

(TRANSLATION)

**REVIEW REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

**To the Shareholders and Board of Directors of MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED.**

I have reviewed the accompanying consolidated and the Company balance sheets as of September 30, 2005, and the related consolidated and the Company statements of income for the quarters and for the nine month period ended on September 30, 2005 and 2004, the related consolidated and the Company statement to changes in shareholders' equity and the related consolidated and the Company cash flow statements for the nine month period ended on September 30, 2005 and 2004, of **MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED** and its subsidiaries and of **MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED**, respectively. These financial statements are the responsibility of the company's management as to their correctness and completeness of the presentation. My responsibility is to report on these financial statements based on my reviews. I have not reviewed the interim financial statements of California Wow Xperience Public Co., Ltd. which is associated companies. The consolidated and the Company financial statements included investment in such associated company in accordance with equity method as of September 30, 2005 by Baht 192.66 millions. Moreover, participating profit (loss) of associated companies for the quarter ended on September 30, 2005 and 2004 by Baht 6.93 millions and (2.07) millions and for the nine month period then ended by Baht 17.91 million and (1.38) million respectively. Apart from this, the consolidated and Company financial statements for the quarter and for the nine month period ended on September 30, 2004, it combined participation profit of Siam Future Development Public Co., Ltd. by Baht 11.54 millions and Baht 39.03 millions respectively whereby I did not review interim financial statements of Siam Future Development Public Co., Ltd. which is associated company. The interim financial statements of such associated companies have been reviewed by other auditors. I have been furnished by the report of the other auditor. My report, insofar as it relates to the amount of various transactions of such associated companies is based solely on the report of those auditor.

I conducted my reviews in accordance with the standards on auditing applicable to review engagements. These standards require that I plan and perform the reviews to obtain moderate assurance about whether the financial statements are free of significant misstatement. A review is limited primarily to inquiries to company personnel and analytical procedure applied to financial data and thus provides less assurance than an audit in accordance with generally accepted auditing standards, and accordingly, I do not express an opinion.

Based on my reviews and the reports of other auditor as discussed in the first paragraph, nothing has come to attention that cause me to believe that the financial statements are not presented fairly, in all material respects, in accordance with generally accepted accounting principles.

I have previously audited the consolidated and the Company financial statements for the year ended on December 31, 2004 of **MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED** and its subsidiary and of **MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED** respectively, in accordance with the generally accepted auditing standards. These financial statements included the investment in two associated companies at equity method which had been audited by other auditors. Based on my audit and the reports of the other auditors, I expressed an unqualified opinion in my report dated on February 24, 2005. The consolidated and the Company balance sheets as of December 31, 2004 which are comparative are an integral part of the Consolidated and the Company financial statements whereby I have audited and reported thereon. I have not performed any audit procedures subsequent to the date of that report.

S.K. ACCOUNTANT SERVICES COMPANY LIMITED

(Somchai Kurujitkosol)

Authorized Auditor No. 3277

Bangkok,

November 10, 2005

## MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY COMPANIES

## BALANCE SHEETS

As of September 30, 2005 and December 31, 2004

	CONSOLIDATED		THE COMPANY ONLY	
	2005	2004	2005	2004
	'000 BAHT	'000 BAHT	'000 BAHT	'000 BAHT
	Unaudited	Audited	Unaudited	Audited
	Limited review only		Limited review only	
<b>ASSETS</b>				
<b>CURRENT ASSETS</b>				
Cash and Its Equivalent	207,264	320,848	93,294	109,066
Temporary Investments in Open Fund	1,098	1,236	62	172
Accounts and Notes Receivable-Net (Note 2.2, 4)	207,756	151,026	10,299	21,208
Accounts Receivable-Advertisement-Net (Note 2.2, 5)	255,791	225,619	43,235	5,243
Inventories (Note 6)	92,254	70,829	10,000	9,909
Other Current Assets				
Other Accounts Receivable-Subsidiary Companies (Note 2.2)	-	-	181,160	149,613
Accrued Interest Receivable-Subsidiary and Related Companies (Note 2.2)	-	30	7,841	1,428
Accounts Receivable-Revenue Department	28,725	35,202	-	4,591
Prepaid Deposit of Share-Subscription (Note 7)	65,000	65,000	65,000	65,000
Suspended Input Tax	67,619	43,249	15,989	15,948
Other Accounts Receivable-Sale Promotion	14,791	18,953	6,627	18,953
Cash Guarantee (Note 8)	-	11,761	-	-
Others (Note 9)	118,640	70,993	41,899	21,501
<b>TOTAL CURRENT ASSETS</b>	<b>1,058,938</b>	<b>1,014,746</b>	<b>475,406</b>	<b>422,632</b>
<b>NON-CURRENT ASSETS</b>				
Investments in Subsidiary Companies (Note 10)	-	-	1,994,290	1,821,926
Investments in Associated Companies (Note 11)	445,772	455,629	444,244	454,302
Loans to Subsidiary and Related Companies (Note 2.2)	2,350	2,950	936,457	261,936
Loans to Employees	7,299	8,248	4,912	4,456
Property Plant and Equipment - Net (Note 12)	4,396,099	4,245,333	1,469,440	1,366,117
Other Non-Current Assets				
Lease and Services Contract Bond	74,579	65,444	42,916	37,660
Prepaid Leasehold Right Fee Repayable Instead of Subsidiary (Note 13)	-	200,000	-	200,000
Leasehold Rights and Services	498,423	227,559	87,510	63,797
Deferred Land Leasehold Rights	60,386	62,537	-	-
Deferred Film Copy Rights (Note 14)	132,235	133,459	-	-
Assets Not Used for Operations-Net	-	-	-	-
Goodwill - Net	173,632	193,281	-	-
Negative Goodwill - Net	(3,705)	(3,961)	-	-
Others	41,635	56,220	1,023	5,189
<b>TOTAL NON-CURRENT ASSETS</b>	<b>5,828,705</b>	<b>5,646,699</b>	<b>4,980,792</b>	<b>4,215,383</b>
<b>TOTAL ASSETS</b>	<b>6,887,643</b>	<b>6,661,445</b>	<b>5,456,198</b>	<b>4,638,015</b>

Notes to financial statements are an integral part of these statements

## MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY COMPANIES

## BALANCE SHEETS

As of September 30, 2005 and December 31, 2004

		CONSOLIDATED		THE COMPANY ONLY	
		2005	2004	2005	2004
		'000 BAHT	'000 BAHT	'000 BAHT	'000 BAHT
		Unaudited	Audited	Unaudited	Audited
		Limited review only		Limited review only	
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
<b>CURRENT LIABILITIES</b>					
Bank Overdraft	(Note 15)	79,091	2,207	73,876	-
Short - Term Loans from Finance Institute	(Note 16)	871,500	1,173,067	680,000	400,000
Notes Payable		1,355	14,487	-	13,883
Accounts Payable	(Note 2.2)	321,562	380,965	125,929	132,818
Short-Term Loans from Other Company	(Note 17)	-	29,010	-	-
Current Portion of Long-Term Loans	(Note 18)	478,000	356,000	373,000	251,000
Current Portion of Liabilities under Financial Lease Agreement		56,706	41,337	55,750	40,318
Other Current Liabilities					
Accrued Expenses		87,398	97,526	36,239	43,040
Other Accounts Payable		173,672	85,777	23,552	13,452
Accrued Corporate Income Tax		80,224	46,304	19,373	14,838
Accounts Payable for Assets Purchased and Construction Works		104,682	171,984	7,222	9,443
Others		140,032	84,254	58,637	34,423
<b>TOTAL CURRENT LIABILITIES</b>		<b>2,394,222</b>	<b>2,482,918</b>	<b>1,453,578</b>	<b>953,215</b>
<b>NON-CURRENT LIABILITIES</b>					
Loans from Subsidiary Companies	(Note 2.2)	-	-	38,000	122,679
Long-Term Loans	(Note 18)	1,277,188	1,097,438	1,133,500	875,000
Other Non-Current Liabilities					
Rental Bond		64,153	50,730	17,041	11,595
Deferred Leasehold Revenue		188,511	195,854	-	-
Deferred Service Revenue		126,693	131,716	-	-
Liabilities under Financial Lease Agreement-Net from Current Portion		1,899	57,130	887	55,742
Advance Received from Sales Promotion		23,000	20,000	23,000	20,000
Others		14,398	13,407	8,135	9,986
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>1,695,842</b>	<b>1,566,275</b>	<b>1,220,563</b>	<b>1,095,002</b>
<b>TOTAL LIABILITIES</b>		<b>4,090,064</b>	<b>4,049,193</b>	<b>2,674,141</b>	<b>2,048,217</b>

## MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY COMPANIES

## BALANCE SHEETS

As of September 30, 2005 and December 31, 2004

	CONSOLIDATED		THE COMPANY ONLY	
	2005	2004	2005	2004
	<u>'000 BAHT</u>	<u>'000 BAHT</u>	<u>'000 BAHT</u>	<u>'000 BAHT</u>
	Unaudited	Audited	Unaudited	Audited
	Limited review only		Limited review only	
SHAREHOLDERS' EQUITY				
Share Capital				
Authorized Share Capital				
897,000,000 Ordinary Shares @ Baht 1.00	897,000	897,000	897,000	897,000
Issued and Paid-up Share Capital				
709,322,633 Ordinary Shares @ Baht 1.00	709,323	709,323	709,323	709,323
Premiums on Share Capital	1,840,200	1,840,200	1,840,200	1,840,200
Unrealized Gain on Temporary Investments in available for sale of Subsidiary and Associated Companies.	1	1	-	-
Retained Earnings				
Appropriated				
Legal Reserve (Note 20)	14,405	-	14,405	-
Unappropriated	218,129	40,275	218,129	40,275
Minority Shareholders' Interest	15,521	22,453	-	-
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>2,797,579</b>	<b>2,612,252</b>	<b>2,782,057</b>	<b>2,589,798</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>6,887,643</b>	<b>6,661,445</b>	<b>5,456,198</b>	<b>4,638,015</b>

## MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY COMPANIES

## STATEMENT OF INCOME

For the Quarters ended on September 30, 2005 and 2004

				Unaudited	
				Limited review only	
		CONSOLIDATED		THE COMPANY ONLY	
		2005	2004	2005	2004
		'000 BAHT	'000 BAHT	'000 BAHT	'000 BAHT
			(Restated)		(Restated)
<b>REVENUES FROM OPERATION</b>					
Revenue from Cinema Business		723,832	430,899	373,274	311,360
Revenue from Bowling and Karaoke Business		134,096	79,447	29,991	63,360
Revenue from Rentals and Services Business		71,880	66,027	10,685	9,609
Revenue from Advertisement Business		143,053	61,233	29,700	14,700
Revenue from Sales VCD, DVD and Movie Copy Right Business		129,169	-	-	-
Revenue from Fitness Center Business		8,090	-	-	-
Other Incomes					
Sale Promotion Revenue		15,483	12,346	11,713	9,846
Administrative Revenue		1,200	1,200	43,158	41,658
Amortized Negative Goodwill		86	85	-	-
Others		13,665	10,580	14,094	8,444
Participating Profit in Subsidiary Companies		-	-	77,654	34,043
Participating Profit in Associated Companies	(Note 11)	7,699	8,247	6,880	8,247
<b>TOTAL REVENUES</b>		<b>1,248,253</b>	<b>670,064</b>	<b>597,149</b>	<b>501,267</b>
<b>EXPENSES FROM OPERATION</b>					
Cost of Cinema Business		498,115	305,593	280,636	241,960
Cost of Bowling and Karaoke Business		87,616	45,291	19,457	43,082
Cost of Rentals and Services Business		53,661	50,334	1,562	2,225
Cost of Advertisement Business		7,129	3,020	-	-
Cost of Sales VCD, DVD and Film Copy Right Business		81,539	-	-	-
Cost of Fitness Center Business		6,204	-	-	-
Amortized Goodwill		6,550	5,251	-	-
Selling and Administrative Expenses		257,676	167,904	98,336	141,141
Director's Remuneration		800	290	800	290
<b>TOTAL EXPENSES</b>		<b>999,290</b>	<b>577,683</b>	<b>400,791</b>	<b>428,698</b>
<b>PROFIT BEFORE AMORTIZATION OF THE EXCESS OF COST OF ACQUISITION OVER</b>					
<b>FAIR VALUE OF SUBSIDIARIES, INTEREST EXPENSES AND CORPORATE INCOME TAX</b>		<b>248,963</b>	<b>92,381</b>	<b>196,358</b>	<b>72,569</b>
AMORTIZATION OF THE EXCESS OF COST OF ACQUISITION OVER					
FAIR VALUE OF SUBSIDIARIES	(Note 10)	-	816,939	-	816,939
<b>PROFIT(LOSS) FROM OPERATION BEFORE INTEREST EXPENSES AND</b>					
<b>CORPORATE INCOME TAX</b>		<b>248,963</b>	<b>(724,558)</b>	<b>196,358</b>	<b>(744,370)</b>
INTEREST EXPENSES		(25,073)	(10,447)	(16,556)	(11,056)
CORPORATE INCOME TAX	(Note 21)	(66,160)	(24,122)	(22,580)	(4,022)
<b>NET PROFIT(LOSS) BEFORE NET (PROFIT) LOSS OF MINORITY</b>					
<b>SHAREHOLDERS' INTEREST</b>		<b>157,730</b>	<b>(759,127)</b>	<b>157,222</b>	<b>(759,448)</b>
NET (PROFIT) LOSS OF MINORITY SHAREHOLDERS' INTEREST		(508)	(321)	-	-
<b>NET PROFIT(LOSS)</b>		<b>157,222</b>	<b>(759,448)</b>	<b>157,222</b>	<b>(759,448)</b>
BASIC EARNING(LOSS) PER SHARE (Unit : Baht)	(Note 22)	0.22	(1.28)	0.22	(1.28)
DILUTED EARNING(LOSS) PER SHARE (Unit : Baht)	(Note 22)	-	(1.24)	-	(1.24)
WEIGHTED AVERAGE OF ORDINARY SHARES (Unit : '000 Share)	(Note 22)	709,323	592,918	709,323	592,918

Notes to financial statements are an integral part of these statements

## MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY COMPANIES

## STATEMENT OF INCOME

For the Nine month period ended on September 30, 2005 and 2004

				Unaudited	
				Limited review only	
		CONSOLIDATED		THE COMPANY ONLY	
		2005	2004	2005	2004
		'000 BAHT	'000 BAHT	'000 BAHT	'000 BAHT
			(Restated)		(Restated)
<b>REVENUES FROM OPERATION</b>					
Revenue from Cinema Business		1,960,956	1,226,902	984,096	897,045
Revenue from Bowling and Karaoke Business		339,544	212,500	117,699	168,269
Revenue from Rentals and Services Business		220,975	212,973	32,571	34,537
Revenue from Advertisement Business		448,758	154,138	112,092	44,266
Revenue from Sales VCD, DVD and Movie Copy Right Business		304,108	-	-	-
Revenue from Fitness Center Business		16,042	-	-	-
Other Incomes					
Sale Promotion Revenue		88,046	55,048	53,260	47,848
Administrative Revenue		9,100	3,600	129,974	115,104
Amortized Negative Goodwill		256	256	-	-
Others		42,898	23,630	40,384	16,995
Participating Profit in Subsidiary Companies		-	-	171,465	96,615
Participating Profit in Associated Companies	(Note 11)	22,141	35,674	21,940	35,674
<b>TOTAL REVENUES</b>		<b>3,452,824</b>	<b>1,924,721</b>	<b>1,663,481</b>	<b>1,456,353</b>
<b>EXPENSES FROM OPERATION</b>					
Cost of Cinema Business		1,467,852	865,077	764,288	684,458
Cost of Bowling and Karaoke Business		211,538	122,946	82,913	118,335
Cost of Rentals and Services Business		155,971	149,386	5,332	6,516
Cost of Advertisement Business		11,602	7,781	-	-
Cost of Sales VCD, DVD and Film Copy Right Business		213,983	-	-	-
Cost of Fitness Center Business		17,659	-	-	-
Amortized Goodwill		19,649	15,751	-	-
Selling and Administrative Expenses		701,506	382,680	293,506	321,646
Director's Remuneration		2,400	870	2,400	870
<b>TOTAL EXPENSES</b>		<b>2,802,160</b>	<b>1,544,491</b>	<b>1,148,439</b>	<b>1,131,825</b>
<b>PROFIT BEFORE AMORTIZATION OF THE EXCESS OF COST OF ACQUISITION OVER</b>					
<b>FAIR VALUE OF SUBSIDIARIES, INTEREST EXPENSES AND CORPORATE INCOME TAX</b>		<b>650,664</b>	<b>380,230</b>	<b>515,042</b>	<b>324,528</b>
AMORTIZATION OF THE EXCESS OF COST OF ACQUISITION OVER					
FAIR VALUE OF SUBSIDIARIES	(Note 10)	-	816,939	-	816,939
<b>PROFIT(LOSS) FROM OPERATION BEFORE INTEREST EXPENSES AND</b>					
<b>CORPORATE INCOME TAX</b>		<b>650,664</b>	<b>(436,709)</b>	<b>515,042</b>	<b>(492,411)</b>
INTEREST EXPENSES		(73,357)	(20,880)	(45,800)	(21,047)
CORPORATE INCOME TAX	(Note 21)	(178,283)	(87,743)	(64,186)	(32,488)
<b>NET PROFIT(LOSS) BEFORE NET (PROFIT) LOSS OF MINORITY</b>					
<b>SHAREHOLDERS' INTEREST</b>		<b>399,024</b>	<b>(545,332)</b>	<b>405,056</b>	<b>(545,946)</b>
NET (PROFIT) LOSS OF MINORITY SHAREHOLDERS' INTEREST		6,032	(614)	-	-
<b>NET PROFIT(LOSS)</b>		<b>405,056</b>	<b>(545,946)</b>	<b>405,056</b>	<b>(545,946)</b>
BASIC EARNING(LOSS) PER SHARE (Unit : Baht)	(Note 22)	0.57	(0.93)	0.57	(0.93)
DILUTED EARNING(LOSS) PER SHARE (Unit : Baht)	(Note 22)	-	(0.90)	-	(0.90)
WEIGHTED AVERAGE OF ORDINARY SHARES (Unit : '000 Share)	(Note 22)	709,323	589,459	709,323	589,459

Notes to financial statements are an integral part of these statements

## MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY COMPANIES

## STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the Nine month period ended on September 30, 2005 and 2004

Unaudited  
Limited review only

	CONSOLIDATED							
	Issued and Paid-up Share Capital	Premiums on Share Capital	Advance from Share Subscription	Unrealized Gain in Securities Available for Sale	RETAINED EARNINGS		Minority Shareholders' Interest	Total
					Appropriated Legal Reserve	Unappropriated		
'000 BAHT	'000 BAHT	'000 BAHT	'000 BAHT	'000 BAHT	'000 BAHT	'000 BAHT	'000 BAHT	
Balance as of December 31, 2004	709,323	1,840,200	-	1	-	40,275	22,453	2,612,252
Minority Shareholders' Interest	-	-	-	-	-	-	(900)	(900)
Appropriated Legal Reserve (Note 20)	-	-	-	-	14,405	(14,405)	-	-
Net Profit (loss)	-	-	-	-	-	405,056	(6,032)	399,024
Payment for Dividends (Note 20)	-	-	-	-	-	(212,797)	-	(212,797)
Balance as of September 30, 2005	709,323	1,840,200	-	1	14,405	218,129	15,521	2,797,579
Balance as of December 31, 2003	587,710	661,861	-	225,843	37,451	557,852	75,747	2,146,464
Accumulated from the change of accounting policy of associated company (Note 3)	-	-	-	-	-	(2,753)	-	(2,753)
Balance after Adjustment	587,710	661,861	-	225,843	37,451	555,099	75,747	2,143,711
Increase share capital from merger	119,777	1,437,318	-	-	-	-	-	1,557,095
Advance from Share Subscription	-	-	22,621	-	-	-	-	22,621
Unrealized Gain in Securities Available for Sale	-	-	-	(225,843)	-	-	-	(225,843)
Minority Shareholder's Interest	-	-	-	-	-	-	(51,503)	(51,503)
Net Profit (loss)	-	-	-	-	-	(545,946)	(614)	(546,560)
Payment for Dividends (Note 20)	-	-	-	-	-	(352,626)	-	(352,626)
Balance as of September 30, 2004	707,487	2,099,179	22,621	-	37,451	(343,473)	23,630	2,546,895

	THE COMPANY ONLY							
	Issued and Paid-up Share Capital	Premiums on Share Capital	Advance from Share Subscription	Unrealized Gain in Securities Available for Sale	RETAINED EARNINGS		Minority Shareholders' Interest	Total
					Appropriated Legal Reserve	Unappropriated		
'000 BAHT	'000 BAHT	'000 BAHT	'000 BAHT	'000 BAHT	'000 BAHT	'000 BAHT	'000 BAHT	
Balance as of December 31, 2004	709,323	1,840,200	-	-	-	40,275	-	2,589,798
Appropriated Legal Reserve (Note 20)	-	-	-	-	14,405	(14,405)	-	-
Net Profit (loss)	-	-	-	-	-	405,056	-	405,056
Payment for Dividends (Note 20)	-	-	-	-	-	(212,797)	-	(212,797)
Balance as of September 30, 2005	709,323	1,840,200	-	-	14,405	218,129	-	2,782,057
Balance as of December 31, 2003	587,710	661,861	-	225,843	37,451	557,852	-	2,070,717
Accumulated from the change of accounting policy of associated company (Note 3)	-	-	-	-	-	(2,753)	-	(2,753)
Balance after Adjustment	587,710	661,861	-	225,843	37,451	555,099	-	2,067,964
Increase share capital from merger	119,777	1,437,318	-	-	-	-	-	1,557,095
Advance from Share Subscription	-	-	22,621	-	-	-	-	22,621
Unrealized Gain in Securities Available for Sale	-	-	-	(225,843)	-	-	-	(225,843)
Net Profit (loss)	-	-	-	-	-	(545,946)	-	(545,946)
Payment for Dividends (Note 20)	-	-	-	-	-	(352,626)	-	(352,626)
Balance as of September 30, 2004	707,487	2,099,179	22,621	-	37,451	(343,473)	-	2,523,265



## MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY COMPANIES

## CASH FLOW STATEMENTS

For the Nine months period ended on September 30, 2005 and 2004

	Unaudited			
	Limited review only			
	CONSOLIDATED		THE COMPANY ONLY	
	2005	2004	2005	2004
	<u>'000 BAHT</u>	<u>'000 BAHT</u>	<u>'000 BAHT</u>	<u>'000 BAHT</u>
		(Restated)		(Restated)
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
NET PROFIT(LOSS)	405,056	(545,946)	405,056	(545,946)
Adjustments to Net Profit (Loss) for Cash provided (used) from Operations				
Depreciation	422,526	242,137	160,395	141,014
Participating Loss (Profit) in Subsidiary Companies	-	-	(171,465)	(96,615)
Participating Loss (Profit) in Associated Companies	(22,141)	(35,674)	(21,940)	(35,674)
Doubtful Debt-Accounts Receivable	12,376	-	-	-
Amortized Film Copy Right	111,791	-	-	-
Amortized Revenue Leasehold and Services	(12,366)	(12,552)	-	(784)
Amortized Revenue Sales Promotion	(7,500)	-	(7,500)	-
Amortized Expense Leasehold and Services	6,537	2,003	1,537	102
Amortized Interest Expenses of Financial Lease	1,748	-	1,620	-
Loss (Gain) of Minority Shareholders' Interest	(6,032)	614	-	-
Unrealized Loss (Gain) in Temporary Investment-Securities Available for Trade	(597)	(2)	(625)	1
Loss (Gain) from Sales of Temporary Investment-Securities Available for Trade	(796)	(261)	(796)	(261)
Amortized Goodwill	19,649	15,751	-	-
Amortized Negative Goodwill	(256)	(255)	-	-
Loss from Asset Not used for Operations	-	10,891	-	10,891
Amortization of the Excess of Cost of Acquisition ordinary shares from minority shareholders Over Fair Value	953	-	953	-
Amortization of the Excess of Cost of Acquisition over fair value of subsidiaries	-	816,939	-	816,939
Profit(Loss) from Operating Activities before Change in Operating Assets and Liabilities	930,948	493,645	367,235	289,667
Purchase of Temporary Investment	(280,000)	(150,000)	(280,000)	(150,000)
Sales of Temporary Investment	281,531	100,261	281,531	100,261
(Increase) Decrease in Accounts and Notes Receivable	(68,912)	3,981	10,909	(1,312)
(Increase) Decrease in Accounts Receivable - Advertisement	(29,957)	(162)	(37,992)	8,560
(Increase) Decrease in Inventories	(21,425)	(4,882)	(91)	(3,984)
(Increase) Decrease in Other Accounts Receivable - Subsidiary and Related Companies	1,336	4,750	(17,689)	5,632
(Increase) Decrease in Accrued Interest Receivable - Subsidiary and Related Companies	30	-	(21,343)	2,958
(Increase) Decrease in Accounts Receivable - Revenue Department	6,477	2,908	4,591	-
(Increase) Decrease in Suspended Input Tax	(24,370)	1,186	(3,527)	1,817
(Increase) Decrease in Other Accounts Receivable - Sale Promotion	4,162	(208)	12,326	(208)
(Increase) Decrease in Cash Guarantee	11,761	-	-	-
(Increase) Decrease in Other Current Assets	(49,391)	(12,040)	(13,848)	(17,467)
(Increase) Decrease in Accounts Receivable - Leasehold and Services	5,000	-	-	-
Increase (Decrease) in Notes Payable	(13,132)	(22,271)	(13,883)	(17,713)
Increase (Decrease) in Accounts Payable	(127,539)	6,361	(6,889)	2,007
Increase (Decrease) in Accrued Expenses	(18,127)	(14,134)	41,070	73,214
Increase (Decrease) in Other Accounts Payable	87,550	(6,211)	10,100	(1,659)
Increase (Decrease) in Accrued Corporate Income Tax	33,920	(50,210)	4,535	(40,850)
Increase (Decrease) in Other Current Liabilities	56,115	1,336	39,137	(3,492)
Increase (Decrease) in Deferred Incomes from Sales Promotion	10,500	22,500	10,500	22,500
Increase (Decrease) in Rental Bond	13,423	920	5,446	270
Increase (Decrease) in Other Non-Current Liabilities	991	(3,333)	(1,851)	1,405
<b>NET CASH PROVIDED (USED) FROM OPERATING ACTIVITIES</b>	<b>810,891</b>	<b>374,397</b>	<b>390,267</b>	<b>271,606</b>

Notes to financial statements are an integral part of these statements

## MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY COMPANIES

## CASH FLOW STATEMENTS

For the Nine months period ended on September 30, 2005 and 2004

	CONSOLIDATED		THE COMPANY ONLY	
	2005	2004	2005	2004
	'000 BAHT	'000 BAHT (Restated)	'000 BAHT	'000 BAHT (Restated)
<b>Unaudited</b>				
<b>Limited review only</b>				
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
(Increase) Decrease in Advance Payments for Shares Subscription	-	(65,000)	-	(65,000)
Cash Purchase of Investment in Subsidiary Companies	(1,853)	(297,245)	(1,853)	(400,009)
Cash Purchase of Investment in Associated Companies	-	(56,660)	-	(56,660)
Dividend Received	31,998	6,000	31,998	50,499
(Increase) Decrease in Loans to Subsidiary and Related Companies	600	-	(530,391)	(193,472)
(Increase) Decrease in Loans to Employees	949	(1,448)	(456)	(1,004)
Purchase of Fixed Assets	(567,293)	(225,221)	(308,196)	(148,335)
Increase (Decrease) in Accounts Payable for Assets Purchased	(71,938)	(73,799)	(6,291)	(31,190)
(Increase) Decrease in Prepaid for Construction Works	-	(32,050)	-	(23,704)
Sales of Fixed Assets	-	-	32,989	-
(Increase) Decrease in Prepaid for Leasehold Rights	(15,250)	(90,500)	(15,250)	(90,500)
(Increase) Decrease in Lease and Service Contract Bond	(9,135)	3,273	(5,256)	3,000
(Increase) Decrease in Leasehold Rights and Service	(52,000)	(10,000)	(2,000)	(10,000)
(Increase) Decrease in Land Leasehold Rights	-	(20,000)	-	-
(Increase) Decrease in Deferred Film Copy Right	(42,431)	-	-	-
(Increase) Decrease in Other Non - Current Assets	9,585	(116)	4,166	1,436
<b>NET CASH PROVIDED (USED) FROM INVESTING ACTIVITIES</b>	<b>(716,768)</b>	<b>(862,766)</b>	<b>(800,540)</b>	<b>(964,939)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Increase (Decrease) in Bank Overdraft	76,884	590	73,876	590
Increase (Decrease) in Short - Term Loans from Finance Institute	(301,567)	100,000	280,000	200,000
Cash Payment in Liabilities under Financial Lease Agreement	(42,975)	(87,942)	(42,407)	(80,892)
Increase (Decrease) in Loans from Directors	-	2,500	-	-
Increase (Decrease) in Short - Term Loan from Others Company	(29,010)	-	-	-
Increase (Decrease) in Loan from Subsidiaries and Related Companies	-	-	(84,679)	15,365
Increase (Decrease) in Long - Term Loans	301,750	940,000	380,500	940,000
Cash Received from Share Subscription	-	22,621	-	22,621
Dividend paid	(212,789)	(352,626)	(212,789)	(352,626)
<b>NET CASH PROVIDED (USED) FROM FINANCING ACTIVITIES</b>	<b>(207,707)</b>	<b>625,143</b>	<b>394,501</b>	<b>745,058</b>
<b>Cash on Hand and Cash Equivalent Increase(Decrease)-Net</b>	<b>(113,584)</b>	<b>136,774</b>	<b>(15,772)</b>	<b>51,725</b>
<b>Cash on Hand and Cash Equivalent at Beginning of the Period</b>	<b>320,848</b>	<b>116,237</b>	<b>109,066</b>	<b>54,836</b>
<b>Cash on Hand and Cash Equivalent at Ending of the Period</b>	<b>207,264</b>	<b>253,011</b>	<b>93,294</b>	<b>106,561</b>
Additional Disclosure :				
Cash Payment During The Year				
1. Interest Paid	68,751	32,946	41,733	32,609
2. Corporate Income Tax	145,135	133,164	59,651	73,338

## MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY COMPANIES

## CASH FLOW STATEMENTS

For the Nine months period ended on September 30, 2005 and 2004

Unaudited  
Limited review only

	CONSOLIDATED		THE COMPANY ONLY	
	2005	2004	2005	2004
	'000 BAHT	'000 BAHT	'000 BAHT	'000 BAHT
		(Restated)		(Restated)
3. Cash Payment to Purchase Investment in Subsidiary Companies Calculated as Follows:				
Fair Value of Subsidiaries at acquisition	-	977,594	-	977,594
Goodwill	-	162,571	-	162,571
Cost of Business Acquisition Over Fair Value of Subsidiaries	953	816,939	953	816,939
Minority Shareholders' Interest	900	-	900	-
Total Cost of Business Acquisition	1,853	1,957,104	1,853	1,957,104
<u>Less</u> Purchased Transactions by the repayment of increased shares	-	(1,557,095)	-	(1,557,095)
Net Cash Purchase of Investment	1,853	400,009	1,853	400,009
<u>Less</u> Cash and Cash Equivalent of subsidiary companies	-	(102,764)	-	-
Net cash purchase of acquisition	1,853	297,245	1,853	400,009
4. Investments Activities which not affecting Cash Flow Statement				
Purchase of Fixed Assets in Aggregate Cost	573,292	287,943	329,745	172,665
Unpaid Liabilities Payable from Investment in Building and Equipment During this period				
Account Payable for Assets Purchased and Construction Works	4,636	61,143	4,069	22,751
Liabilities under Financial Lease Agreement	1,363	1,579	1,363	1,579
Paid from debt offsetting with account receivable	-	-	16,116	-
5. Transaction of Debt Receipt which not affect Cash Flow from debt offsetting	-	-	55,871	61,770
6. Cash on Hand and Cash Equivalent				
Cash on hand	20,739	14,507	11,466	6,274
Bank Deposit - Current Accounts	38,696	34,083	13,351	14,948
Bank Deposit - Saving Accounts	147,824	204,416	68,477	85,339
Bank Deposit - Fixed Accounts	5	5	-	-
Total	207,264	253,011	93,294	106,561

## The Company Only

- For the nine months period ended on September 30, 2004, the company has Dividends from subsidiary company amount of Baht 27.71 million which take to offset debt with Accounts Payable for Assets Purchased-Subsidiary Company and these transaction non-effect cash flow of the company.
- For the nine months ended on September 30, 2005, the company sold bowling equipment to one subsidiary in the price of Baht 53.29 millions which there is no receipt of repayment.
- For the nine months ended on September 30, 2005, the company received accrued interest receivable by amount of Baht 14.93 millions by offsetting against related trading payable in amount of Baht 11.27 millions and accrued interest in amount of Baht 3.67 millions.

## Consolidated

- For the nine months ended on September 30, 2005, the subsidiary company purchased copyright of film in amount of Baht 68.14 millions which there is no paid of repayment.

**MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED**  
**AND ITS SUBSIDIARY COMPANIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**September 30, 2005 and December 31, 2004**

**1. General Information**

1.1 Basis of preparation of the interim financial statements.

These interim consolidated financial statements and the interim financial statements of the Company only were prepared according to local generally accepted accounting principles and presented in the set abbreviated format as stipulated under accounting standard No. 41 concerning Interim Financial Statement with additional items in the basic financial statements such as the Balance Sheet, Profit and Loss Statement, the Changes in Shareholder's Equity and the Cash Flow Statement and set out in the manner proscribed under the announcement of the Commercial Registration Department concerning "Compulsory Sub-Entries for Financial Statement" (2001) in order to comply with the announcement of the Securities and Exchange Commission and the regulations of the Stock Exchange of Thailand.

In order to prepare the financial statements to comply with generally accepted accounting standards, the company's management had to make some estimates and suppositions which may have an effect on the amount shown for revenue, expense, assets and liabilities and also on the disclosures concerning assets and contingent liabilities, therefore the actual result may differ the estimated amount.

These interim financial statements were prepared to provide additional information over the latest previous financial statements therefore they emphasize the latest business information, new events and situations so as not to duplicate information already reported on and so they should be used in conjunction with the latest annual financial statements available.

1.2 Summary of Main Accounting Policy

These interim financial statements were prepared under the same accounting policy and calculation methods as used in the financial statements ending on December 31, 2004.

