share capital decrease with the Ministry of Commerce on 10 May 2010.

23.2 On 27 April 2011, the Annual General Meeting of the Company's shareholders approved to increase the Company's registered share capital by Baht 477 million (476,660,000 ordinary shares of Baht 1 each) from the registered share capital of Baht 2,383 million (2,383,289,729 ordinary shares of Baht 1 each) to Baht 2,860 million (2,859,949,729 ordinary shares of Baht 1 each). The Company registered the share capital increase and amended the Memorandum of Association with the Ministry of Commerce on 11 May 2011.

24. Warrants

On 8 March 2010, the Company offered 48,680,463 units of warrants to the employees of the Company and the subsidiaries, which the Company holds not less than 75% of equity interest, as detailed below.

Exercise right: One warrant can be exercised to purchase one ordinary share at an exercise price of Baht 3 each
Term: 3 years from the issuance date

Exercise period: Every 20 March, June, September and December of each year for exercise period, commencing from 20 June 2010 and maturing on 7 March 2013

As at 31 December 2011 and 2010, the remaining balance of warrants were as follows:

	Number of units (Thousand units)	
	2011	2010
Warrants issued as at 8 March 2010	48,680	48,680
Less: Cumulative number of exercised warrants - beginning of the year	(8,723)	-
Number of warrants exercised during the year	(8,324)	(8,723)
Cumulative number of exercised warrants - end of year	(17,047)	(8,723)
Balance of warrants at the end of year	31,633	39,957

In 2011, the above exercising of warrants resulted in a share premium between the exercise price and the par value of ordinary share of approximately Baht 15 million (2010: Baht 17 million), which was presented as "Share premium" in the shareholders' equity.

According to the resolution of the Annual General Meeting of the Company's shareholders held on 27 April 2011, the Company declared stock dividends as described in Note 30. This resulted in the change of the exercise price and ratio of warrants to the employees of the Company and the subsidiaries from the exercise ratio of 1 warrant per 1 ordinary share at an exercise price of Baht 3 each to be 1 warrant per 1.2 ordinary shares at an exercise price of Baht 2.50 each.

25. Share premium (discount)

On 27 April 2010, the Annual General Meeting of the Company's shareholders approved to offset the Company's share discount against its retained earnings. As at 31 December 2009, the Company's share discount after net with its share premium is summarised below.

(Unit: Thousand Baht)

	Amount
Share discount	(1,007,858)
Share premium	154,752
Share discount - net	(853,106)

The Company had offset net share discount amounting to approximately Baht 853 million against its retained earnings based on the financial statements as at 31 December 2009, but with no effect to the shareholders' equity. The offsetting is made to reduce the complication of the Company's financial statements and to ease the understanding of the investors and the users of financial statements.

26. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net income after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution.

During 2011, the Company set aside statutory reserve of approximately Baht 47 million (2010: Baht 6 million).

27. Expenses by nature

Significant expenses by nature are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2011	2010	2011	2010
Construction and infrastructure costs	5,070,561	5,379,846	3,957,606	4,078,477
Land cost	2,754,440	2,969,501	2,130,712	2,272,184
Salary and wages and other employee benefits	535,095	425,489	432,116	357,190
Advertising and promotion expenses	734,484	571,347	594,739	486,878
Loss on diminution in investment value	-	-	337,333	-
Rental expenses from operating lease agreements	39,135	33,548	31,406	27,314
Depreciation	41,865	27,322	29,555	22,846
Amortisation	154,442	150,825	16,139	5,882

28. Corporate income tax

Corporate income tax for the years ended 31 December 2011 and 2010 were calculated from net profit after adjusting share of profit from investment accounted for under equity method and adding back certain expenses which are disallowed for tax computation purposes.

29. Earnings per share

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year, after adjusting the number of ordinary shares in proportion to the change in the number of shares as a result of the distribution of stock dividend, as discussed in Note 30. The number of ordinary shares of the prior year has been adjusted as if the stock dividend had been distributed at the beginning of the earliest period reported.