1.3 In accordance with the consolidated and the Company financial statements as of December 31, 2004, were reclassified accounting items in order to comparing the financial statements for the nine month period ended on September 30, 2005, as follows:

<u>Balance Sheets</u>	<u>'000 BAHT</u>
Increase (Decrease) in Assets	
Cash and Its Equivalent	13,980
Increase (Decrease) in Liabilities Under	
Financial Lease Agreement – Net from Current Portion	13,980

1.4 The interim consolidated financial statements include accounting transactions of the company and subsidiary companies after eliminated transaction. The Company holds shares in subsidiary in accordance with proportion as follows:

Company Name	Shareholding	Percentag	Ending of	Country
	As of	As of	Accounting	Period
	September 30,	December 31,		
	<u>2005</u>	<u>2004</u>		
Major Cineplex Property Co., Ltd.	99.99	99.99	December 31,	Thailand
Major Cineplex Service Co., Ltd.	99.99	99.99	December 31,	Thailand
Chiangmai Cineplex Co., Ltd.	99.99	99.99	December 31,	Thailand
Ratchayothin Realty Co., Ltd.	99.99	99.99	December 31,	Thailand
Ratchayothin Cinema Co., Ltd.	99.99	99.99	December 31,	Thailand
Major Bowl Group Co., Ltd.	99.99	99.99	December 31,	Thailand
Ratchayothin Management Co., Ltd.	99.99	99.99	December 31,	Thailand
Major Cinead Co., Ltd.	99.93	99.93	December 31,	Thailand
Bangkok Imax Theater Co., Ltd.	99.94	99.94	December 31,	Thailand
Udorn Five Star Cineplex Co., Ltd.	80.00	80.00	December 31,	Thailand
Siam Cineplex Co., Ltd.	99.99	99.99	December 31,	Thailand
EGV Entertainment Public Co., Ltd.	99.97	98.82	December 31,	Thailand
Pacific Marketing and Entertainment Group Co., Ltd.	80.00	80.00	December 31,	Thailand

1.5 The interim consolidated financial statements combine the subsidiaries which is under the control of EGV Entertainment Public Co., Ltd. which is holding share in subsidiary in accordance with the proportion as follows:

Company Name	Shareholding Percentage		Ending of Accounting Period	Country
	As of September 30, 2005	As of December 31, 2004		
	EGV Entertain Golden Village Exhibition Co., Ltd.	99.82		
EGV Exhibition Co., Ltd.	99.82	99.82	December 31,	Thailand
EGV Five Star Co., Ltd.	89.84	89.84	December 31,	Thailand
Exertainment Co., Ltd.	59.89	59.89	December 31,	Thailand

1.6 The interim consolidated financial statements combine the subsidiary which is under the control of Pacific Marketing and Entertainment Group Co., Ltd. which is holding share in subsidiary in accordance with the proportion as follows.

Company Name	Percentage Of Shareholding		Ending of Accounting Period	Country
	As of September 30, 2005	As of December 31, 2004		
	Pacific Media Sale Co., Ltd.	79.52		

1.7 The interim consolidated financial statements were prepared with the same of standard as used in annual financial statement ending on December 31, 2004.

## 2. Inter-Transaction

During the period the Company had significant inter-transactions with the subsidiary companies, associated companies, related companies and directors which could be summarized as follows:

### 2.1 Inter-Income and Expenses

	Consolidated			
	For the Quarters		For the Nine month period	
	Ended on September 30, 2005	Ended on September 30, 2004	Ended on September 30, 2005	Ended on September 30, 2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
<b>Revenue</b>				
Management Fee Income				
Wel Cineplex Co., Ltd.	1,200	1,200	3,600	3,600

	Consolidated			
	For the Quarters		For the Nine month period	
	Ended on September 30,		Ended on September 30,	
	2005	2004	2005	2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
Service Income				
Siam Future Development Public Co., Ltd.	90	-	270	-
<b>Expense</b>				
Expense Recorded as Capital Expenditure				
Wel Ad Co., Ltd.	5,850	5,850	17,550	17,550
Rental Expense				
Siam Future Development Public Co., Ltd.	4,794	-	7,141	-
Service Expense				
Siam Future Development Public Co., Ltd.	1,478	-	3,452	-
Common Area Service Expense				
Siam Future Development Public Co., Ltd.	1,805	-	5,196	-

**The Company Only**

	For the Quarters		For the Nine month period	
	Ended on September 30,		Ended on September 30,	
	2005	2004	2005	2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
<b>Income</b>				
Service Income				
Siam Future Development Public Co., Ltd.	90	-	270	-
Management Fee Income				
Ratchayothin Cinema Co., Ltd.	8,058	8,058	24,174	21,905
Chiangmai Cineplex Co., Ltd.	4,500	4,500	13,500	16,497
Major Cinead Co., Ltd.	24,000	24,000	72,000	61,624
Major Bowl Group Co., Ltd.	1,500	1,500	4,500	4,500
Ratchayothin Management Co., Ltd.	1,200	1,200	3,600	3,630
Ratchayothin Realty Co. Ltd.	-	1,200	400	3,348
Wel Cineplex Co., Ltd.	1,200	1,200	3,600	3,600
Udon Five Star Cineplex Co., Ltd.	2,700	-	2,700	-
Gift Voucher Income				
Major Cinead Co., Ltd.	3,427	1,056	7,129	1,056
Advertising Revenue				
Major Cinead Co., Ltd.	29,700	14,700	88,800	44,100
Equipment Rent Revenue				
Ratchayothin Cinema Co., Ltd	89	-	606	-
EGV Entertainment Public Co., Ltd.	9,850	-	18,000	-
Equipment Bowling Rent Revenue				
Major Bowl Group Co., Ltd.	13,500	-	21,650	-

## The Company Only

	For the Quarters		For the Nine month period	
	Ended on September 30,		Ended on September 30,	
	2005	2004	2005	2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
<b>Interests Revenue</b>				
Major Cineplex Property Co., Ltd.	561	563	1,409	1,131
Major Cineplex Service Co. Ltd	248	163	1,034	1,200
Ratchayothin Cinema Co., Ltd.	9	347	1,010	1,609
Ratchayothin Management Co., Ltd.	784	1,016	2,383	1,145
Major Bowl Group Co., Ltd.	1,989	10	4,398	22
Ratchayothin Realty Co. Ltd.	-	423	72	423
Udon Five Star Cineplex Co., Ltd.	-	132	-	210
Bangkok Imax Theater Co., Ltd.	368	-	553	-
EGV Entertainment Public Co., Ltd.	5,301	-	8,978	-
Siam Cineplex Co., Ltd.	2,266	-	3,155	-
<b>Promotion Revenue</b>				
Udon Five Star Cineplex Co., Ltd.	3,120	-	3,120	-
<b>Expense</b>				
<b>Rentals Expense</b>				
Major Cineplex Property Co., Ltd.	6,600	9,900	23,100	29,700
Siam Future Development Public Co., Ltd.	4,794	-	7,141	-
<b>Service Expense</b>				
Major Cineplex Service Co. Ltd.	5,550	8,400	19,500	25,200
Siam Future Development Public Co., Ltd.	1,478	-	3,452	-
<b>Common Area Service Expense</b>				
Major Cineplex Service Co. Ltd.	1,989	1,892	5,300	5,669
Siam Future Development Public Co., Ltd.	1,805	-	5,196	-
<b>Premises Tax</b>				
Major Cineplex Property Co., Ltd.	825	1,238	2,888	3,713
<b>Advertising Expense</b>				
Major Cinead Co., Ltd.	-	1,485	-	1,485
<b>Expense Recorded as Capital Expenditure</b>				
Wel Ad Co., Ltd.	5,850	5,850	17,550	17,550
<b>Cost of Major Card</b>				
Chiangmai Cineplex Co., Ltd.	32	-	610	-
Ratchayothin Cinema Co., Ltd.	2,329	-	5,900	-
Major Bowl Group Co., Ltd.	162	-	1,131	-
1 Subsidiary Companies	35	-	191	-
<b>Cost of Gift Card</b>				
Ratchayothin Cinema Co., Ltd.	-	-	2,308	-
Ratchayothin Management Co., Ltd.	-	-	162	-



## The Company Only

	For the Quarters		For the Nine month period	
	Ended on September 30,		Ended on September 30,	
	2005	2004	2005	2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
Promotion Expense				
Ratchayothin Cinema Co., Ltd.	-	393	-	393
Major Bowl Group Co., Ltd.	-	1,097	-	1,097
Interest Expense				
Siam Cineplex Co., Ltd.	-	-	3,318	-
Ratchayothin Management Co., Ltd.	-	-	350	-
Bangkok Imax Theater Co., Ltd.	-	-	42	-
Major Cinema Co., Ltd.	-	138	-	411
Major Bowl Group Co., Ltd.	-	252	-	749
Chiangmai Cineplex Co., Ltd.	292	151	619	316
Major Bowl Group Co., Ltd	-	154	-	154

Management Fee Revenue was received by the Company for acting as consultant and providing management services for several subsidiaries. Such services covered management, marketing, plus taking responsibility for various joint expenses and marketing overheads. The Management Fee was set at a fixed rate and/or to be a percentage of the subsidiaries revenue as monthly mutually agreement.

Inter - revenue, cost, selling and service expense comprise the price determination as follows :-

- Revenue from advertisement fee incurred by subsidiaries is determined by lum sum rate per month and equivalent to percentage rate of revenue in accordance with the inter-memorandum.
- Equipment Bowling Rent Revenue fee incurred by subsidiaries is determined by lum sum rate per month in accordance with the agreement.
- Space rental fee and central service fee is charged by lum sum rate per month pursuant to the mutually agreed-upon.
- Others in accordance with agreed-upon rate.

## 2.2 Inter-Assets and Liabilities

	Consolidated		The Company Only	
	As of		As of	
	September 30, 2005 '000 Baht	December 31, 2004 '000 Baht	September 30, 2005 '000 Baht	December 31, 2004 '000 Baht
<b><u>Assets</u></b>				
Accounts Receivable – Advertisement				
Major Cinead Co., Ltd.	-	-	33,087	5,243
Notes Receivable				
Major Cinead Co., Ltd.	-	-	-	1,338
Ratchayothin Management Co., Ltd.	-	-	-	1,091
	-	-	-	2,429
Accounts Receivable				
Udon Five Star Cineplex Co., Ltd.	-	-	388	-
EGV Entertainment Public Co., Ltd	-	-	301	-
3 Subsidiary Companies	-	-	11	-
	-	-	700	-
Accrued Interest Receivable				
Ratchayothin Management Co., Ltd.	-	-	1,385	352
EGV Entertainment Public Co., Ltd.	-	-	2,245	326
Major Bowl Group Co., Ltd.	-	-	1,057	43
Major Cineplex Property Co., Ltd.	-	-	1,409	180
Media Logistic Co., Ltd.	-	30	-	-
Siam Cineplex Co., Ltd.	-	-	339	-
Major Cineplex Service Co., Ltd.	-	-	1,034	193
Ratchayothin Cinema Co., Ltd.	-	-	4	198
2 Subsidiary Companies	-	-	368	136
	-	30	7,841	1,428
Other Accounts Receivable				
Chiangmai Cineplex Co., Ltd.	-	-	-	2,970
Major Bowl Group Co., Ltd.	-	-	116,753	55,151
Major Cinead Co., Ltd.	-	-	49,148	80,771
Udon Five Star Cineplex Co., Ltd.	-	-	12,653	10,721
Ratchayothin Cinema Co., Ltd.	-	-	2,401	-
3 Subsidiary Companies	-	-	205	-
	-	-	181,160	149,613
Prepaid for Leasehold Rights				
Petchpinklao Co., Ltd.	-	54,000	-	54,000
Leasehold Rights and Services				
Petchpinklao Co., Ltd.	68,096	-	68,096	-
Siam Future Development Public Co., Ltd.	9,492	9,797	9,492	9,797

	Consolidated		The Company Only	
	As of		As of	
	September 30,	December 31,	September 30,	December 31,
	2005	2004	2005	2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
Loans to				
EGV Entertainment Public Co., Ltd.	-	-	585,000	20,000
Ratchayothin Management Co., Ltd.	-	-	52,900	71,000
Ratchayothin Realty Co., Ltd.	-	-	-	16,000
Major Bowl Group Co., Ltd.	-	-	129,150	39,500
Major Cineplex Property Co., Ltd.	-	-	44,917	34,239
Ratchayothin Cinema Co., Ltd.	-	-	400	39,850
Bangkok Imax Theater Co., Ltd.	-	-	26,300	2,400
Major Cineplex Service Co., Ltd.	-	-	14,163	38,947
Media Logistic Co., Ltd.	2,350	2,950	-	-
Siam Cineplex Co., Ltd.	-	-	83,627	-
	<u>2,350</u>	<u>2,950</u>	<u>936,457</u>	<u>261,936</u>