Diluted earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place on the date the potential ordinary shares were issued.

The following table sets forth the computation for basic and diluted earnings per share.

Consolidated financial statements						
	Profit for the year		Weighted average number of ordinary shares		Earnings per share	
	2011	2010	2011	2010	2011	2010
	(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
Basic earnings per share						
Profit attributable to equity holders of the Company	1,550,926	2,227,659	2,816,750	2,807,121	0.551	0.794
Effect of dilutive potential ordinary shares						
Warrant 31,632,913 units (2010: 39,956,863 units)			20,840	21,465		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of warrants to ordinary shares	1,550,926	2,227,659	2,837,590	2,828,586	0.547	0.788
Separate financial statements						
	Profit for the year		Weighted average number of ordinary shares		Earnings per share	
	2011	2010	2011	2010	2011	2010
	(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
Basic earnings per share						
Profit attributable to equity holders of the Company	1,760,103	2,291,562	2,816,750	2,807,121	0.625	0.816
Effect of dilutive potential ordinary shares						
Warrant 31,632,913 units (2010: 39,956,863 units)			20,840	21,465		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of warrants to ordinary shares	1,760,103	2,291,562	2,837,590	2,828,586	0.620	0.810

30. Dividends

30.1 On 27 April 2010, the Annual General Meeting of the Company's shareholders approved the payment of dividend for 2009 at Baht 0.32 per share, totaling approximately Baht 747 million.

30.2 On 27 April 2011, the Annual General Meeting of the Company's shareholders approved the payment of dividend for 2010 to the Company's shareholders as follows:

- by 468,741,602 ordinary shares of the Company, at a par value of Baht 1 per share, in the ratio of 5 existing shares per 1 stock dividend, or equivalent to Baht 0.20 per share, totaling approximately Baht 469 million.
- by cash at Baht 0.18 per share, or total of approximately Baht 422 million.

These dividends were paid on 24 May 2011.

31. Provident fund

The Company and its subsidiaries and employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Company and its subsidiaries and their employees contribute to the fund monthly at the rate of 3 to 8 percent of basic salary. The funds, which are managed by Kasikorn Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. During 2011 and 2010, the Company and its subsidiaries contributed Baht 12 million and Baht 9 million, respectively (the Company only: Baht 11 million and Baht 8 million, respectively) to the funds.

32. Segment information

The significant business segments comprising the Company's and its subsidiaries' operations are the development of real estate, which includes land and house projects and residential condominium projects, construction and services for real estate business. These are carried on the single geographic area in Thailand. However, since financial information on the construction and services for real estate business segment is currently insignificant to the consolidated financial statements, the Company does not separately present the financial information of this segment. Revenues from construction business are inter-segment revenues, which are eliminated from the consolidated financial statements.

33. Commitments and contingent liabilities

As at 31 December 2011, the Company and its related parties had the significant outstanding commitments and contingent liabilities as follows:

33.1 Capital commitments

The Company and its related parties had entered into agreements with third parties to purchase land with the amount payable in the future of approximately Baht 575 million (the Company only: Baht 465 million).

33.2 Operating lease commitments

The Company and its subsidiaries entered into several lease and service agreements in respect of the lease of office buildings, vehicles and advertising space. As at 31 December 2011, the future minimum lease payments under these non cancellable operating lease agreements were as follows:

	(Unit: Million Baht)	
	Consolidated financial statements	Separate financial statements
Payable within:		
Less than 1 year	49	40
1 to 5 years	32	25

33.3 Guarantees

a) Contingent liabilities in respect of guarantees provided between the Company and its subsidiaries in respect of loans and credit facilities from banks as at 31 December 2011 and 2010 were as follows:

(Unit: Million Baht)