For the nine month end on September 30, 2005, there were movement transactions of the loan to the subsidiary and associated companies as follows:

	(Unit : '000 Baht)			
	Balance		Balance	
	As of	In the period		As of
	<u>December 31, 2004</u>	<u>Increase</u>	<u>Decrease</u>	<u>September 30, 2005</u>
<u>Consolidated</u>				
Media Logistic Co., Ltd.	2,950	-	(600)	2,350
<u>The Company Only</u>				
Ratchayothin Cinema Co., Ltd.	39,850	9,400	(48,850)	400
Ratchayothin Management Co., Ltd.	71,000	1,000	(19,100)	52,900
Ratchayothin Realty Co., Ltd.	16,000	-	(16,000)	-
Major Bowl Group Co., Ltd.	39,500	175,150	(85,500)	129,150
Major Cineplex Property Co., Ltd.	34,239	57,018	(46,340)	44,917
Major Cineplex Service Co., Ltd.	38,947	13,484	(38,268)	14,163
EGV Entertainment Public Co., Ltd.	20,000	585,000	(20,000)	585,000
Bangkok Imax Theater Co., Ltd.	2,400	43,000	-	26,300
Siam Cineplex Co., Ltd.	-	221,327	(138,700)	83,627

For the year ended on December 31, 2004 there were movement transactions of the loan to the subsidiary and associated companies as follows:

	(Unit : '000 Baht)			
	Balance		Balance	
	As of	In the period		As of
	<u>December 31, 2003</u>	<u>Increase</u>	<u>Decrease</u>	<u>December 31, 2004</u>
<u>Consolidated</u>				
Media Logistic Co., Ltd.	2,950	-	-	2,950
<u>The Company Only</u>				
Ratchayothin Cinema Co., Ltd.	-	247,654	(207,804)	39,850
Ratchayothin Management Co., Ltd.	-	153,680	(82,680)	71,000
Ratchayothin Realty Co., Ltd.	-	36,000	(20,000)	16,000
Major Bowl Group Co., Ltd.	-	40,500	(1,000)	39,500
Major Cineplex Property Co., Ltd.	34,563	116,730	(117,054)	34,239
Major Cineplex Service Co., Ltd.	29,860	94,213	(85,126)	38,947
EGV Entertainment Public Co., Ltd.	-	30,000	(10,000)	20,000
Udon Five Star Cineplex Co., Ltd.	-	10,751	(10,751)	-
Bangkok Imax Theater Co., Ltd.	-	4,400	(2,000)	2,400
	<u>Consolidated</u>		<u>The Company Only</u>	
	As of		As of	
	September 30,	December 31,	September 30,	December 31,
	2005	2004	2005	2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
<u>Liabilities</u>				
<u>Account Payable and Notes Payable</u>				
Chiangmai Cineplex Co., Ltd.	-	-	1,711	46
EGV Entertainment Public Co., Ltd.	-	-	15,455	-
Ratchayothin Cinema Co., Ltd.	-	-	6,390	1,572
4 Subsidiaries Companies	-	-	395	-
	-	-	23,951	1,618
<u>Accrued Expense</u>				
Major Cineplex Property Co., Ltd.	-	-	2,888	-
Major Cinead Co., Ltd.	-	-	-	629
Major Bowl Group Co., Ltd.	-	-	-	1,105
2 Subsidiaries Companies	-	-	-	205
	-	-	2,888	1,939

	Consolidated		The Company Only	
	As of		As of	
	September 30,	December 31,	September 30,	December 31,
	2005	2004	2005	2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
<b>Suspended Output Tax</b>				
Major Cinead Co., Ltd.	-	-	-	5,628
Major Bowl Group Co., Ltd.	-	-	-	1,023
Wel Cineplex Co., Ltd.	-	308	-	-
2 Subsidiaries Companies	-	-	-	222
	<u>-</u>	<u>308</u>	<u>-</u>	<u>6,873</u>
<b>Rental Revenue Received in Advance</b>				
Ratchayothin Cinema Co., Ltd.	-	-	-	606
<b>Accrued Interest Expense</b>				
Siam Cineplex Co., Ltd.	-	-	-	266
Chiangmai Cineplex Co., Ltd.	-	-	110	-
3 Subsidiaries Companies	-	-	98	31
	<u>-</u>	<u>-</u>	<u>208</u>	<u>297</u>
<b>Loans from</b>				
Ratchayothin Realty Co., Ltd.	-	-	19,750	-
Chiangmai Cineplex Co., Ltd.	-	-	18,250	6,000
Siam Cineplex Co., Ltd.	-	-	-	116,679
	<u>-</u>	<u>-</u>	<u>38,000</u>	<u>122,679</u>

For the nine month end on September 30, 2005, there were movement transactions of the loan from the subsidiary companies as follows:

	(Unit : '000 Baht)			
	Balance	In the period		Balance
	As of	Increase	Decrease	As of
	<u>December 31, 2004</u>	<u>Increase</u>	<u>Decrease</u>	<u>September 30, 2005</u>
<b><u>The Company Only</u></b>				
Bangkok Imax Theater Co., Ltd.	-	5,600	(5,600)	-
Ratchayothin Realty Co., Ltd.	-	20,000	(250)	19,750
Chiangmai Cineplex Co., Ltd.	6,000	23,000	(10,750)	18,250
Siam Cineplex Co., Ltd.	116,679	58,500	(175,179)	-

For the year ended on December 31, 2004, there were movement transactions of the loan from the subsidiary companies and director as follows :

				(Unit : '000 Baht)
	Balance	In the period		Balance
	As of	Increase	Decrease	As of
	<u>December 31, 2003</u>			<u>December 31, 2004</u>
<u>Consolidated</u>				
Mr. Pornchai Ungthanaphisan	-	2,500	(2,500)	-
<u>The Company Only</u>				
Major Bowl Co., Ltd.	15,969	-	(15,969)	-
Chiangmai Cineplex Co., Ltd.	3,000	12,000	(9,000)	6,000
Major Cinema Co., Ltd.	8,750	-	(8,750)	-
Siam Cineplex Co., Ltd.	-	149,679	(33,000)	116,679

Consolidated/ The Company Only

As of September 30, 2005 and December 31, 2004, the whole amount of loan to subsidiary companies to make loan contract together with interest rate at 3.00%- 6.25 % per annum.

As of September 30, 2005 and December 31, 2004, the whole amount of loan from subsidiary to make loan contract together carried interest by the rate of 5.75%-6.25 % per annum.

## 2.3 Relationship of Companies and Individuals

Consist of :

<u>Name of company / person</u>	<u>Relationship</u>
Major Cineplex Property Co., Ltd.	Subsidiary by shareholding
Major Cineplex Service Co., Ltd.	Subsidiary by shareholding
Chiangmai Cineplex Co., Ltd.	Subsidiary by shareholding
Major Bowl Co., Ltd.	Subsidiary by shareholding
Major Cinema Co., Ltd.	Subsidiary by shareholding
Ratchayothin Management Co., Ltd.	Subsidiary by shareholding
Ratchayothin Cinema Co., Ltd.	Subsidiary by shareholding
Ratchayothin Realty Co., Ltd.	Subsidiary by shareholding
Major Bowl Group Co., Ltd.	Subsidiary by shareholding
Major Cinead Co., Ltd.	Subsidiary by shareholding
Bangkok Imax Theater Co., Ltd.	Subsidiary by shareholding
Udon Five Star Cineplex Co., Ltd.	Subsidiary by shareholding
EGV Entertainment Public Co., Ltd.	Subsidiary by shareholding
Entertain Golden Village Exhibition Co., Ltd.	Subsidiary by indirect shareholding
EGV Exhibition Co., Ltd.	Subsidiary by indirect shareholding
EGV Five Star Co., Ltd.	Subsidiary by indirect shareholding
Exertainment Co., Ltd.	Subsidiary by indirect shareholding
Pacific Marketing and Entertainment Group Co., Ltd.	Subsidiary by shareholding
Pacific Media Sale Co., Ltd.	Subsidiary by indirect shareholding
California Wow Xperience Public Co., Ltd.	Associated by direct shareholding
Siam Future Development Public Co., Ltd.	Associated by direct shareholding
I-Major Co., Ltd.	Associated by direct shareholding
Media Logistic Co., Ltd.	Associated by indirect shareholding
Wel Ad Co., Ltd.	A related company with joint director
Wel Cineplex Co., Ltd.	A related company with related director
Petchpinklao Co., Ltd.	A related company with related director
Mr.Pornchai Ungthanaphisan	Director of subsidiary companies

### 3. Adjusted transaction from the change of accounting policy of associated company

In quarter 4 of 2004, California Wow Xperience Public Co., Ltd. which is an associated company constitutes the change of accounting policy in respect of the recognition of revenue and expense so as to comply with the general practice guidance for the companies in the same business group. The result of such change of accounting policy results in the investment value in California Wow Experience Public Co., Ltd. as of December 31, 2003 which is reflected by over-stated value of Baht 2.75 millions. However, the Company adjusted the correction of such result in year 2004, by adjusting the reduction of beginning retained earning of 2004 in Baht 2.75 millions and adjusting the reduction of investment value in such associated Companies by the same amount. The change of such accounting policy results in the participating profit in associated companies for the quarter 3 of 2004 changed to Baht (2.07) millions which former ever recorded as Baht 10.10 millions. And for the nine month period of 2004 changed to Baht (1.38) millions which former ever recorded as Baht 22.12 millions.

### 4. Accounts and Notes Receivable-Net

Consist of :

	Consolidated		The Company Only	
	As of		As of	
	September 30,	December 31,	September 30,	December 31,
	2005	2004	2005	2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
Notes Receivable	14,851	19,241	143	3,123
Account Receivable - Cinema Business	24,922	64,125	7,849	15,456
Account Receivable - Bowling and Karaoke Business	1,495	1,538	418	1,006
Account Receivable - Rentals and Services Business	15,418	16,125	1,889	2,115
Account Receivable – Sales DVD and VCD Business	229,082	130,298	-	-
Total	285,768	231,327	10,299	21,700
<u>Less</u> Allowance for Doubtful Debt	(15,093)	(12,521)	-	(492)
Estimation of Account Receivable-Returned of				
Sales DVD and VCD Business	(62,919)	(67,780)	-	-
Net	207,756	151,026	10,299	21,208



Accounts Receivable can be separated pursuant to Accounts Receivable Aging as follows :

	Consolidated		The Company Only	
	As of		As of	
	September 30,	December 31,	September 30,	December 31,
	2005	2004	2005	2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
Notes Receivable	14,851	19,241	143	3,123
Accounts Receivable				
Within credit term	128,143	112,876	3,193	16,297
Over Due				
1-30 Days	55,446	58,988	1,410	1,007
31-60 Days	6,016	17,497	672	563
61-90 Days	5,904	3,654	238	21
91-120 Days	5,735	2,229	286	16
Over 120 Days	69,673	16,842	4,357	673
Total	285,768	231,327	10,299	21,700
<u>Less</u> Allowance for Doubtful Debt	(15,093)	(12,521)	-	(492)
Estimation of Account Receivable-Returned of Sales DVD and VCD Business	(62,919)	(67,780)	-	-
Net	207,756	151,026	10,299	21,208

## 5. Accounts Receivable-Advertisement-Net

Consist of :

	Consolidated		The Company Only	
	As of		As of	
	September 30,	December 31,	September 30,	December 31,
	2005	2004	2005	2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
Accounts Receivable				
Within credit term	125,128	97,926	11,039	5,243
Over Due				
1-30 Days	20,173	27,470	10,715	-
31-60 Days	19,160	75,365	19	-
61-90 Days	20,257	2,703	63	-
91-120 Days	11,209	1,144	10,699	-
121-150 Days	22,503	21,011	-	-
Over 150 Days	46,452	121	10,700	-
Total	264,882	225,740	43,235	5,243
<u>Less</u> Allowance for Doubtful Debt	(9,091)	(121)	-	-
Net	255,791	225,619	43,235	5,243

## 6. Inventories

Consist of :

	Consolidated		The Company Only	
	As of		As of	
	September 30,	December 31,	September 30,	December 31,
	2005	2004	2005	2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
Inventories - Food and Beverage - Cinema Business	13,867	11,442	6,464	5,406
Inventories - Food and Beverage - Bowling and Karaoke Business	3,984	2,155	448	937
Inventories - Sales DVD and VCD Business	71,246	53,010	-	-
Supplies	3,157	4,222	3,088	3,566
Total	<u>92,254</u>	<u>70,829</u>	<u>10,000</u>	<u>9,909</u>

## 7. The Prepaid Deposit of Share-Subscription

In accordance with the Consolidated and the Company Only financial statements as of September 30, 2005 and as of December, 31, 2004, the whole amount of prepaid deposit of share-subscription was deposit for the investment in the Major Cinepictures Co., Ltd. (former name Nontanun Entertainment Co., Ltd.) which the Company plans to invest in the proportion of 80% of registered share capital by using investment not greater than Baht 80 millions. Such repayment is for confidence in the investment in Major Cinepictures Co., Ltd. which comply with the resolution of the Board of Directors Meeting no. 6/2547 held on June 22, 2004. However, As of February 25, 2005, in accordance with the resolution of the board of directors meeting no. 1/2005, the Company resolved to cancel investment in such Company. Presently, the Company negotiated with Major Cinepictures Co., Ltd. again in detail and various covenant in joint investment which the Company anticipated that it can be summarised within quarter 4 of 2005.

## 8. Cash Guarantee

In accordance with the consolidated financial statements as of December 31, 2004, the whole amount is guaranteed amount against short-term loan from finance institute of one subsidiary. As of March 31, 2005, a subsidiary repaid short term loan and fully redeem guaranteed amount of loan.

## 9. Other Current Assets

Consist of :

	Consolidated		The Company Only	
	As of		As of	
	September 30,	December 31,	September 30,	December 31,
	2005	2004	2005	2004
	'000 Baht	'000 Baht	'000 Baht	'000 Baht
Accrued Income	43,807	18,329	1,538	96
Prepaid Expenses	12,158	10,708	1,883	2,572
Prepaid Interest	3,977	7,821	3,661	7,821
Cash Advance	9,925	6,193	20,024	5,876
Other Accounts Receivable	36,993	19,453	14,017	2,186
Others	11,780	8,489	776	2,950
<b>Total</b>	<b>118,640</b>	<b>70,993</b>	<b>41,899</b>	<b>21,501</b>

## 10. Investments in Subsidiary Companies

As of September 30, 2005 and December 31, 2004, Major Cineplex Group Public Company

Limited had investment in its subsidiary companies as follows :

Name of Company	Issued and Paid up Shares		Percentage of Holding		Cost Method		Equity Method		Dividends	
	2005	2004	2005	2004	2005	2004	2005	2004	2005	2004
	'000 Baht	'000 Baht	%	%	'000 Baht	'000 Baht	'000 Baht	'000 Baht	'000 Baht	'000 Baht
Major Cineplex Property Co., Ltd.	78,000	78,000	99.99	99.99	77,999	77,999	231,801	208,727	-	-
Major Cineplex Service Co., Ltd.	23,000	23,000	99.99	99.99	22,999	22,999	57,350	42,302	-	-
Chiangmai Cineplex Co., Ltd.	20,000	20,000	99.99	99.99	20,000	20,000	43,827	37,583	-	-
Major Cinead Co., Ltd.	1,000	1,000	99.93	99.93	1,000	1,000	117,123	36,105	-	-
Major Bowl Group Co., Ltd.	36,000	36,000	99.99	99.99	62,610	62,610	79,896	65,633	-	-
Ratchayothin Realty Co., Ltd.	100,000	100,000	99.99	99.99	195,178	195,178	250,057	228,864	-	-
Ratchayothin Cinema Co., Ltd.	10,000	10,000	99.99	99.99	120,855	120,855	150,278	118,192	-	-
Ratchayothin Management Co., Ltd.	5,000	5,000	99.99	99.99	70,950	70,950	86,425	77,979	-	-
Bangkok Imax Theater Co., Ltd.	1,000	1,000	99.94	99.94	6,826	6,826	9,914	11,255	-	-
Udon Five Star Cineplex Co., Ltd.	39,000	39,000	80.00	80.00	31,200	31,200	35,332	34,156	-	-
Siam Cineplex Co., Ltd.	150,000	150,000	99.99	99.99	149,999	149,999	149,950	149,932	-	-
EGV Entertainment Public Co., Ltd	260,000	260,000	99.97	99.82	1,558,004	1,557,105	707,308	727,058	-	-
Pacific marketing and Entertainment Group Co., Ltd.	15,000	15,000	80.00	80.00	80,000	80,000	75,029	84,140	-	-
					<u>2,397,620</u>	<u>2,396,721</u>	<u>1,994,290</u>	<u>1,821,926</u>	<u>-</u>	<u>-</u>

10.1 As of September 30, 2005 and December 31, 2004, the Company have Subsidiary Companies via the indirect shareholding by EGV Entertainment Public Co., Ltd.

Name of Company	Issued and Paid up Shares		Percentage of Holding		Cost Method		Equity Method		Dividends	
	2005	2004	2005	2004	2005	2004	2005	2004	2005	2004
	'000 Baht	'000 Baht	%	%	'000 Baht	'000 Baht	'000 Baht	'000 Baht	'000 Baht	'000 Baht
EGV Entertain Golden Village Exhibition Co., Ltd.	1,000	1,000	99.97	99.82	1,000	1,000	23,177	26,667	-	-
EGV Exhibition Co., Ltd.	100,000	100,000	99.97	99.82	100,000	100,000	139,691	144,999	-	-
EGV Five Star Co., Ltd.	40,000	40,000	89.97	89.84	36,000	36,000	27,298	27,641	-	-
Exertainment Co., Ltd.	30,000	30,000	59.98	59.89	18,000	18,000	(6,612)	(8,623)	-	-
					<u>155,000</u>	<u>155,000</u>	<u>183,554</u>	<u>190,684</u>	<u>-</u>	<u>-</u>

As of September 30, 2005 and December 31, 2004, EGV Entertainment Public Co., Ltd. recognized participating loss from investment in Exertainment Co., Ltd., in excessive of investment value by reflected in the liability account from recognition of participating profit (loss) in subsidiaries since EGV Entertainment Public Co., Ltd. holds guarantee commitment and still provides financial support to such subsidiary in accordance with the shareholding proportion.

10.2 As of September 30, 2005 and December 31, 2004, the Company have Subsidiary Company via the indirect shareholding by Pacific Marketing and Entertainment Group Co., Ltd.

Name of Company	Issued and Paid up Shares		Percentage of Holding		Cost Method		Equity Method		Dividends	
	2005	2004	2005	2004	2005	2004	2005	2004	2005	2004
	'000 Baht	'000 Baht	%	%	'000 Baht	'000 Baht	'000 Baht	'000 Baht	'000 Baht	'000 Baht
Pacific Media Sale Co., Ltd.	100	100	79.52	79.52	99	99	(15,345)	(1,095)	-	-
					<u>99</u>	<u>99</u>	<u>(15,345)</u>	<u>(1,095)</u>	<u>-</u>	<u>-</u>

As of September 30, 2005 and December 31, 2004, Pacific Marketing and Entertainment Group Co., Ltd. recognized participating loss from investment in Pacific Media Sale Co., Ltd., in excessive of investment value by reflected in the liability account from recognition of participating profit (loss) in subsidiaries since Pacific Marketing and Entertainment Group Co., Ltd. still provides financial support to such subsidiary.

10.3 As of September 27, 2004, the Company invested in ordinary shares of EGV Entertainment Public Co., Ltd. and its Subsidiaries by number of 259,522,559 shares, equivalent to 99.82% of share capital issued and called for paid-up of EGV Entertainment Public Co., Ltd. and its subsidiaries; as a result, EGV Entertainment Public Co., Ltd. and its subsidiaries become a subsidiary of the Company. The Company has written off the excess of cost of acquisition over fair value which the independent appraiser computed in accordance with the Income Approach only fait of the Company's behalf, as of the purchase date of EGV Entertainment Public Co., Ltd. and its subsidiary amount of Baht 816.94 millions as the whole expense during the present period. Moreover, in quarter 1 of 2005, the Company accepted the shares purchase of EGV Entertainment Public Co., Ltd. from minor shareholders by number of 411,690 shares in the purchased price as cash of Baht 4.50 per share, equivalent to Baht 1,852,605.00 Therefore, presently, the Company holds shares in EGV by number of 259,934,249

shares, equivalent to 99.97% from the former 99.82% while the purchased share price is greater than net asset in accordance with book value by amount of Baht 953,587.61. Moreover, the Company fully recorded as expense in the statement of income.

## 11. Investments in Associated Companies

As of September 30, 2005 and December 31, 2004, Major Cineplex Group Public Company Limited had investment in its associated company as follows :

Name of Company	Issued and Paid up Shares		Percentage of Holding		Cost Method		Equity Method		Dividends	
	2005	2004	2005	2004	2005	2004	2005	2004	2005	2004
	'000 Baht	'000 Baht	%	%	'000 Baht	'000 Baht	'000 Baht	'000 Baht	'000 Baht	'000 Baht
California Wow Xperience Public Co., Ltd.	150,000	150,000	49.00	49.00	182,571	182,571	192,659	174,750	-	-
Siam Future Development Public Company limited	422,416	402,225	25.27	26.43	227,179	227,179	243,943	271,860	31,998	6,000
I-Major Co., Ltd.	20,000	20,000	49.99	49.99	10,000	10,000	7,642	7,692	-	-
					<u>419,750</u>	<u>419,750</u>	<u>444,244</u>	<u>454,302</u>	<u>31,998</u>	<u>6,000</u>

As of September 30, 2005 and December 31, 2004, the Company constitutes the associated company whose shares are indirectly held by Pacific Marketing and Entertainment Group Co., Ltd. in the proportion as follows:

Name of Company	Issued and Paid up Shares		Percentage of Holding		Cost Method		Equity Method		Dividends	
	2005	2004	2005	2004	2005	2004	2005	2004	2005	2004
	'000 Baht	'000 Baht	%	%	'000 Baht	'000 Baht	'000 Baht	'000 Baht	'000 Baht	'000 Baht
Media Logistic Co., Ltd.	1,000	1,000	39.18	39.18	500	500	1,528	1,327	-	-

11.1 However, investment in Siam Future Development Public Co., Ltd. is marketable security. As of September 30, 2005 and December 31, 2004, such security comprises fair value per share equivalent Baht 6.70 and Baht 6.20 respectively equivalent to the total amount of Baht 715.65 millions and Baht 661.29 millions respectively.

11.2 In the Consolidated and the Company financial statements for the quarters and for the nine month period ending of September 30, 2005 investment in the California Wow Xperience Public Co., Ltd. and Media Logistic Co., Ltd. and for the quarter and for the nine month period ending of September 30, 2004 , investment in Siam Future Development Public Co., Ltd. and California Wow Xperience Public Co., Ltd. the Company computes the investment amount from financial statements which were audited by other auditors. Moreover, regarding the investment in I-Major Co., Ltd. the Company computed investment value from the financial statements were prepared by management which were not yet reviewed by other auditors by recognizing the participating profit (loss) in the associated company as follows.