Guarantees	2011	2010
<u>Subsidiaries</u>		
The Value Property Development Co., Ltd.	3,360	3,125
AP (Sathon) Co., Ltd.	1,530	1,520
Asian Property (Krungthep) Co., Ltd.	749	1,238
Asian Property (Sukhumvit) Co., Ltd.	402	846
Thonglor Residence Co., Ltd.	15	20
Smart Service & Management Co., Ltd.	-	5
Total	6,056	6,754

b) The Company and its subsidiaries had commitments and contingent liabilities in respect of project developments and letters of guarantee issued by banks for maintenance of utilities, purchase of materials and electricity use, as follows:

(Unit: Million Baht)

Company name	Commitments under contracts for project developments	Contingent liabilities under letters of guarantee issued by banks to government agencies and individuals
<u>The Company</u>		
Asian Property Development Plc.	5,594	1,025
<u>Subsidiaries</u>		
The Value Property Development Co., Ltd.	2,231	207
AP (Sathon) Co., Ltd.	542	5
Asian Property (Krungthep) Co., Ltd.	59	63
AP (Ratchada) Co., Ltd.	41	-
Asian Property (Sukhumvit) Co., Ltd.	37	2
Asian Property Co., Ltd.	10	4
Total	8,514	1,306

34. Financial instruments

34.1 Financial risk management

The Company's and its subsidiaries' financial instruments, as defined under Thai Accounting Standard No. 107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, receivables, loans, investments, payables, debentures, short-term and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company and its subsidiaries are exposed to credit risk primarily with respect to trade accounts receivable and loans. The Company and its subsidiaries manage the risk by adopting appropriate credit control policies and procedures and therefore do not expect to incur material financial losses. In addition, the Company and its subsidiaries do not have high concentration of credit risk since it has a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of receivables and loans stated in the statements of financial position.

Interest rate risk

The Company's and its subsidiaries' exposure to interest rate risk relates primarily to their cash at banks, bank overdrafts, debentures, and short-term and long-term borrowings. However, since most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate, the interest rate risk is expected to be minimal.

Significant financial assets and liabilities as at 31 December 2011 classified by type of interest rates are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

	Consolidated financial statements					
	Fixed interest rate		Floating interest	Non-interest bearing	Total	Interest rate
	Within 1 year	1-5 years	rate			
			(Million Baht)			(% p.a.)
Financial assets						
Cash and cash equivalents	-	-	339	99	438	0.75 - 2.25
Trade and other receivables	-	-	-	69	69	-
Restricted bank deposits	-	-	24	-	24	0.75 - 2.25
Other long-term investments	-	-	-	135	135	-
	-	-	363	303	666	
Financial liabilities						
Short-term loans from financial institutions	3,629	-	-	-	3,629	3.34 - 5.50
Trade accounts payable	-	-	-	575	575	-
Long-term loans	-	-	795	-	795	MLR-2.00 to MLR-1.5 and 4.75
Debentures	-	9,800	-	-	9,800	3.50 - 6.00
Retention payable	-	-	-	313	313	-
	3,629	9,800	795	888	15,112	

	Separate financial statements					Interest rate [% p.a.]
	Fixed interest rate		Floating	Non-interest	Total	
	Within 1 year	1-5 years	interest	bearing		
			rate			
			(Million Baht)			
Financial assets						
Cash and cash equivalents	-	-	206	79	285	0.75 - 2.25
Trade and other receivables	-	-	-	50	50	-
Short-term loans to related parties	-	-	3,636	-	3,636	MLR
Restricted bank deposits	-	-	17	-	17	0.75 - 2.25
Other long-term investments	-	-	-	135	135	-
	-	-	3,859	264	4,123	
Financial liabilities						
Short-term loans from financial institutions	3,429	-	-	-	3,429	3.34 - 5.50
Trade accounts payable	-	-	-	399	399	-
Short-term loans from related parties	-	-	1,509	-	1,509	MLR
Long-term loans	-	-	502	-	502	MLR-2.00 to MLR-1.5 and 4.75
Debentures	-	9,800	-	-	9,800	3.50 - 6.00
Retention payable	-	-	-	217	217	-
	3,429	9,800	2,011	616	15,856	

34.2 Fair values of financial instruments

Since the majority of the Company's and its subsidiaries' financial instruments are short-term in nature and loans bear interest close to the market rates, their fair value is not expected to be materially different from the amounts presented in the statements of financial position.