('000 Baht)

	For the Quarters		For the Nine Month Period	
	Ended on September 30,		Ended on September 30,	
	2005	2004	2005	2004
California Wow Xperience Public Company Limited	6,927	(2,073)	17,908	(1,383)
Siam Future Development Public Company limited	(100)	11,536	4,081	39,033
I-Major Co., Ltd.	53	(1,216)	(49)	(1,976)
Media Logistic Co., Ltd.	818	-	201	-

However, In the Consolidated and the Company financial statements as of December 31, 2004, investment in the California Wow Xperience Public Co., Ltd. Siam Future Development Public Co., Ltd. and Media Logistic Co., Ltd. The Company computes the investment amount from financial statements which were audited by other auditors. Moreover, regarding the investment in I-Major Co., Ltd. the Company computed investment value from the financial statements were prepared by management which were not yet audited by other auditors.

11.3 In quarter 4 of 2004, California Wow Xperience Public Co., Ltd. constitutes the change of accounting policy in respect of the recognition of revenue and expense in accordance with the Note no. 3 The result of such change of accounting policy results in the participating profit(loss) in California Wow Xperience Public Co., Ltd. for the quarter and for the nine month period ended on September 30, 2004 which ever recognized by Baht 10.10 millions and Baht 22.12 millions respectively, change to Baht (2.07) millions and Baht (1.38) millions respectively.

## 12. Property Plant and Equipment-Net

For the nine month period ended on September 30, 2005 as follows:

	Consolidated	The Company Only
	<u>'000 Baht</u>	<u>'000 Baht</u>
Beginning Book Value-Net	4,245,333	1,366,117
Purchase	573,292	329,745
Transfer in	38,724	-
Sales/Transfer out	(38,724)	(66,027)
Depreciation for portion shown in Statement of Income	(422,526)	(160,395)
Ending Book Value-Net	<u>4,396,099</u>	<u>1,469,440</u>

In accordance with the consolidated financial statements, as of September 30, 2005 and December 31, 2004, the Company had assets with the depreciation fully calculated but still in use which had a cost value of Baht 747.02 million and Baht 438.15 million respectively. The net book value of which was now Baht 9,121 million and Baht 5,051 respectively.

In accordance with the consolidated financial statements, as of September 30, 2005 and December 31, 2004, cost of theatre and bowling equipment for the amount of Baht 216.17 millions and cost of vehicle partly for the amount of Baht 8.69 millions and Baht 5.72 millions respectively was assets under financial lease agreement.

In accordance with the consolidated financial statements, as of September 30, 2005 and December 31, 2004, the film building, public utility system and other fixed assets of the parent and subsidiary companies are located on area of leased building and leased land carried the leased contract of approximately 10-30 years. In accordance with the contract, it is mainly specified that when the leased period is terminated, the entire ownership of property in the nature of fixture to leased place will be belonged to lesser or have to immediately remove so as that the leased place is in the former condition.

In accordance with the company financial statements, as of September 30, 2005 and December 31, 2004, the Company had assets with the depreciation fully calculated but still in use which had a cost value of Baht 46.65 million and Baht 44.43 million respectively. The net book value of which was now Baht 342 and Baht 257 respectively.

In accordance with the company financial statements, as of September 30, 2005 and December 31, 2004, cost of theatre and bowling equipment for the amount 200.0 millions and vehicle partly amount of 6.09 millions and 4.39 millions respectively was assets under financial lease agreement.

In accordance with the consolidated and the company financial statements, building and some equipment were pledged against credit facility received from bank and financial institute.

In accordance with the consolidated financial statements and the company financial statements for the nine month period ended of September 30, 2005, the company included cost of loan which is specifically borrow so as to use in the project of Siam Paragon combined as cost price of such project by Baht 1.48 millions.

**13. Prepaid Leasehold Right Fee Repayable Instead of Subsidiaries**

Consist of:

	Consolidated		The Company Only	
	As of	As of	As of	As of
	September 30, 2005	December 31, 2004	September 30, 2005	December 31, 2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
Advance payment for leasehold right				
Repayable instead of subsidiary				
Siam Cineplex Co., Ltd.	-	135,000	-	135,000
Bangkok Imax Theater Co., Ltd.	-	20,000	-	20,000
Major Bowl Group Co., Ltd.	-	45,000	-	45,000
	-	200,000	-	200,000

In accordance with the consolidated financial statements and the Company financial statements as of December 31, 2004, the prepaid leasehold right fee repayable instead of subsidiaries is wholly the financial support of construction fee so as for leasehold right of the area of 7<sup>th</sup> and 8<sup>th</sup> floor of the Project of Siam Paragon Trading Center in accordance with the contract of leasehold right reservation dated March 27, 2003, while the Company agreed to repay the financial support of construction fee by the total amount of Baht 300.0 millions. Moreover, as of November 16, 2004 the Company performed the memorandum attached to the contract of leasehold right subscription on the subject of leasehold right transfer whereby the company will transfer the leasehold right to 3 subsidiaries which results in leasehold right fee the Company prepaid before the right transfer date is regarded as prepaid leasehold right fee repayable instead of subsidiaries. Moreover in 1<sup>st</sup> quarter, of 2005, the Company has performed the contract to transfer the leasehold right to such subsidiaries.



**14. Deferred Film Copy Rights - Net**

Consist of:

	Consolidated		The Company Only	
	As of		As of	
	September 30,	December 31,	September 30,	December 31,
	2005	2004	2005	2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
Deferred Film Copy Rights Beginning - Net	133,459	-	-	-
<u>Add</u> Increase Film Copy Right from				
Investment in Subsidiary Companies	-	67,288	-	-
Deferred Film Copy Right -				
Increase during period	110,567	91,719	-	-
<u>Less</u> Amortization of Film Copy Right	(111,791)	(25,548)	-	-
Deferred Film Copy Right Ending - Net	<u>132,235</u>	<u>133,459</u>	<u>-</u>	<u>-</u>

**15. Credit and Obligations**

Bank overdrawn account, loan due to merchant bank and finance institute of the parent company and subsidiary companies are guarantees by bank deposits, building and equipment, leasehold rights, land leasehold rights, company directors and personal land of one shareholder.

**16. Short-Term Loans due to Finance Institute**

Consist of :

	Consolidated		The Company Only	
	As of		As of	
	September 30,	December 31,	September 30,	December 31,
	2005	2004	2005	2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
Bill of Exchange	400,000	1,060,000	400,000	400,000
Promissory Notes	471,500	113,067	280,000	-
Total	<u>871,500</u>	<u>1,173,067</u>	<u>680,000</u>	<u>400,000</u>

In accordance with the consolidated financial statement and the company only as of September 30, 2005 and December 31, 2004, the whole amount was loan in form of bill of exchange and promissory notes with finance institute for the period of 3-6 months carried interest rates of 1.80 - 6.0 % per annum.

### 17. Short Term Loan from Other Company

In accordance with the consolidated financial statements as of December 31, 2004, the whole amount of shortterm loan is loan in form of promissory note in type of at call on demand with one company carried interest rate of 5% per annum.

### 18. Long-Term Loans

Consist of:

	Consolidated		The Company Only	
	As of		As of	
	September 30, 2005	December 31, 2004	September 30, 2005	December 31, 2004
	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>	<u>'000 Baht</u>
Loan from Commercial Bank	1,755,188	1,453,438	1,506,500	1,126,000
<u>Less</u> Current Portion	(478,000)	(356,000)	(373,000)	(251,000)
Net	<u>1,277,188</u>	<u>1,097,438</u>	<u>1,133,500</u>	<u>875,000</u>

In accordance with the consolidated and the Company financial statements as of September 30, 2005 and December 31, 2004 , long term loan is loan due to serveral commercial banks which constitutes the detail of loan as follows:

#### Parent Company

- As of September 30, 2005 and December 31, 2004, the loan availment of Baht 300.0 millions while the amount of Baht 262.50 million and Baht 300.0 million is used repectively. It is loan due to one merchant bank for the period of 5 years, carried interest rate of 3.25 % per annum for the period of 2 years after which the interest rate of 3 months fixed deposit plus 2.5 % per annum is applied. The installment of 6 months is semi-annually repayable totally for 8 installments for the amount of Baht 37.50 millions per installment. The first installment in repayable on June 30, 2005.
- As of September 30, 2005 and December 31, 2004, the loan availment of Baht 600.0 millions while the amount of Baht 520.0 million and Baht 360.0 million repectively. It is the loan due to one merchant bank for the period of 4 years carried interest rate of 3 % per annum. In year and another year, interest rate of MLR% - 2% per annum is applied or interest rate of the first 12 months fixed deposit plus 2% per annum is applied whichever is quarter . The installment of 3 month is repayable totally 14 installments. For the Period 1 – 12 amount of

Bath 40.0 million per period and period 13 – 14 amount of Bath 60.0 million per period. The first installment is repayment on May 31, 2005, with the collateral, i.e. title-deed of Rachayothin Cinema Co., Ltd., land leasehold right of Rachayothin Realty Co., Ltd. and property which is the building of Major Cineplex, Rachayothin Branch.

3. As of September 30, 2005 and December 31, 2004, it is loan borrowed from one merchant bank as follows :

- As of September 30, 2005 and December 31, 2004, the loan availment of Baht 280.0 millions while the amount of Baht 224.0 million and Baht 266.0 million are used respectively. It is loan due to one commercial bank for the period of 5 years, carried interest rate of year 1-3 of 2% per annum and year 4-5 of 1% per annum. The three-month installment is repayable, totally 20 installment for the amount of Baht 14.0 million per installment. The first installment is repayable on November 30, 2004.

- As of September 30, 2005, the loan availment of Baht 300.0 millions which is used in amount of Baht 300 millions carried the period of 5 years, carried interest rate of year 1 by the rate of MLR minus by the spread of 1.50% per annum and year 4-5 by the rate of MLR minus by the spread of 1.00% per annum. It is gradually repayable as per 3 months installment totally 19 installments. Installment of 1-18 is repayable by amount of Baht 16.0 million per installment and installment of 19 is repayable by Baht 12 millions per installment. The first installment is repayable in May, 2006 equipped with the collateral of land title and property on the piece of land of Major Cineplex Co., Ltd. And Major Cineplex Property Co., Ltd. Also joint guarantee.

4. As of September 30, 2005 and December 31, 2004, the loan availment of Baht 500.0 millions while the amount of Baht 200.0 millions is used. It is loan due to one merchant bank for the period of 7 years, carried interest rate of year 1 of 3 % per annum, year 2-3 of 3.50 % per annum and year 4 onwards carried interest rate of MLR % - 1.375 % per annum. The leasehold right of the project of Siam Paragon Trading Center is pledged against the repayment for the period of 84 months commenced from the first installment of loan withdrawal. For the month of 1-24, interest is monthly repayable. For the month of 25-84, the principle is repayable for every 6 months installment totalling 10 installments, equivalent to amount of Baht 50.00 millions per installment while interest is separately repayable every month.

### **Subsidiary Companies**

1. As of September 30, 2005 and December 31, 2004, the amount of Baht 189.0 millions and Baht 256.5 millions respectively. is loan due to one merchant bank for the period of 6.5 years, carried interest rate of MLR% - 0.75% per annum but not below MLR % per annum of Thai Farmers Bank Public Co., Ltd. It is monthly repayable. For the installment of 1-18, amount of Baht 4.50 millions per installment is repayable. For the installment 19-77 amount of Baht 7.50 millions per installment is repayable and amount of Baht 6.50 millions for the final installment is repayable. The first installment is repayable in November,2002. The right in accordance with the lease contract, right in accordance with the contract of service of public utility of EGV Entertainment Co., Ltd. and 3 Subsidiaries and directors are collateral.

As of March 31, 2005, such subsidiaries changed guarantors where by EGV Five Star Co., Ltd., Entertainment Golden Village Exhibition Co., Ltd., EGV Exhibition Co., Ltd., and Major Cineplex Group Public Co., Ltd. become the new guarantors in replacement of former guarantors.

2. As of September 30, 2005 and December 31, 2004, the amount of Baht 46.94 millions and Baht 55.94 million respectively is loan due to one merchant bank for the period of 5 years, carried interest rate of 5.5% per annum. It is monthly repayable for the amount of Baht 1.0 millions per installment. The first installment is repayable in September 2004, and EGV Entertainment Public Co., Ltd., Leasehold right in various branch and assets of Exertainment Co., Ltd. are collateral.
3. As of September 30, 2005 and December 31, 2004, loan by Baht 12.75 millions and Baht 15.0 million respectively is loan at one merchant bank caried interest rate of MLR% per annum. The term of repayment of principle is within 5 years. While the principle is gradually repayable by Baht 0.25 millions per month plus interest. The first installment is repayable in January 2005.

## **19. Warrants**

### **ESOP-W2**

As of July 6, 2004, the Company issued warrants to purchase the Company ordinary shares (ESOP-W2) to the directors and employees in number of 3,500,000 units the offered price per unit zero Baht. Such warrant not exceeding 4 years from issued date. The rate of right exercise is one unit of warrant is entitled to purchase 1 ordinary share in the exercised price of Baht 15.28 per one ordinary share.

As of September 30, 2005, non warrants holders of ESOP-W2 exercised their right.

**ESOP-W1**

As of May 27, 2003, the Company issued warrants to purchase the Company ordinary shares (ESOP-W1) to the directors and employees in number of 19,500,000 units the offered price per unit zero Baht. Such warrant not exceeding 5 years from issued date. The rate of right exercise is one unit of warrant is entitled to purchase 1 ordinary share in the exercised price of Baht 13.16 per one ordinary share.

As of November 25, 2003, the company amended the price of right exercise and the rate of right exercise to purchase ordinary shares new warrants to one unit of warrant (ESOP-W1) which is entitled to purchase ordinary share of 1.051 shows in the exercise price of Baht 12.516 per one ordinary share.

As of February 24, 2004, the company amended the price of right exercise and the rate of right exercise to purchase ordinary shares new warrants to one unit of warrant (ESOP-W1) which is entitled to purchase ordinary share of 1.068 shows in the exercise price of Baht 12.320 per one ordinary share.

As of December 31, 2003 and September 30, 2004, the warrants-holders of ESOP-W1 exercised their rights to purchase ordinary shares in numbers of 710,000 units and numbers of 1,719,195 units respectively, remaining non-exercised warrants in number of 17,070,805 units. After such right exercise, the Company constitutes the paid-up share capital in number of 709.32 millions shares in par value of Baht 1 per share aggregating to Baht 709.32 millions. The Company has already amended the paid-up share capital with the Ministry of Commerce since October 8, 2004.

As of September 30, 2005, there is no additional warrant holder of ESOP-W1 exercising its right.

**MAJOR-W1**

As of January 30, 2004, the Company issued warrants to purchase the Company ordinary shares (MAJOR-W1) to former shareholder in number of 146,926,992 units the offered price per unit zero Baht. Such warrant last for 3 years commenced from issued date. The rate of right exercise is one unit of warrant is entitled to purchase 1 ordinary share in the exercised price of Baht 13.00 per one ordinary share.

As of February 24, 2004, the company amended the price of right exercise and the rate of right exercise to purchase ordinary shares new warrants to one unit of warrant (MAJOR-W1) which is entitled to purchase ordinary share of 1.016 shows in the exercise price of Baht 12.796 per one ordinary share.

As of September 30, 2005 and December 31, 2004, non warrants holders of MAJOR-W1 exercised their right.

## 20. Dividends

In accordance with the Minute of Board of Directors Meeting no.4/2548 which held on August 11, 2005, it is unanimously resolved that the Company repays dividend for the operation result for the period of 6 months, 2005 by the rate of Baht 0.25 per share to the total shareholders by number of 709.32 millions shares aggregating to total amount of Baht 177.33 millions. Moreover, the legal reservation is appropriated by amount of Baht 12.39 millions. Presently, the dividend is fully repayable.

In accordance with the resolution of the Company Board of Directors no. 1/2548 held on February 25, 2005 and in accordance with the minute of General Shareholders' Meeting no. 4/2548 held on April 5, 2005, it was unanimously resolved to approve the dividend payment for the operating result of 4<sup>th</sup> quarter, of 2004 in the rate of Baht 0.05 per share to the whole shareholders in number of 709.32 millions shares aggregating to total Baht 35.47 millions and appropriated legal reserve in amount of Baht 2.10 million. The dividend is fully repayable to shareholders.

In accordance with the resolution of the Company Board of Directors no. 2/2547 on February 24, 2004, and in accordance with the minute of General Shareholders' Meeting no. 3/2547 held on April 22, 2004, it was unanimously resolved to approve the dividend payment for the operating result of year 2003 in the rate of Baht 0.60 per share to the whole shareholders in number of 587.71 millions shares aggregating to total Baht 352.63 millions. The dividend is fully repayable to shareholders.

## 21. Corporate Income Tax

The parent company computed corporate income tax pursuant to the decree basis no. 387 which reduces corporate income tax from 30% to 25% for the 5 consecutively accounting periods commenced from the initial accounting period in or after the date the company constitutes securities listed in the Stock Exchange of Thailand (as of May 23, 2002), in accordance with the law of Securities and Security Market. Therefore, the company computed at the rate of 25% of accounting net profit before recognition of equity from investment in the subsidiary and associated companies, but after making adjust transaction in accordance with the Revenue Code respectively.

The subsidiary computed the corporate income tax rate of 30% and the rate for small to medium enterprises operator (SMEs) of the accounting net profit after adding back the adjusted transactions pursuant the Revenue Code.

## 22. Earnings per Share

For the quarter and nine month period ended on September 30, 2005. There is no computation of diluted earning per share since the fair value of ordinary shares are below the right exercised price.

For the quarter and nine month period ended on September 30, 2004. The company calculated the earnings (loss) per share by dividing the Net Profit (Loss) of the period by the weighted average number of ordinary shares as follows:

For the Quarter ended on September 30, 2004

	The weighted average		Earnings per share
	Net Profit(loss)	Number of ordinary shares	
	'000 Baht	'000 Baht	Baht
<b>Basic earnings per share</b>			
Net Profit (LOSS)	(759,448)	592,918	(1.28)
<b>Effect of diluted potential common share warrants</b>			
Warrants convertible into ordinary shares No.1 (MAJOR-W1)			
146,926,992 Unit Conversion Right 1 unit of warrant will be entitled to 1.016 ordinary share. The exercise price for ordinary share will be baht 12.796 per share.	-	17,087	-
Warrants convertible into ordinary shares to Directors and employees (ESOP-W) 18,790,000 Unit Conversion Right 1 unit of warrant will be entitled to 1.068 ordinary share. The Exercise price for ordinary shares will be Baht 12.320 per share.	-	2,958	-
<b>Diluted earning per share</b>			
Profit of Common Share holders assumed as conversion to common share	(759,448)	612,963	(1.24)





## Consolidated

For the Nine month Period Ended on September 30, 2004

	Cinema Business	Bowling and Karaoke	Rentals and Services	Services Advertising	Fitness Center	Sales VCD DVD and Film Copy Right	Written-off Items	Total
	'000 Baht	'000 Baht	'000 Baht	'000 Baht	'000 Baht	'000 Baht	'000 Baht	'000 Baht
Revenue from sales and services	1,233,174	214,660	314,012	211,300	-	-	(166,633)	1,806,513
Profit(Loss)from operation	305,590	73,086	165,341	145,075	-	-	(27,769)	661,323
Common Expense								399,301
Interest Expense								20,880
Corporate Income Tax								87,743
Net Profit(Loss)								(545,946)
Fixed Assets	2,649,289	434,370	809,067	4,412	69,325	6,374	255,001	4,227,838
Common Assets								2,255,577
Total Assets								6,483,415

The Company and its subsidiaries are engaged in 6 types of business namely cinema business which involves showing films and selling food and beverage business, bowling and karaoke Business, rentals and service business, advertising business, fitness center business and Sale VCD DVD and film copy right and profit on each type of business arises from total sales less cost of sales and administrative expenses of each business.

The fixed assets of each type of business are used for its operation whereas joint assets include other assets not classed as fixed assets.

Determination of transferred prices between sectors which is materialised as follows :

Basis in the determination of transferred prices between sectors of the Parent Company and its subsidiaries and related companies (see note to financial statements no. 2.1)

Basis in the determination of transferred prices between sectors of subsidiaries and related companies incurred between each other which is materialised as follows :

**Policy of Price Determination**

- Revenue/Cost from leased area and central service fee Lumsum price monthly installment pursuant to contract
- Interest receivable/payable Referred to interest rates of merchant banks plus spread or cost acquired plus price spread
- Revenue/Cost of advertising expense In accordance with mutual memorandum/Lum Sum rate per month and to be a percentage of revenue

## 24. Obligations and Contingent Liabilities

24.1 In accordance with the consolidated financial statements, the Ratchayothin Cinema Company Limited which is subsidiary company conducted the contract with Imax Corporation Co., Ltd. (Canada) so as to jointly appoint the Bangkok Imax Theatre Co., Ltd., a subsidiary company as an agent in running theater of Bangkok Imax Theater with the term and covenant as follows:

1. Ratchayothin Cinema Co., Ltd. is responsible for area appropriation of as theater including supervision of sales promotion, maintenance and quality control including standard of theater. In addition, it is responsible for expense of insurance and risk from assets.
2. Imax Corporation Co., Ltd. (Canada) is responsible for appropriation and supervision of instruments of film showing.

Under such contract, if the results of operation of Bangkok Imax Theater Co., Ltd. generated net profit or net loss, Ratchayothin Cinema Co., Ltd. and Imax Corporation Co., Ltd. (Canada) will jointly receive results of profit or loss at the rate of 50:50. Moreover, if the results of operation incurred gross loss, Imax Corporation Co., Ltd., (Canada) will cancel the term of consideration receipt from Bangkok Imax Theater Co., Ltd. in the highest amount of US Dollars 0.10 millions. The contract maturity is terminated in December, 2010.

Presently, Ratchayothin Cinema Co., Ltd. and Imax Corporation Co., Ltd. (Canada) have not conducted any contract to appoint Bangkok Imax Theater Co., Ltd. as agent in management.

24.2 In accordance with the consolidated and the Company financial statements, the Company constitutes obligation commitment from guarantee loan to Pacific Marketing and Entertainment Group Co., Ltd. which is subsidiary, to one merchant bank by Baht 240.0 millions which constitutes one year commitment so as for financial support to subsidiary company.

24.3 The company holds commitment obligation and contingent liability as follows:

	Consolidated		The Company Only	
	As of		As of	
	September 30, 2005	December 31, 2004	September 30, 2005	December 31, 2004
	<u>Million Baht</u>	<u>Million Baht</u>	<u>Million Baht</u>	<u>Million Baht</u>
Letter of Credit	51.78	30.94	22.78	30.94
Letter of Guarantee	18.23	32.98	18.23	16.48
Check Payable to Guarantee	12.44	-	12.44	-

As of September 30, 2005, the check payable to guarantee the whole amount was a post-dated check for the period due made payable to another company in order to pay for common lease of equipment, space and joint service fees and as a deposit for lease and service agreements.

24.4 As of September 30, 2005 and December 31, 2004 that company and subsidiaries constitute obligation commitment in accordance with the contract of long term lease with outside party from the lease of land, lease of building area and contract of long term service with outside party in several contracts which the life contract of lease will be terminated within 2005-2029. The lease fee and service fee is computed as fixed rate and/or percentage over revenue of that branch. However, the leased fee and service fee for the nine month period ended on September 30, 2005 as follows :

	Consolidated	The Company Only
	<u>Million Baht</u>	<u>Million Baht</u>
Rentals	179.94	65.68
Services	127.80	60.14

## 25. Subsequent Events.

AS of November 8, 2005, the California Wow Xperience Public Co., Ltd. has taken its ordinary shares by number of 50 millions shares to be appropriated and offered to public and management directors and the Company staff. After such appropriation and public offering is conducted, the Company holds the shareholding proportion in the California Wow Xperience Public Co., Ltd. which is associated company has been changed from the former 49% to 36.75%.

## 26. Approval of the Interim Financial Statements.

These interim financial statements have been approved by the company's directors.

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