A fair value is the amount for which an asset can be exchanged or a liability settled between knowledgeable, willing parties in an arm's length transaction. The fair value is determined by reference to the market price of the financial instrument or by using an appropriate valuation technique, depending on the nature of the instrument.

35. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value.

The Company manages its capital position with reference to its debt-to-equity ratio in order to comply with a condition in debenture agreement, which requires the Company to maintain a debt-to-equity ratio not exceeding 2:1.

The Company's equity used to calculate the above financial ratio is the shareholders' equity in the audited/reviewed consolidated financial statements of the Company.

No changes were made in the objectives, policies or processes during the years ended 31 December 2011 and 2010.

36. Events after the reporting period

- a) On 5 January 2012, the meeting of the Company's Board of Directors passed a resolution to establish Asian Property (2012) Company Limited. It has registered capital of Baht 10 million, comprising 1 million ordinary shares of Baht 10 each and the Company holds 99.99% interest. This company registered its establishment with the Ministry of Commerce on 9 January 2012.
- b) According to the resolution of the Annual General Meeting of the Company's shareholders held on 27 April 2011, the Company had on 27 January 2012 issued and offered 1 million units of unsecured, named, unsubordinated debentures, with debentureholder's representative, at the offering price of Baht 1,000 each, amounting to Baht 1,000 million, to the public and institutional investors. The debentures have 4-year term from the date of issuance and bear the fixed interest rate of 4% per annum. The interest payment is made quarterly and the debentures are due for redemption on 27 January 2016.
- c) On 6 February 2012, the Extraordinary General Meeting of shareholders of Asian Property (2011) Company Limited (the subsidiary) approved to increase the subsidiary's registered share capital by Baht 290 million (29 million ordinary shares of Baht 10 each) from Baht 10 million (1 million ordinary shares of Baht 10 each) to Baht 300 million (30 million ordinary shares of Baht 10 each). The subsidiary registered the share capital increase with the Ministry of Commerce on 8 February 2012.
- d) On 6 February 2012, the Extraordinary General Meeting of shareholders of Asian Property (2012) Company Limited (the subsidiary) approved to increase the subsidiary's registered share capital by Baht 290 million (29 million ordinary shares of Baht 10 each) from Baht 10 million (1 million ordinary shares of Baht 10 each) to Baht 300 million (30 million ordinary shares of Baht 10 each). The subsidiary registered the share capital increase with the Ministry of Commerce on 8 February 2012.

37. Reclassification

To comply with the Notification of the Department of Business Development relating to the financial statement presentation as described in Note 2 and as the result of the adoption of revised and new accounting standards as described in Note 3, certain amounts in the financial statements for the year ended 31 December 2010 have been reclassified to conform to the current year's classification, without any effect to the previously reported profit or shareholders' equity.

38. Approval of financial statements

These financial statements were authorised for issue by the Board of Directors of the Company on 27 February 2012.

Auditors' fees

For auditing service of the year 2011, the Company hired Ernst & Young Office Limited with the fee of Baht 5.2 million.

Company Information

Name : Asian Property Development Public Company Limited
Head Quarter Office : 170/57 Ocean Tower 1 Bldg., 18th Floor
Rachadapisek Road, Klongtoey, Bangkok 10110
Type of Business : Property Development
Company Registration : 0107537000149 [formerly Bor.Mor.Jor. 261]
Telephone : (66) 2261-2518-22
Facsimile : (66) 2261-2548-9
Homepage : www.ap-thai.com

Auditor

Name : Ernst & Young Office Limited
Office : 193/136-137, Lake Rajada Office Complex, 33rd Floor
Rachadapisek Road, Klongtoey, Bangkok 10110
Telephone : (66) 2264-0777, 2661-9190
Facsimile : (66) 2264-0789-90, 2661-9192



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